

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

(Title of Class of Securities)

70261F202

(CUSIP Number)

06/17/2026

(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 Stonepine Capital Management, 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 0.00
	6	Shared Voting Power 1,952,550.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,952,550.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,952,550.00	
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) 5.8 %	
12	Type of Reporting Person (See Instructions) IA, OO	

Comment for Type of Reporting Person: The percentage reported herein is calculated based on 33,414,448 shares of Common Stock outstanding as of May 13, 2026, as reported in the Form 10-Q filed by the Issuer for the quarter ending March 31, 2026.

SCHEDULE 13G

CUSIP 70261F202
Number(s):

1	Names of Reporting Persons Stonepine Capital, 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 0.00
	6	Shared Voting Power 1,952,550.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,952,550.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,952,550.00	

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) 5.8 %
12	Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: The percentage reported herein is calculated based on 33,414,448 shares of Common Stock outstanding as of May 13, 2026, as reported in the Form 10-Q filed by the Issuer for the quarter ending March 31, 2026.

SCHEDULE 13G

CUSIP 70261F202
Number(s):

1	Names of Reporting Persons Stonepine GP, 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 0.00
	6	Shared Voting Power 1,952,550.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,952,550.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,952,550.00	
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) 5.8 %	
12	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person: The percentage reported herein is calculated based on 33,414,448 shares of Common Stock outstanding as of May 13, 2026, as reported in the Form 10-Q filed by the Issuer for the quarter ending March 31, 2026.

SCHEDULE 13G

CUSIP 70261F202
Number(s):

1	Names of Reporting Persons Jon M. Plexico	
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 UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 1,952,550.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,952,550.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,952,550.00	
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) 5.8 %	
12	Type of Reporting Person (See Instructions) HC, IN	

Comment for Type of Reporting Person: The percentage reported herein is calculated based on 33,414,448 shares of Common Stock outstanding as of May 13, 2026, as reported in the Form 10-Q filed by the Issuer for the quarter ending March 31, 2026.

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:**

Stonepine Capital Management, LLC, a Delaware limited liability company ("Stonepine")

Stonepine Capital, LP, a Delaware limited partnership (the "Partnership")

Stonepine GP, LLC, a Delaware limited liability company (the "General Partner")

Jon M. Plexico

Stonepine and the General Partner are the investment adviser and general partner, respectively, of the Partnership. Mr. Plexico is the control person of Stonepine and the General Partner. The reporting persons are filing this Schedule 13G jointly, but not as members of a group, and each disclaims membership in a group. Each reporting person also disclaims beneficial ownership of shares of Common Stock except to the extent of that person's pecuniary interest therein. In addition, the filing of this Schedule 13G on behalf of the Partnership should not be construed as an admission that it is, and it disclaims that it is, a beneficial owner, as defined in Rule 13d-3 under the Act, of any shares of Common Stock covered by this Schedule 13G.

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

2900 NW Clearwater Drive, Suite 100-11, Bend OR 97703

(c) **Citizenship:**

See Item 4 of the cover sheet for each reporting person.

(d) **Title of class of securities:**

Common Stock

(e) **CUSIP Number(s):**

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:**

Stonepine: 1,952,550

Partnership: 1,952,550

General Partner: 1,952,550

Jon M. Plexico: 1,952,550

(b) **Percent of class:**

Stonepine: 5.8%

Partnership: 5.8%

General Partner: 5.8%

Jon M. Plexico: 5.8%

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

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

Stonepine: 0

Partnership: 0

General Partner: 0

Jon M. Plexico: 0

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

Stonepine: 1,952,550

Partnership: 1,952,550

General Partner: 1,952,550

Jon M. Plexico: 1,952,550

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

Stonepine: 0

Partnership: 0

General Partner: 0

Jon M. Plexico: 0

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

Stonepine: 1,952,550

Partnership: 1,952,550

General Partner: 1,952,550

Jon M. Plexico: 1,952,550

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.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

The Partnership holds Common Stock for the benefit of its investors and has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Common Stock.

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.

Stonepine Capital Management, LLC

Signature: /s/ Jon M. Plexico
Name/Title: Managing Member
Date: 06/23/2026

Stonepine Capital, L.P.

Signature: /s/ Jon M. Plexico
Name/Title: Managing Member of the General Partner, Stonepine GP, LLC
Date: 06/23/2026

Stonepine GP, LLC

Signature: /s/ Jon M. Plexico
Name/Title: Managing Member
Date: 06/23/2026

Jon M. Plexico

Signature: /s/ Jon M. Plexico
Name/Title: Reporting Person
Date: 06/23/2026

Exhibit Information

EXHIBIT 99 - AGREEMENT REGARDING JOINT FILING OF STATEMENT ON SCHEDULE 13D OR 13G

EXHIBIT 99

AGREEMENT REGARDING JOINT FILING
OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G or Forms 3, 4 or 5 (and any amendments or supplements thereto) required under section 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of the securities of any issuer. For that purpose, the undersigned hereby constitute and appoint Stonepine Capital Management, LLC, a Delaware limited liability company, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present.

Dated: October 10, 2024

STONEPINE CAPITAL MANAGEMENT, LLC

By: /s/ Jon M. Plexico
Jon M. Plexico
Managing Member

STONEPINE CAPITAL, L.P.

By: Stonepine GP, LLC,
General Partner

By: /s/ Jon M. Plexico
Jon M. Plexico
Managing Member

STONEPINE GP, LLC

By: /s/ Jon M. Plexico
Jon M. Plexico
Managing Member

/s/ Jon M. Plexico
Jon M. Plexico