

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.

1. Name and Address of Reporting Person* <u>Chang Raymond Nobu</u> (Last) (First) (Middle) C/O AGRIFY CORPORATION 2468 INDUSTRIAL ROW DRIVE (Street) TROY MI 48084 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Agrify Corp [AGFY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/30/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/30/2024		C ⁽¹⁾		4,022,830	A	\$0.001	5,739,881	I	By RTC3 2020 Irrevocable Trust ⁽²⁾
Common Stock								1,578,947	I	Chinwei Wang
Common Stock								648	I	By NXT3J Capital, LLC ⁽³⁾
Common Stock								575	D	

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					
Pre-Funded Warrants (right to buy)	\$0.001	08/30/2024		X ⁽¹⁾		4,022,830		(1)	(1)	Common Stock	\$4,022.83	6,152,642 ⁽¹⁾	I	By CP Acquisitions, LLC ⁽⁴⁾

Explanation of Responses:

- On August 30, 2024, CP Acquisitions, LLC ("CP Acquisitions"), an entity affiliated with and controlled by the Reporting Person, Raymond Chang, the Chairman and Chief Executive Officer of the Issuer and by I-Tseng Jenny Chan, a member of the Issuer's Board of Directors, exercised pre-funded warrants, issued by Agrify Corporation (the "Issuer") and entered into by and between CP Acquisitions and the Issuer, into 5,746,900 shares of common stock of the Issuer. Immediately subsequent to such conversion, 4,022,830 of the shares of common stock entitled to CP Acquisitions were assigned to RTC3 2020 Irrevocable Family Trust ("RTC3").
- Held by RTC3, of which the reporting person retains the authority to remove the independent trustee. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- NXT3J Capital, LLC is an entity controlled by the reporting person, and the reported securities may be deemed to be indirectly beneficially owned by the reporting person. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- CP Acquisitions is an entity controlled by the reporting person, and the reported securities may be deemed to be indirectly beneficially owned by the reporting person. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

/s/ Raymond Nobu Chang 09/04/2024
 ** 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.