

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. **1**)

Pasithea Therapeutics Corp.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

70261F202

(CUSIP Number)

06/30/2026

(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 70261F202
Number(s):

1	Names of Reporting Persons Vivo Opportunity Fund Holdings, L.P.
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☒ (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 9,286,738.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 9,286,738.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 9,286,738.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
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: The reported share amount represents an aggregate of (i) 422,791 shares of common stock, par value \$0.0001 per share (the "Common Stock") of Pasithea Therapeutics Corp. (the "Issuer"), and (ii) 8,863,947 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.

The percent is based on 33,414,448 shares of Common Stock outstanding as of May 13, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2026. 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 70261F202
Number(s):

1	Names of Reporting Persons Vivo Opportunity, LLC
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☒ (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 9,286,738.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 9,286,738.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 9,286,738.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
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: The reported share amount represents an aggregate of (i) 422,791 shares of Common Stock of the Issuer, and (ii) 8,863,947 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.

The percent is based on 33,414,448 shares of Common Stock outstanding as of May 13, 2026, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2026. 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 70261F202
Number(s):

1	Names of Reporting Persons Vivo Opportunity Cayman Fund, L.P.
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☒ (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 937,567.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 937,567.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 937,567.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
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: The reported share amount represents an aggregate of (i) 42,680 shares of Common Stock of the Issuer, and (ii) 894,887 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.

The percent is based on 33,414,448 shares of Common Stock outstanding as of May 13, 2026, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2026. 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 70261F202
Number(s):

1	Names of Reporting Persons Vivo Opportunity Cayman, LLC
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☒ (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 937,567.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 937,567.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 937,567.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
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: The reported share amount represents an aggregate of (i) 42,680 shares of Common Stock of the Issuer, and (ii) 894,887 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.

The percent is based on 33,414,448 shares of Common Stock outstanding as of May 13, 2026, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2026. The pre-funded warrants contain provisions preventing these 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 9,286,738 shares of the Issuer's securities, consisting of (i) 422,791 shares of Common Stock of the Issuer, and (ii) 8,863,947 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 937,567 shares of the Issuer's securities, consisting of (i) 42,680 shares of Common Stock of the Issuer, and (ii) 894,887 shares of Common Stock issuable upon exercise of pre-funded warrants. These 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 these 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.:	9,286,738 shares
Vivo Opportunity, LLC:	9,286,738 shares
Vivo Opportunity Cayman Fund, L.P.:	937,567 shares
Vivo Opportunity Cayman, LLC:	937,567 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.: 9,286,738 shares
Vivo Opportunity, LLC: 9,286,738 shares
Vivo Opportunity Cayman Fund, L.P.: 937,567 shares
Vivo Opportunity Cayman, LLC: 937,567 shares

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

0

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

Not Applicable

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: 08/14/2026

Vivo Opportunity, LLC

Signature: /s/ Kevin Dai

Name/Title: Kevin Dai/Managing Member

Date: 08/14/2026

Vivo Opportunity Cayman Fund, L.P.

Signature: /s/ Kevin Dai

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

Date: 08/14/2026

Vivo Opportunity Cayman, LLC

Signature: /s/ Kevin Dai

Name/Title: Kevin Dai/Managing Member

Date: 08/14/2026

