

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 3, 2025**

PASITHEA THERAPEUTICS CORP.
(Exact name of registrant as specified in its charter)

| | | |
|--|--|---|
| Delaware (State or other jurisdiction of incorporation) | 001-40804 (Commission File Number) | 85-1591963 (IRS Employer Identification No.) |
| 1111 Lincoln Road, Suite 500 Miami Beach, Florida (Address of principal executive offices) | | 33139 (Zip Code) |
| (702) 514-4174 (Registrant's telephone number, including area code) | | |
| N/A (Former name or former address, if changed since last report.) | | |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, par value \$0.0001 per share | KTТА | The Nasdaq Capital Market |
| Warrants to purchase shares of Common Stock, par value \$0.0001 per share | KTТАW | The Nasdaq Capital Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 3, 2025, at the 2025 Annual Meeting of Stockholders (the “Annual Meeting”) of Pasithea Therapeutics Corp. (the “Company”), the Company’s stockholders approved an amendment (the “Plan Amendment”) to the Company’s 2023 Stock Incentive Plan (the “2023 Incentive Plan”) increasing the number of shares authorized for issuance under the 2023 Incentive Plan by 1,750,000 shares to 2,014,221 shares. The Plan Amendment became effective following its approval by the Company’s stockholders.

The foregoing description of the Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On September 3, 2025, the Company held its Annual Meeting. The stockholders of the Company acted upon the following proposals at the Annual Meeting: (1) the election of two Class II directors; (2) the ratification of the appointment of CBIZ CPAs P.C. (“CBIZ”) as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2025; (3) the approval of an amendment to the 2023 Incentive Plan to increase the maximum aggregate number of shares of common stock, par value \$0.0001 per share, of the Company (the “Common Stock”), which shall be authorized for issuance thereunder by 1,750,000 shares to 2,014,221 shares; and (4) the adoption and approval of an amendment to the Company’s Second Amended and Restated Certificate of Incorporation, as amended and/or restated from time to time (the “Certificate”), at the discretion of the Board of Directors of the Company (the “Board”), to effect a reverse stock split of the Company’s issued shares of Common Stock, at a specific ratio, ranging from one-for-two (1:2) to one-for-twenty (1:20), at any time prior to the one-year anniversary date of the Annual Meeting, with the exact ratio to be determined by the Board without further approval or authorization of the Company’s stockholders.

Of the 7,443,577 shares of Common Stock outstanding and entitled to vote at the Annual Meeting, 3,495,116 shares of Common Stock were represented in person or by proxy at the Annual Meeting, thereby constituting a quorum.

The voting results on each of the proposals acted upon at the Annual Meeting are set forth below:

Proposal 1 related to the election of two nominees to serve as Class II directors with a three-year term expiring at the 2028 Annual Meeting of Stockholders or until their successors are duly elected and qualified. The following directors were approved by a plurality of the votes cast at the Annual Meeting:

| | FOR | WITHHELD | BROKER NON-VOTES |
|----------------|-----------|----------|---------------------|
| Alfred Novak | 1,311,216 | 27,319 | 2,156,581 |
| Simon Dumesnil | 1,288,856 | 49,679 | 2,156,581 |

Proposal 2 related to the ratification of the appointment of CBIZ as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025. Proposal 2 was approved by a majority of the votes cast at the Annual Meeting, based upon the following votes:

| FOR | AGAINST | ABSTAIN |
|-----------|---------|---------|
| 3,403,978 | 39,264 | 51,874 |

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Proposal 3 related to the approval of an amendment to the 2023 Incentive Plan to increase the maximum aggregate number of shares of Common Stock which shall be authorized for issuance thereunder by 1,750,000 shares to 2,014,221 shares. Proposal 3 was approved by a majority of the votes cast at the Annual Meeting, based upon the following votes:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|---------|---------|---------|---------------------|
| 955,464 | 354,898 | 28,173 | 2,156,581 |

Proposal 4 related to the adoption and approval of an amendment to the Certificate, at the discretion of the Board, to effect a reverse stock split of the Company's issued shares of Common Stock, at a specific ratio, ranging from one-for-two (1:2) to one-for-twenty (1:20), at any time prior to the one-year anniversary date of the Annual Meeting, with the exact ratio to be determined by the Board without further approval or authorization of the Company's stockholders. Proposal 4 was approved by a majority of the votes cast at the Annual Meeting, based upon the following votes:

| FOR | AGAINST | ABSTAIN |
|-----------|---------|---------|
| 3,051,251 | 413,232 | 30,633 |

No other business properly came before the Annual Meeting.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-------------------|---|
| 10.1 | Amendment to Pasithea Therapeutics Corp. 2023 Stock Incentive Plan. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PASITHEA THERAPEUTICS CORP.

Dated: September 3, 2025

By: /s/ Tiago Reis Marques

Name: Tiago Reis Marques
Title: Chief Executive Officer

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AMENDMENT
TO THE
PASITHEA THERAPEUTICS CORP.
2023 STOCK INCENTIVE PLAN

This Amendment (the “Amendment”) to the 2023 Stock Incentive Plan (the “Plan”) of Pasithea Therapeutics Corp. (the “Company”), is made as of July 14, 2025. All capitalized terms used but not defined in this Amendment shall have the meanings assigned to such terms in the Plan.

W I T N E S S E T H:

WHEREAS, Section 17.2 of the Plan reserves to the Board of Directors of the Company (the “Board”) the right to amend the Plan from time to time;

WHEREAS, the Board desires to increase the number of shares of Common Stock reserved for issuance under the Plan from 264,221 shares to 2,014,221 shares, subject to approval by the Company’s stockholders.

NOW, THEREFORE, be it effective as of the date of approval by the Company’s stockholders, the Plan is hereby amended as follows:

1. **Amendment to Section 4.1.** Section 4.1(a) of the Plan is hereby amended and restated in its entirety, to read as follows:
 - (a) Subject to adjustment pursuant to Section 4.2 and any other applicable provisions hereof, the maximum aggregate number of shares of Common Stock which may be issued under all Awards granted to Participants under the Plan shall be (i) 2,014,221 shares plus (ii) such number of unused shares of Common Stock reserved under the Pasithea Therapeutics Corp. 2021 Stock Incentive Plan (the “**2021 Plan**”) as of the Effective Date, which unused reserve shall be rolled into this Plan (subsections (i) and (ii) together, the “**Share Reserve**”); all of which shares may, but need not, be issued in respect of Incentive Stock Options. In addition, there shall be rolled into this Plan and added to the Share Reserve (but not issued in respect of Incentive Stock Options) such number of shares of Common Stock as become available for issuance under the Plan in accordance with Section 4.1(d) hereof.
2. This Amendment shall be subject to approval by the stockholders of the Company within 12 months after the date this Amendment is adopted. Such stockholder approval shall be obtained in the manner and to the degree required under applicable laws.
3. Except as set forth herein, the Plan shall remain in full force and effect without modification.

IN WITNESS WHEREOF, the undersigned officer hereby certifies that the foregoing amendment to the Plan was duly adopted and approved by the Board.

Dated: July 14, 2025

PASITHEA THERAPEUTICS CORP.

By: /s/ Tiago Reis Marques

Name: Tiago Reis Marques

Title: Chief Executive Officer