

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**Pasithea Therapeutics Corp.**

(Name of Issuer)

**Common Stock, par value \$0.0001 per share**

(Title of Class of Securities)

**70261F202**

(CUSIP Number)

**12/01/2025**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

**SCHEDULE 13G**

**CUSIP No.** 70261F202

1	<b>Names of Reporting Persons</b> Vivo Opportunity Fund Holdings, L.P.
2	<b>Check the appropriate box if a member of a Group (see instructions)</b> <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	<b>Sec Use Only</b>
4	<b>Citizenship or Place of Organization</b> DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 17,560,467.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 17,560,467.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 17,560,467.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.99 %	
12	Type of Reporting Person (See Instructions) PN	

**Comment for Type of Reporting Person:** (1) The reported share amount represents an aggregate of (i) 1,907,430 shares of common stock, par value \$0.0001 per share (the "Common Stock") of Pasithea Therapeutics Corp. (the "Issuer"), and (ii) 15,653,037 shares of Common Stock issuable upon exercise of pre-funded warrants. All securities are held of record by Vivo Opportunity Fund Holdings, L.P. Vivo Opportunity, LLC is the general partner of Vivo Opportunity Fund Holdings, L.P.

(2) The percent is based on 22,398,920 shares of Common Stock outstanding as December 1, 2025, as disclosed in the final prospectus filed by the Issuer on December 1, 2025 with the Securities and Exchange Commission ("SEC") pursuant to Rule 424(b)(4), which forms part of the Issuer's Registration Statement on Form S-1 (File No. 333-291611). The pre-funded warrants contain provisions preventing such warrants from being exercised into shares of Common Stock, if such exercise would result in the holder or its affiliates obtaining greater than 9.99% of the Issuer's voting securities. However, the amounts reported in rows 5, 7 and 9 herein represent the number of shares of Common Stock that would be issuable upon full exercise of the pre-funded warrants, without giving effect to the blocking provisions.

## SCHEDULE 13G

CUSIP No.	70261F202
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1	Names of Reporting Persons Vivo Opportunity, LLC
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 17,560,467.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 17,560,467.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 17,560,467.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.99 %	
12	Type of Reporting Person (See Instructions) OO	

**Comment for Type of Reporting Person:** (1) The reported share amount represents an aggregate of (i) 1,907,430 shares of Common Stock of the Issuer, and (ii) 15,653,037 shares of Common Stock issuable upon exercise of pre-funded warrants. All securities are held of record by Vivo Opportunity Fund Holdings, L.P. Vivo Opportunity, LLC is the general partner of Vivo Opportunity Fund Holdings, L.P.

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## SCHEDULE 13G

CUSIP No.	70261F202
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1	Names of Reporting Persons Vivo Opportunity Cayman Fund, L.P.
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 1,772,867.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 1,772,867.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,772,867.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.99 %	
12	Type of Reporting Person (See Instructions) PN	

**Comment for Type of Reporting Person:** (1) The reported share amount represents an aggregate of (i) 192,570 shares of Common Stock of the Issuer, and (ii) 1,580,297 shares of Common Stock issuable upon exercise of pre-funded warrants. All securities are held of record by Vivo Opportunity Cayman Fund, L.P. Vivo Opportunity Cayman, LLC is the general partner of Vivo Opportunity Cayman Fund, L.P.

(2) The percent is based on 22,398,920 shares of Common Stock outstanding as December 1, 2025, as disclosed in the final prospectus filed by the Issuer on December 1, 2025 with the SEC pursuant to Rule 424(b)(4), which forms part of the Issuer's Registration Statement on Form S-1 (File No. 333-291611). The pre-funded warrants contain provisions preventing such warrants from being exercised into shares of Common Stock, if such exercise would result in the holder or its affiliates obtaining greater than 9.99% of the Issuer's voting securities. However, the amounts reported in rows 5, 7 and 9 herein represent the number of shares of Common Stock that would be issuable upon full exercise of the pre-funded warrants, without giving effect to the blocking provisions.

## SCHEDULE 13G

CUSIP No.	70261F202
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1	Names of Reporting Persons Vivo Opportunity Cayman, LLC
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 1,772,867.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 1,772,867.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,772,867.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.99 %	
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**Comment for Type of Reporting Person:** (1) The reported share amount represents an aggregate of (i) 192,570 shares of Common Stock of the Issuer, and (ii) 1,580,297 shares of Common Stock issuable upon exercise of pre-funded warrants. All securities are held of record by Vivo Opportunity Cayman Fund, L.P. Vivo Opportunity Cayman, LLC is the general partner of Vivo Opportunity Cayman Fund, L.P.

(2) The percent is based on 22,398,920 shares of Common Stock outstanding as December 1, 2025, as disclosed in the final prospectus filed by the Issuer on December 1, 2025 with the SEC pursuant to Rule 424(b)(4), which forms part of the Issuer's Registration Statement on Form S-1 (File No. 333-291611). The pre-funded warrants contain provisions preventing such warrants from being exercised into shares of Common Stock, if such exercise would result in the holder or its affiliates obtaining greater than 9.99% of the Issuer's voting securities. However, the amounts reported in rows 5, 7 and 9 herein represent the number of shares of Common Stock that would be issuable upon full exercise of the pre-funded warrants, without giving effect to the blocking provisions.

