

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **February 28, 2023**

AGRIFY CORPORATION
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	001-39946 (Commission File Number)	30-0943453 (IRS Employer Identification No.)
76 Treble Cove Rd. Building 3 Billerica, MA 01862 (Address of principal executive offices)		01862 (Zip Code)

Registrant's telephone number, including area code: **(617) 896-5243**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	AGFY	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously reported in its Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the “SEC”) on January 6, 2023, Timothy Oakes, the Chief Financial Officer of Agrify Corporation (the “Company”), resigned effective February 28, 2023. In connection with Mr. Oakes’ resignation, the Company has engaged WilliamsMarston LLC (“WilliamsMarston”) to assist with accounting and internal control matters, and is continuing its process to identify a replacement Chief Financial Officer.

As a result of the engagement of WilliamsMarston, the Company and Timothy Hayden agreed that Mr. Hayden will not serve as Interim Chief Financial Officer as previously reported on the Company’s Current Report on Form 8-K filed with the SEC on January 24, 2023, and will instead transition to the role of Senior Vice President – Business Development. Raymond Chang, the Company’s Chief Executive Officer, will serve as the Company’s principal financial and accounting officer. Mr. Chang’s biography was included in the definitive proxy statement for the Company’s 2022 annual meeting of stockholders filed with the SEC on April 29, 2022 and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On February 28, 2023, the Company held a special meeting of stockholders (the “Special Meeting”) virtually, commencing at 10:00 a.m. Eastern Time. Of the Company’s 20,740,977 shares of common stock, par value \$0.001 per share (the “Common Stock”) issued and outstanding and eligible to vote as of the record date of January 13, 2023, a quorum of 11,610,632 shares, or approximately 55.97% of the eligible shares, were represented at the virtual Special Meeting either in person or by proxy.

A description of each matter voted upon at the Special Meeting is described in detail in the Company’s definitive proxy statement filed with the SEC on February 6, 2023 (the “Proxy Statement”). The matters voted upon at the Special Meeting and the final results of such voting are set forth below:

Proposal 1 – Approval of Issuance of Shares Upon Exercise of Warrants

The issuance of up to 26,769,230 shares of Common Stock upon the exercise of warrants of the Company (the “Warrants”) issued in connection with the Company’s public offering that closed on December 20, 2022, as contemplated by Nasdaq Listing Rule 5635, and to permit the reduction of the exercise price of those Warrants under certain circumstances, was approved. The results of the vote were as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
3,074,619	370,306	31,684	8,134,023

Proposal 2 – Approval of Amendment to Company’s Article of Incorporation

An amendment to the Company’s Articles of Incorporation to increase the number of authorized shares of Common Stock from 100,000,000 to 200,000,000, and to correspondingly increase the total authorized shares of stock from 103,000,000 to 203,000,000, was approved. The results of the vote were as follows:

Votes For	Votes Against	Votes Abstained
10,591,334	990,577	28,721

Proposal 3 – Adjournment of Special Meeting

The adjournment of the Special Meeting in order to solicit additional proxies if there are not sufficient shares to be voted in favor of any of the foregoing proposals at the time of the Special Meeting, was approved, although no such adjournment was required due to the approval of Proposals 1 and 2. The results of the vote were as follows:

Votes For	Votes Against	Votes Abstained
10,656,747	882,089	71,796

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 1, 2023, the Company filed Articles of Amendment (the “Charter Amendment”) to its Articles of Incorporation with the Secretary of State for the State of Nevada. The Charter Amendment increased the number of authorized shares of the Company’s common stock from 100,000,000 to 200,000,000, and correspondingly increased the total authorized shares of stock from 103,000,000 to 203,000,000. The Charter Amendment was approved by the Company’s stockholders at the Special Meeting and became effective upon filing.

The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the Charter Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Title
3.1	Certificate of Amendment to Articles of Incorporation of Agrify Corporation, filed March 1, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AGRIFY CORPORATION

Date: March 3, 2023

By: /s/ Raymond Nobu Chang
Raymond Nobu Chang
Chief Executive Officer

03:05:08 p.m. 03-01-2023 3 7758842734

Filed in the Office of <i>F. Aguilar</i>	Business Number E0254042016-2
Secretary of State State Of Nevada	Filing Number 20232994165
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BARBARA K. CEGAVSKE
Secretary of State
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Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="AGRIFY CORPORATION"/>
	Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20161331161"/>
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1,2 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <input type="text" value="51.08%"/> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input type="text"/>
* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.	

This form must be accompanied by appropriate fees.

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BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
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Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional)

Date: [] Time: []
(must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)

- Changes to takes the following effect:
- The entity name has been amended.
 - The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
 - The purpose of the entity has been amended.
 - The authorized shares have been amended.
 - The directors, managers or general partners have been amended.
 - IRS tax language has been added.
 - Articles have been added.
 - Articles have been deleted.
 - Other.

The articles have been amended as follows: (provide article numbers, if available)
See below for amendment to Article 3.

6. Signature: (Required)

DocuSigned by: [Signature] (attach additional page(s) if necessary)
X [Signature] Chief Executive Officer
Signature of Officer or Authorized Signer Title
X [Signature] []
Signature of Officer or Authorized Signer Title

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

The first sentence of ARTICLE 3 of the Articles of Incorporation of AGRIFY CORPORATION shall be amended to read as follows:

The total number of shares of stock that the Corporation shall have authority to issue is 203 million, consisting of: 200 million shares of Common Stock, par value \$0.001 per share ("Common Stock") and 3 million shares of Preferred Stock, par value \$0.001 per share ("Preferred Stock").

This form must be accompanied by appropriate fees.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
AGRIFY CORPORATION
(Entity ID NV20161331161)**

Pursuant to the provisions of NRS 78.380 and 78.38578.390 the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is AGRIFY CORPORATION (the "**Company**").

SECOND: The document attached hereto as Exhibit "A" sets forth the amendments to the Articles of Incorporation which were adopted by the shareholders of the corporation at the Special Meeting of Shareholders ("**Special Meeting**") held online on February 28, 2023, in the manner prescribed by law.

THIRD: At the close of business on January 13, 2023, the record date for determination of stockholders entitled to vote at the Special Meeting, there were 20,740,977 shares of the Company's Common Stock, each being entitled to one vote, representing all of the outstanding voting securities of the Company entitled to vote at the Meeting.

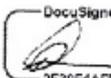
FOURTH: At the Special Meeting, the holders of 11,610,632 shares or 55.97 percent of the Company's Common Stock were represented in person or by proxy constituting a quorum.

FIFTH: The votes of the shareholders cast by ballot or proxy approving an Amendment to the corporation's Articles of Incorporation to increase the number of authorized shares of Common Stock from 100,000,000 to 200,000,000, and to correspondingly increase the total authorized shares of stock from 103,000,000 to 203,000,000, were as follows:

FOR: 10,591,334
AGAINST: 990,577
ABSTAIN: 28,721

Dated this 1st day of March 2023.

AGRIFY CORPORATION

DocuSigned by:
By:  _____
2F30F1AFF9F8423

Name: Raymond Chang

Title: Chief Executive Officer

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EXHIBIT "A"

The first sentence of **ARTICLE 3** of the Articles of Incorporation of **AGRIFY CORPORATION** shall be amended to read as follows:

The total number of shares of stock that the Corporation shall have authority to issue is 203 million, consisting of: 200 million shares of Common Stock, par value \$0.001 per share ("Common Stock") and 3 million shares of Preferred Stock, par value \$0.001 per share ("Preferred Stock").