

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)

05/07/2025

(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	Names of Reporting Persons Orca Capital AG
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization GERMANY

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 362,857.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 362,857.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 362,857.00	
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) 4.9 %	
12	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person: All ownership percentages set forth in this Schedule 13G are calculated based upon an aggregate of 6,529,291 shares of Common Stock outstanding immediately after giving effect to the completion of the Issuer's registered offering and excludes 379,427 shares of Common Stock issuable upon the exercise of warrants held by the Reporting Person, subject to the 4.99% blocker (defined below).

Pursuant to the terms of the warrants as described in the Issuer's Prospectus filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on May 7, 2025, the Reporting Person cannot exercise any of the warrants to the extent the Reporting Person would beneficially own, after any such exercise, more than 4.99% of the Issuer's outstanding Common Stock (the "4.99% Blocker").

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, FLORIDA, 33139.

Item 2.

- (a) **Name of person filing:**
Orca Capital AG
- (b) **Address or principal business office or, if none, residence:**
Sperling 2 85276 Hettenshausen Deutschland
- (c) **Citizenship:**
Germany
- (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:
362,857
- (b) Percent of class:
4.9% %
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
362,857
 - (ii) Shared power to vote or to direct the vote:
0
 - (iii) Sole power to dispose or to direct the disposition of:
362,857
 - (iv) Shared power to dispose or to direct the disposition of:
0

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

☒ 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.

Orca Capital AG

Signature: /s/ Thomas Konig

Name/Title: Thomas Konig/Director

Date: 05/09/2025