## SCHEDULE 13G

### Item 1.

(a) **Name of issuer:**

Pasithea Therapeutics Corp.

(b) **Address of issuer's principal executive offices:**

1111 Lincoln Road, Suite 500, Miami Beach, FL 33139

### Item 2.

(a) **Name of person filing:**

Vivo Opportunity Fund Holdings, L.P. and its General Partner Vivo Opportunity, LLC

Vivo Opportunity Cayman Fund, L.P. and its General Partner Vivo Opportunity Cayman, LLC

(b) **Address or principal business office or, if none, residence:**

192 Lytton Avenue, Palo Alto, CA 94301

(c) **Citizenship:**

Vivo Opportunity Fund Holdings, L.P. is a Delaware limited partnership.

Vivo Opportunity, LLC is a Delaware limited liability company.

Vivo Opportunity Cayman Fund, L.P. is a Cayman Islands limited partnership.

Vivo Opportunity Cayman, LLC is a Cayman Islands limited liability company.

(d) **Title of class of securities:**  
Common Stock, par value \$0.0001 per share

(e) **CUSIP No.:**  
70261F202

**Item 3.** If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership**

(a) **Amount beneficially owned:**

Vivo Opportunity, LLC may be deemed to beneficially own an aggregate of 17,560,467 shares of the Issuer's securities, consisting of (i) 1,907,430 shares of Common Stock of the Issuer, and (ii) 15,653,037 shares of Common Stock issuable upon exercise of pre-funded warrants. The securities are held of record by Vivo Opportunity Fund Holdings, L.P. Vivo Opportunity, LLC is the general partner of Vivo Opportunity Fund Holdings, L.P.

Vivo Opportunity Cayman, LLC may be deemed to beneficially own an aggregate of 1,772,867 shares of the Issuer's securities, consisting of (i) 192,570 shares of Common Stock of the Issuer, and (ii) 1,580,297 shares of Common Stock issuable upon exercise of pre-funded warrants. The securities are held of record by Vivo Opportunity Cayman Fund, L.P. Vivo Opportunity Cayman, LLC is the general partner of Vivo Opportunity Cayman Fund, L.P.

The pre-funded warrants contain provisions preventing such securities from being exercised into shares of Common Stock, if such exercise would result in the holder or its affiliates obtaining greater than 9.99% of the Issuer's voting securities. However, the amounts reported in this Item 4 represent the number of shares of Common Stock that would be issuable upon exercise of the pre-funded warrants in full, and do not give effect to the blocking provisions.

(b) **Percent of class:**

Vivo Opportunity Fund Holdings, L.P.:	9.99%
Vivo Opportunity, LLC:	9.99%
Vivo Opportunity Cayman Fund, L.P.:	9.99%
Vivo Opportunity Cayman, LLC:	9.99% %

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote:**

Vivo Opportunity Fund Holdings, L.P.:	17,560,467 shares
Vivo Opportunity, LLC:	17,560,467 shares
Vivo Opportunity Cayman Fund, L.P.:	1,772,867 shares
Vivo Opportunity Cayman, LLC:	1,772,867 shares

(ii) **Shared power to vote or to direct the vote:**

0

**(iii) Sole power to dispose or to direct the disposition of:**

Vivo Opportunity Fund Holdings, L.P.: 17,560,467 shares  
Vivo Opportunity, LLC: 17,560,467 shares  
Vivo Opportunity Cayman Fund, L.P.: 1,772,867 shares  
Vivo Opportunity Cayman, LLC: 1,772,867 shares

**(iv) Shared power to dispose or to direct the disposition of:**

0

**Item 5. Ownership of 5 Percent or Less of a Class.**

**Item 6. Ownership of more than 5 Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certifications:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Vivo Opportunity Fund Holdings, L.P.

Signature: /s/ Kevin Dai

Name/Title: Kevin Dai/Managing Member of Vivo Opportunity, LLC, General Partner

Date: 12/05/2025

Vivo Opportunity, LLC

Signature: /s/ Kevin Dai

Name/Title: Kevin Dai/Managing Member

Date: 12/05/2025

Vivo Opportunity Cayman Fund, L.P.

Signature: /s/ Kevin Dai

Name/Title: Kevin Dai/Managing Member of Vivo Opportunity Cayman, LLC, General Partner

Date: 12/05/2025

Vivo Opportunity Cayman, LLC

Signature: /s/ Kevin Dai  
Name/Title: Kevin Dai/Managing Member  
Date: 12/05/2025

**Exhibit Information**

99.1 Joint Filing Statement



**Joint Filing Agreement**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Date: December 5, 2025

**Vivo Opportunity Fund Holdings, L.P.**

By: Vivo Opportunity, LLC, its General Partner

/s/ Kevin Dai

Name: Kevin Dai

Title: Managing Member

**Vivo Opportunity, LLC**

/s/ Kevin Dai

Name: Kevin Dai

Title: Managing Member

**Vivo Opportunity Cayman Fund, L.P.**

By: Vivo Opportunity Cayman, LLC, its General Partner

/s/ Kevin Dai

Name: Kevin Dai

Title: Managing Member

**Vivo Opportunity Cayman, LLC**

/s/ Kevin Dai

Name: Kevin Dai

Title: Managing Member

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