

November 24, 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 21, 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 Monday, November 24, 2025 at 9:00 a.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