

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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/05/2024	
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	11/05/2024		S ⁽¹⁾		357,410	D	(3)	0	I	By RTC3 2020 Irrevocable Trust ⁽²⁾
Common Stock	11/05/2024		S ⁽¹⁾		105,263	D	(3)	0	I	Chinwei Wang
Common Stock	11/05/2024		S ⁽¹⁾		38	D	(3)	0	D	
Common Stock								648	I	By NXT3J Capital, LLC ⁽⁴⁾

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				
Pre-Funded Warrants (right to buy)	\$0.001	11/05/2024		S ⁽¹⁾		5,069,162		(1)	(1)	Common Stock	(1)	(1)	0	I	By CP Acquisitions, LLC ⁽⁵⁾
Pre-Funded Warrants (right to buy)	\$0.001	11/05/2024		S ⁽¹⁾		1,085,123		(1)	(1)	Common Stock	(1)	(1)	0	I	By GIC Acquisition, LLC ⁽⁶⁾
Warrants (right to buy)	\$9.75	11/05/2024		S ⁽¹⁾		15,385		(8)	(8)	Common Stock	15,385	(1)	0	I	By RTC3 2020 Irrevocable Family Trust ⁽⁷⁾
Warrants (right to buy)	\$0.3	11/05/2024		S ⁽¹⁾		22		09/18/2020 ⁽⁸⁾	09/18/2025 ⁽⁸⁾	Common Stock	22	(1)	0	I	By RTC3 2020 Irrevocable Family Trust ⁽⁷⁾
Warrants (right to buy)	\$7.48 ⁽⁸⁾	11/05/2024		S ⁽¹⁾		10		07/28/2022 ⁽⁸⁾	07/28/2027 ⁽⁸⁾	Common Stock	10	(1)	0	I	By RTC3 2020 Irrevocable Family Trust ⁽⁷⁾

Explanation of Responses:

1. On November 5, 2024, each of GIC Acquisition, LLC ("GIC"), RTC3 2020 Irrevocable Family Trust ("RTC3"), Chinwei Wang, the Reporting Person, and CP Acquisitions, LLC ("CP Acquisitions"), an entity affiliated with and controlled by the Reporting Person, Raymond Chang, the former Chairman and Chief Executive Officer of the Issuer and by I-Tseng Jenny Chan, a former member of the Issuer's Board of Directors, entered into a purchase agreement whereby CP Acquisitions sold all of its non-derivative and derivative securities in Issuer to a third party purchaser. In connection with this transaction, the Reporting Person resigned from the board of the Agrify Corporation (the "Issuer") and all officer positions, effective November 5, 2024. Pursuant to this transaction, each of CP Acquisitions, GIC, RTC3, Chinwei Wang, and the Reporting Person sold or otherwise disposed of all of its pre-funded warrants and derivative securities in Issuer to a third party purchaser.

2. Held by RTC, 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.

3. There was no per share purchase price, and the assets included other consideration aside from the Reporting Person's equity. The total purchase price paid by the buyer to all sellers was \$18,280,000.00.

4. 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.

5. 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.

6. GIC 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.

7. 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.

8. Each warrant will be exercisable during the period beginning on the date when approval for such exercise is obtained from the issuer's stockholders and ending five years thereafter, at an exercise price of \$9.75 or \$7.48, as applicable, and subject to adjustment as provided under the warrant agreement, and the reverse stock splits of the Issuer's Common Stock effective on October 18, 2022, July 5, 2023, and October 8, 2024.

/s/ Raymond Nobu Chang

11/07/2024

** 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.

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