

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

**OMB APPROVAL**

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Estimated average burden

hours per response: 0.5

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* <u>MASSIE THOMAS L</u>  (Last) (First) (Middle) <u>101 MIDDLESEX TURNPIKE, SUITE 6, PMB 326</u>  (Street) <u>BURLINGTON MA 01803</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/27/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Agrify Corp [ AGFY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>20,593</u>	<u>I</u>	<u>By Spouse<sup>(1)</sup></u>

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Options</u>	<u>(2)</u>	<u>05/06/2030</u>	<u>Common Stock</u>	<u>18,358</u>	<u>2.28</u>	<u>D</u>	
<u>Options</u>	<u>(3)</u>	<u>08/10/2030</u>	<u>Common Stock</u>	<u>13,276</u>	<u>2.28</u>	<u>D</u>	
<u>Options</u>	<u>(4)</u>	<u>10/19/2030</u>	<u>Common Stock</u>	<u>36,900</u>	<u>4.86</u>	<u>D</u>	
<u>Options</u>	<u>(5)</u>	<u>12/21/2030</u>	<u>Common Stock</u>	<u>22,127</u>	<u>4.86</u>	<u>D</u>	

**Explanation of Responses:**

- Represents securities held by Alana Tobin, Mr. Massie's spouse.
- 8,913 of the stock options were fully vested on grant date and the remaining stock options are vested monthly over 24 to 48 months. This stock option grant provides that 1,674 shares are subject to accelerated vesting in the event of a change of control transaction or an initial public offering.
- 25% of the options will vest on 8/10/21 and the balance vests in 36 equal monthly installments thereafter.
- 25% of the options will vest on 10/19/21 and the balance vests in 36 equal monthly installments thereafter. This stock option grant provides for accelerated vesting in the event of a change of control transaction or an initial public offering under which 50% of such options (assuming none have previously vested) will vest immediately prior to such event.
- 25% of the options will vest on 12/21/21 and the balance vests in 36 equal monthly installments thereafter. This stock option grant provides for accelerated vesting in the event of a change of control transaction or an initial public offering under which 50% of such options (assuming none have previously vested) will vest immediately prior to such event.

/s/ Thomas Massie

01/27/2021

\*\* 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 5 (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.**