

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

Pasithea Therapeutics Corp.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

70261F103
(CUSIP Number)

David Delaney
Concord Investment Partners Ltd.
60 St. Clair Avenue East, Suite 702
Toronto, ON, M4T 1N5
Canada
(416) 951-9214

Avi Geller
Leonite Capital LLC
1 Hillcrest Center Drive Suite 232
Spring Valley, NY 10977
(845) 517-2340

Eric Shahinian
Camac Partners, LLC
350 Park Avenue, 13th Floor
New York, NY 10022
(914) 629-8496

With a copy to:
Douglas K. Schnell
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 31, 2022

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) NAMES OF REPORTING PERSONS

Concord IP2 Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (see instructions) WC, OO	
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
(6) CITIZENSHIP OR PLACE OF ORGANIZATION Province of Ontario	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 191,321 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 191,321 shares
	(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 191,321 shares
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%*	
(14) TYPE OF REPORTING PERSON (see instructions) CO	

* Percentage calculated based on 26,698,688 shares of common stock, par value \$0.0001 per share, outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of Pasithea Therapeutics Corp.

(1) NAMES OF REPORTING PERSONS Elderhill Corporation	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS (see instructions) WC, OO	
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
(6) CITIZENSHIP OR PLACE OF ORGANIZATION Province of Ontario	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 36,200 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 36,200 shares
	(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,200 shares
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%*	
(14) TYPE OF REPORTING PERSON (see instructions) CO	

* Percentage calculated based on 26,698,688 shares of common stock, par value \$0.0001 per share, outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of Pasithea Therapeutics Corp.

(1) NAMES OF REPORTING PERSONS David Delaney	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS (see instructions) AF	
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
(6) CITIZENSHIP OR PLACE OF ORGANIZATION Canada	
NUMBER OF SHARES	(7) SOLE VOTING POWER 0 shares

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(8) SHARED VOTING POWER
	227,521 shares
	(9) SOLE DISPOSITIVE POWER
	0 shares
	(10) SHARED DISPOSITIVE POWER
	227,521 shares
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
227,521 shares	
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
Less than 1%*	
(14) TYPE OF REPORTING PERSON (see instructions)	
IN	

* Percentage calculated based on 26,698,688 shares of common stock, par value \$0.0001 per share, outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of Pasithea Therapeutics Corp.

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(1) NAMES OF REPORTING PERSONS	
Leonite Capital LLC	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS (see instructions)	
WC, OO	
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
(6) CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER
	0 shares
	(8) SHARED VOTING POWER
	1,034,702 shares
	(9) SOLE DISPOSITIVE POWER
	0 shares
	(10) SHARED DISPOSITIVE POWER
	1,034,702 shares
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
1,034,702 shares	
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
3.9%*	
(14) TYPE OF REPORTING PERSON (see instructions)	
OO	

* Percentage calculated based on 26,698,688 shares of common stock, par value \$0.0001 per share, outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of Pasithea Therapeutics Corp.

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(1) NAMES OF REPORTING PERSONS	
Leonite Fund I, LP	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS (see instructions)	
OO	
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
(6) CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER
	0 shares
	(8) SHARED VOTING POWER
	154,644 shares
	(9) SOLE DISPOSITIVE POWER
	0 shares
	(10) SHARED DISPOSITIVE POWER
	154,644 shares
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
154,644 shares	

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%
(14) TYPE OF REPORTING PERSON (see instructions) OO

* Percentage calculated based on 26,698,688 shares of common stock, par value \$0.0001 per share, outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of Pasithea Therapeutics Corp.

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(1) NAMES OF REPORTING PERSONS Avi Geller	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS (see instructions) AF	
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
(6) CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 1,189,346 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 1,189,346 shares
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,189,346 shares	
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.5%*	
(14) TYPE OF REPORTING PERSON (see instructions) IN	

* Percentage calculated based on 26,698,688 shares of common stock, par value \$0.0001 per share, outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of Pasithea Therapeutics Corp.

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(1) NAMES OF REPORTING PERSONS Camac Partners, LLC	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS (see instructions) OO	
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
(6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 1,788,415 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 1,788,415 shares
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,788,415 shares	
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.7%*	
(14) TYPE OF REPORTING PERSON (see instructions) OO	

* Percentage calculated based on 26,698,688 shares of common stock, par value \$0.0001 per share, outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of Pasithea Therapeutics Corp.

(1) NAMES OF REPORTING PERSONS Camac Capital, LLC	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS (see instructions) OO	
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
(6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 1,788,415 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 1,788,415 shares
	(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,788,415 shares
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.7%*	
(14) TYPE OF REPORTING PERSON (see instructions) OO	

* Percentage calculated based on 26,698,688 shares of common stock, par value \$0.0001 per share, outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of Pasithea Therapeutics Corp.

(1) NAMES OF REPORTING PERSONS Camac Fund, LP	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS (see instructions) OO	
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
(6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 1,788,415 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 1,788,415 shares
	(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,788,415 shares
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.7%*	
(14) TYPE OF REPORTING PERSON (see instructions) OO	

* Percentage calculated based on 26,698,688 shares of common stock, par value \$0.0001 per share, outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of Pasithea Therapeutics Corp.

(1) NAMES OF REPORTING PERSONS Eric Shahinian	
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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS (see instructions) OO	
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
(6) CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 1,788,415 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 1,788,415 shares
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,788,415 shares	
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.7%*	
(14) TYPE OF REPORTING PERSON (see instructions) IN	

* Percentage calculated based on 26,698,688 shares of common stock, par value \$0.0001 per share, outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of Pasithea Therapeutics Corp.

