

**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): **October 14, 2022**

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

<b>Nevada</b> (State or other jurisdiction of incorporation)	<b>001-39946</b> (Commission File Number)	<b>30-0943453</b> (IRS Employer Identification No.)
<b>76 Treble Cove Rd. Building 3 Billerica, MA 01862</b> (Address of principal executive offices)		<b>01862</b> (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 3.03. Material Modification to Rights of Security Holders.**

The information set forth in Item 5.03 is incorporated herein by reference.

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

On October 14, 2022, Agrify Corporation (the “Company”) filed with the Secretary of State of the State of Nevada a Certificate of Amendment to the Company’s Articles of Incorporation (the “Certificate of Amendment”), which was approved by the Company’s stockholders at a Special Meeting of Stockholders of the Company held on October 14, 2022 (the “Special Meeting”) and by the Company’s Board of Directors.

The Certificate of Amendment effects a 1-for-10 reverse stock split of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), in which each ten (10) shares of Common Stock issued and outstanding as of 12:01 a.m. Pacific Time on October 18, 2022 (the effective time of the reverse stock split) will be combined and converted into one share of Common Stock. While the reverse stock split will decrease the number of outstanding shares of Common Stock, it will not change the total number of shares of Common Stock authorized for issuance by the Company, nor will it change the par value of the Common Stock. The reverse stock split is primarily intended to bring the Company into compliance with the minimum bid price requirement for maintaining its listing on The Nasdaq Capital Market.

No fractional shares of Common Stock will be issued in connection with the reverse stock split. Instead, stockholders who would otherwise hold a fractional share of Common Stock will receive a whole share in lieu thereof.

This summary of the Certificate of Amendment is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated by reference herein.

The Company expects that the reverse stock split-adjusted shares of its Common Stock will begin trading on The Nasdaq Capital Market at the open of the market on October 18, 2022 under the new CUSIP number 00853E206. No change will be made to the trading symbol for the Common Stock, “AGFY”, in connection with the reverse stock split.

In connection with the reverse stock split, proportional adjustments will be made to (i) the number of shares of Common Stock underlying the Company’s outstanding stock options and warrants, (ii) the exercise price or conversion price (as applicable) of the Company’s outstanding stock options and warrants, and (iii) the number of shares reserved for issuance under the Company’s equity incentive plan.

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

On October 14, 2022, the Company held the Special Meeting virtually, commencing at 10:00 a.m. Eastern Time. Of the Company’s 26,678,477 shares of common stock issued and outstanding and eligible to vote as of the record date of September 6, 2022, a quorum of 14,894,954 shares, or approximately 55.83% 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 Securities and Exchange Commission on September 19, 2022 (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 21,108,751 shares of Common Stock upon the exercise of warrants of the Company (the “Warrants”) issued in connection with the issuance of a senior secured note and the exchange of previously issued warrants in August 2022, and the reduction of the exercise price of certain of those Warrants under certain circumstances, was approved. The results of the vote were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
6,772,215	660,444	52,681	7,409,614

**Proposal 2 – Approval of Reverse Stock Split Authority**

An amendment to the Company’s Articles of Incorporation to effect a reverse stock split of the shares of the Company’s Common Stock at a ratio of not less than 1-for-2 and not greater than 1-for-10, with the exact ratio of, effective time of and decision to implement the reverse stock split to be determined by the Board of Directors, was approved. The results of the vote were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
13,985,128	773,798	136,028

**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:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
13,549,277	1,187,352	158,325

**Item 8.01. Other Events.**

On October 17, 2022, the Company issued a press release announcing the effective date of the reverse stock split. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Title</b>
3.1	<a href="#">Certificate of Amendment to Articles of Incorporation of Agrify Corporation, filed October 14, 2022.</a>
99.1	<a href="#">Press Release of Agrify Corporation, dated as of October 17, 2022.</a>
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: October 17, 2022

By: /s/ Timothy R. Oakes  
Timothy R. Oakes  
Chief Financial Officer

**BARBARA K. CEGAVSKE**  
Secretary of State

**KIMBERLEY PERONDI**  
Deputy Secretary for  
Commercial Recordings

STATE OF NEVADA



OFFICE OF THE  
SECRETARY OF STATE

Commercial Recordings Division  
202 N. Carson Street  
Carson City, NV 89701  
Telephone (775) 684-5708  
Fax (775) 684-7138  
North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888

**Business Entity - Filing Acknowledgement**

10/17/2022

**Work Order Item Number:** W2022101700299-2450931  
**Filing Number:** 20222692124  
**Filing Type:** Amendment After Issuance of Stock  
**Filing Date/Time:** 10/17/2022 8:00:00 AM  
**Filing Page(s):** 4

**Indexed Entity Information:**

**Entity ID:** E0254042016-2      **Entity Name:** AGRIFY CORPORATION  
**Entity Status:** Active      **Expiration Date:** None

Commercial Registered Agent

REGISTERED AGENT SOLUTIONS, INC.

