

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 Opaleye Management Inc.
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 MASSACHUSETTS

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 2,050,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,050,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,050,000.00	
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) 6.14 %	
12	Type of Reporting Person (See Instructions) IA, CO	

SCHEDULE 13G

CUSIP 70261F202
Number(s):

1	Names of Reporting Persons Opaleye, 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 2,050,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,050,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,050,000.00	
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) 6.14 %
12	Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: Based on 33,414,448 shares of Common Stock outstanding as of May 13, 2026 as reported by Pasithea Therapeutics Corp. on May 15, 2026, in its Form 10-Q.

SCHEDULE 13G

CUSIP 70261F202
Number(s):

1	Names of Reporting Persons James Silverman	
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 2,050,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,050,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,050,000.00	
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) 6.14 %	
12	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13G

Item 1.

- (a) Name of issuer:
Pasithea Therapeutics Corp.

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

830 Winter Street, Waltham, MA 02451

Item 2.

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

This statement is filed by (i) Opaleye Management Inc. (the "Adviser"), (ii) Opaleye, L.P. (the "Fund"), and (iii) James Silverman (collectively, the "Reporting Persons"). The Fund directly holds 2,050,000 shares of Common Stock, par value \$0.0001 per share (the "Common Stock"), of Pasithea Therapeutics Corp. (the "Issuer"). The Adviser, as investment adviser to the Fund, and Mr. Silverman, as the controlling person of the Adviser, may be deemed to beneficially own the 2,050,000 shares of Common Stock held directly by the Fund. The filing of this statement shall not be construed as an admission that any Reporting Person is the beneficial owner of any securities covered by this statement for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, or otherwise.

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

One Boston Place, 26th Floor, Boston, MA 02108

(c) **Citizenship:**

Opaleye Management Inc. - Massachusetts Opaleye, L.P. - Delaware James Silverman - United States

(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:**

2,050,000.00

(b) **Percent of class:**

6.14 %

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

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

0

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

2,050,000.00

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

0

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

2,050,000.00

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.

Opaleye Management Inc.

Signature: /s/ James Silverman

Name/Title: President

Date: 07/31/2026

Opaleye, L.P.

Signature: /s/ James Silverman

Name/Title: General Partner

Date: 07/31/2026

James Silverman

Signature: /s/ James Silverman

Name/Title: Individually

Date: 07/31/2026

Exhibit Information

Exhibit 99.1 Joint Filing Agreement by and among the reporting persons

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of July 31, 2026, is by and among Opaleye Management Inc., Opaleye, L.P. and James Silverman (collectively, the “Filers”).

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13D and/or 13G with respect to shares of Common Stock of Pasithea Therapeutics Corp. beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13D and/or 13G (and any amendments thereto) on behalf of each of the Filers, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

OPALEYE MANAGEMENT INC.

By: /s/ James Silverman

Name: James Silverman

Title: President

OPALEYE, L.P.

By: /s/ James Silverman

Name: James Silverman

Title: General Partner

JAMES SILVERMAN

/s/ James Silverman
