

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Shahinian Eric</b>	2. Issuer Name and Ticker or Trading Symbol <b>Pasithea Therapeutics Corp. [KTTA]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Member of 10% owner group</b>
(Last) (First) (Middle) <b>C/O CAMAC PARTNERS LLC, 350 PARK AVENUE, 13TH FLOOR</b>	3. Date of Earliest Transaction (Month/Day/Year) <b>08/29/2022</b>	
(Street) <b>NEW YORK, NY 10022</b>	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/29/2022		P		5,000	A	\$ 1.1681	1,617,329 <sup>(1)</sup>	I	See footnote <sup>(2)</sup>
Common Stock	08/30/2022		P		17,828	A	\$ 1.1472	1,635,157	I	See footnote <sup>(2)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)  
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shahinian Eric C/O CAMAC PARTNERS LLC 350 PARK AVENUE, 13TH FLOOR NEW YORK, NY 10022				Member of 10% owner group
Camac Capital, LLC 350 PARK AVENUE, 13TH FLOOR NEW YORK, NY 10022				Member of 10% owner group

Camac Fund, LP CAMAC CAPITAL, LLC 350 PARK AVENUE, 13TH FLOOR NEW YORK, NY 10022				Member of 10% owner group
Camac Partners, LLC 350 PARK AVENUE, 13TH FLOOR NEW YORK, NY 10022				Member of 10% owner group

## Signatures

/s/ Eric Shahinian		08/31/2022
<small>**Signature of Reporting Person</small>		Date
/s/ Eric Shahinian, Managing Member of Camac Capital, LLC		08/31/2022
<small>**Signature of Reporting Person</small>		Date
/s/ Eric Shahinian, Managing Member of Camac Capital, LLC, the General Partner of Camac Fund, LP		08/31/2022
<small>**Signature of Reporting Person</small>		Date
/s/ Eric Shahinian, Managing Member of Camac Capital, LLC, the Managing Member of Camac Partners, LLC		08/31/2022
<small>**Signature of Reporting Person</small>		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The number of shares beneficially owned includes 1,000 shares inadvertently omitted from the Reporting Persons' Form 3 filed 08/15/2022.

(2) The shares are held by Camac Fund, LP. ("Camac Fund"). Eric Shahinian is the managing member of Camac Capital, LLC, which is the general partner of Camac Fund and the managing member of Camac Partners, LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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