

November 21, 2025

VIA EDGAR

U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F Street NE
Washington, D.C. 20549

**Re: Pasithea Therapeutics Corp.
Registration Statement on Form S-1
File No. 333-291611
Withdrawal of Prior Acceleration Request**

Ladies and Gentlemen:

Reference is made to our letter, filed as correspondence with the U.S. Securities and Exchange Commission via EDGAR on November 19, 2025, in which we requested the acceleration of the effective date of the above-referenced Registration Statement on Form S-1 (File No. 333-291611) (the "Registration Statement") for Thursday, November 20, 2025 at 5:15 p.m., Eastern Time, or as soon as practicable thereafter, pursuant to Rule 461 under the Securities Act of 1933, as amended. We are no longer requesting that the Registration Statement be declared effective at that date and time, and we hereby formally withdraw our prior request for acceleration of the effective date of the Registration Statement.

Very truly yours,

H.C. WAINWRIGHT & CO., LLC

By: /s/ Edward Silvera

Name: Edward Silvera

Title: Chief Operating Officer