Explanatory Note

This Amendment No. 7 (this “Amendment”) amends and supplements the Schedule 13D filed on June 1, 2022, as amended on June 16, 2022, June 27, 2022, July 27, 2022, August 11, 2022, September 1, 2022, and September 2, 2022 (as amended, the “Schedule 13D”), by the Reporting Persons relating to the Common Stock of the Issuer. Information reported in the Schedule 13D remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Schedule 13D. All references in the Schedule 13D and this Amendment to the “Statement” will be deemed to refer to the Schedule 13D as amended and supplemented by this Amendment.

Item 3. Source and Amount of Funds or Other Consideration.

The first paragraph under Item 3 is amended and restated as follows:

The shares of Common Stock purchased by Concord and Elderhill were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 227,521 shares of Common Stock beneficially owned by the Concord Persons is approximately \$286,410 (including brokerage commissions and transaction costs).

The third paragraph under Item 3 is amended and restated as follows:

The shares of Common Stock purchased by Camac were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 1,788,415 shares of Common Stock beneficially owned by the Camac Persons is approximately \$1,871,436 (including brokerage commissions and transaction costs).

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On October 31, 2022, Concord IP2 Ltd., Leonite Capital LLC, and Camac Fund, LP filed a lawsuit (the “Lawsuit”) in the Delaware Court of Chancery asserting a claim for breach of fiduciary duties against the Issuer’s directors (the “Directors”). The Lawsuit alleges that the Directors breached their fiduciary duties by approving the Issuer’s recent acquisitions of Alpha-5 Integrin, LLC and Allomek Therapeutics, LLC (the “Acquisitions”) for the primary purpose of diluting the shares held by the Reporting Persons and other stockholders supporting the special meeting request, while increasing the voting power of the Directors’ allies. The Lawsuit seeks, among other things, (i) a preliminary and permanent injunction to enjoin the Issuer from counting the shares issued in the Acquisitions at the upcoming special meeting and the Issuer’s next annual meeting with respect to the election of directors, (ii) a temporary restraining order that restrains the Directors from holding the special meeting until the preliminary injunction motion is resolved, (iii) a declaration that the Directors breached their fiduciary duties, and (iv) an order rescinding the Acquisitions.

Item 5. Interest in Securities of the Issuer.

The first paragraph under Item 5(a) and (b) is amended and restated as follows:

(a) and (b) The responses of the Reporting Persons to rows 7, 8, 9, 10, 11 and 13 on the cover pages of this Statement are incorporated herein by reference. As of 4 p.m., Eastern time, November 1, 2022, the Reporting Persons beneficially owned 3,205,282 shares of Common Stock, representing approximately 12.0% of the outstanding shares of Common Stock. The percentage in this paragraph relating to beneficial ownership of the Common Stock is based on 26,698,688 shares of Common Stock outstanding as of August 8, 2022, as reported in the Form 10-Q for the quarterly period ended June 30, 2022, of the Issuer.

Item 7. Material to be Filed as Exhibits.

Item 7 is amended and restated as follows:

The following documents are filed as exhibits:

Exhibit Number	Description
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- 1 [Joint Filing and Advocacy Agreement.*](#)
- 2 [Letter to the Issuer's Board of Directors, dated June 1, 2022.*](#)
- 3 [Press release, dated June 23, 2022.*](#)
- 4 [Joinder Agreement, effective as of August 19, 2022.*](#)
- 5 [Press release, dated September 6, 2022.*](#)

* Previously filed.

SIGNATURES

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.

Dated: November 1, 2022

CONCORD IP2 LTD.

By: /s/ David Delaney
Name: David Delaney
Title: President

ELDERHILL CORPORATION

By: /s/ David Delaney
Name: David Delaney
Title: President

/s/ David Delaney
David Delaney

LEONITE CAPITAL LLC

By: /s/ Avi Geller
Name: Avi Geller
Title: CIO

LEONITE FUND I, LP

By: Leonite Advisors LLC, its General Partner

By: /s/ Avi Geller
Name: Avi Geller
Title: Managing Member of the GP

/s/ Avi Geller
Avi Geller

CAMAC PARTNERS, LLC

By: Camac Capital, LLC
its general partner

By: /s/ Eric Shahinian
Name: Eric Shahinian
Title: Managing Member of the GP

CAMAC CAPITAL, LLC

By: /s/ Eric Shahinian
Name: Eric Shahinian
Title: Managing Member

CAMAC FUND, LP

By: Camac Capital, LLC
its general partner

By: /s/ Eric Shahinian
Name: Eric Shahinian
Title: Managing Member of the GP

/s/ Eric Shahinian
Eric Shahinian

Transactions by the Reporting Persons in the Past 60 Days

The following table sets forth all previously unreported transactions with respect to the Common Stock effected in the 60 days preceding November 1, 2022, by or on behalf of the Reporting Persons, inclusive of any transactions effected through 4:00 p.m., Eastern time, on November 1, 2022.

Beneficial Ownership	Transaction Date	Purchase or Sale	Quantity	Price per Share (excluding commission)	How Effected
Camac Fund	09/06/2022	Purchase	21,748	\$ 1.13	Open Market
Camac Fund	09/28/2022	Purchase	57,647	\$ 1.19	Open Market
Camac Fund	09/29/2022	Purchase	6,710	\$ 1.16	Open Market
Elderhill	10/17/2022	Purchase	1,000	\$ 1.11	Open Market