SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person * Delaney David	2. Issuer Name **and** Ticker or Trading Symbol Pasithea Therapeutics Corp. [KTTA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) C/O CONCORD INVESTMENT PARTNERS LTD. 60 ST. CLAIR AVENUE EAST, SUITE 702	3. Date of Earliest Transaction (Month/Day/Year) 10/17/2022	Director		10% Owner	
		Officer (give title below)	X	Other (specify below)	

(Street) TORONTO A6 M4T 1N5	4. If Amendment, Date of Original Filed (Month/Day/Year)	Member of 10% owner group
(City) (State) (Zip)		6. Individual or Joint/Group Filing (Check Applicable Line)
		Form filed by One Reporting Person
		X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	10/17/2022		P		1,000[1]	A	$1.11	227,521	I	See footnote[2]

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person * Delaney David
(Last) (First) (Middle)
C/O CONCORD INVESTMENT PARTNERS LTD. 60 ST. CLAIR AVENUE EAST, SUITE 702
(Street)
TORONTO   A6   M4T 1N5
(City)   (State)   (Zip)

1. Name and Address of Reporting Person * Concord IP2 Ltd.
(Last) (First) (Middle)
C/O CONCORD INVESTMENT PARTNERS LTD. 60 ST. CLAIR AVENUE EAST, SUITE 702
(Street)
TORONTO   A6   M4T 1N5
(City)   (State)   (Zip)

Explanation of Responses:

1. The shares were purchased by Elderhill Corporation, of which David Delaney serves as sole director and President.

2. 191,321 shares are held by Concord IP2, Ltd., of which David Delaney serves as sole director and President, and 36,200 shares are held by Elderhill Corporation.

Remarks:

/s/ David Delaney	10/19/2022
/s/ David Delaney, President of Concord IP2 Ltd.	10/19/2022
/s/ David Delaney, President of Elderhill Corporation	10/19/2022
** Signature of Reporting Person	Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.