187 E WARM SPRINGS ROAD SUITE B, Las Vegas, NV 89119, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,



BARBARA K. CEGAVSKE  
Secretary of State

Page 1 of 1

Commercial Recording Division  
202 N. Carson Street



**BARBARA K. CEGAUSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number E0254042016-2
Secretary of State State Of Nevada	Filing Number 20222692124
	Filed On 10/17/2022 8:00:00 AM
	Number of Pages 4

**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

<b>1. Entity information:</b>	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"/>
<b>2. Restated or Amended and Restated Articles:</b> (Select one) <i>(If amending and restating only, complete section 1, 2, 3, 5 and 6)</i>	<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.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box) <i>(If amending, complete section 1, 3, 5 and 6.)</i>	<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="52.4%"/>  <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.



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsoe.gov

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.38078.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 89.050)

4. Effective Date and Time: (Optional)      Date: October 18, 2022      Time: 12:01 a.m.  
 (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)  
 Please see attached Exhibit "A", for the description of this Amendment.  
 (attach additional page(s) if necessary)

6. Signature: (Required)      X       Chief Executive Officer  
 Signature of Officer or Authorized Signer      Title

X \_\_\_\_\_      \_\_\_\_\_  
 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)

\*Article 3 of the Articles of Incorporation of Agrify Corporation (the "Corporation") is amended by adding the paragraph attached hereto as Exhibit "A" at the end of Article 3.

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

Pursuant to the provisions of NRS 78.2055 and 78.390, 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 Amendment to the Articles of Incorporation that were approved by the board of directors and adopted by the stockholders of the corporation at a Special Meeting of Stockholders ("**Special Meeting**") held online on October 14, 2022, in the manner prescribed by law.

**THIRD:** At the close of business on September 6, 2022, the record date for determination of stockholders entitled to vote at the Special Meeting, there were 26,678,477 Shares of the Company's Common Stock, par value \$0.001, outstanding, each being entitled to one vote, representing all of the outstanding voting securities of the Company entitled to vote at the Special Meeting.

**FOURTH:** The votes of the shareholders cast by ballot or proxy regarding the Amendment were as follows:

FOR:	<u>13,985,118</u>
AGAINST:	<u>773,798</u>
ABSTAIN:	<u>136,028</u>

Dated this 14<sup>th</sup> day of October 2022.

AGRIFY CORPORATION

By:   
Name: Raymond Chang  
Title: Chief Executive Officer

**EXHIBIT A**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

Article 3 of the Articles of Incorporation of Agrify Corporation (the "Corporation") is amended by adding the following paragraph at the end of Article 3:

On October 18, 2022, at 12:01 a.m. (the "Effective Time"), each ten (10) shares of Common Stock issued and outstanding at such time shall, automatically and without any further action on the part of the Corporation or the holder thereof, be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock (the "Reverse Stock Split"), subject to the treatment of fractional share interests as described below. The par value of the Common Stock following the Reverse Stock Split shall remain \$0.001 per share. No fractional shares shall be issued upon the Reverse Stock Split. If the Reverse Stock Split would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any such fractional share, round up such fractional share to the next whole share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (an "Old Certificate") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

**AGRIFY ANNOUNCES 1-FOR-10 REVERSE STOCK SPLIT**

BILLERICA, Mass., October 17, 2022 - Agrify Corporation (Nasdaq:AGFY) (“Agrify” or the “Company”), a leading provider of innovative cultivation and extraction solutions for the cannabis industry, today announced that the Company’s Board of Directors approved a 1-for-10 reverse stock split, to be effective as of 12:01 a.m. on Tuesday, October 18, 2022. The Company’s common stock will open for trading on the Nasdaq Capital Market on Tuesday, October 18, 2022 on a split-adjusted basis under the current trading symbol “AGFY.” The reverse stock split was approved by the Company’s stockholders on October 14, 2022 and is intended to increase the per share trading price of the Company’s common stock to enable the Company to satisfy the minimum bid price requirement for continued listing on the Nasdaq Capital Market.

The 1-for-10 reverse stock split will automatically convert 10 current shares of Agrify’s common stock into one new share of common stock. No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise hold a fractional share of Agrify’s common stock will receive a whole share in lieu thereof. The reverse stock split will reduce the number of shares of outstanding common stock from approximately 26,710,087 shares to approximately 2,671,009 shares. Proportional adjustments also will be made to the exercise prices of Agrify’s outstanding stock options, warrants, shares held back in connection with recently completed acquisitions and to the number of shares issued and issuable under Agrify’s equity incentive plans. The reverse stock split will not change the par value of Agrify’s common stock and will not reduce the number of authorized shares of common stock.

Broadridge Corporate Issuer Solutions, Inc. (“Broadridge”) will act as the exchange agent for the reverse stock split. Stockholders holding their shares electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares through a bank, broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to the respective individual brokers’ particular processes, and will not be required to take any action in connection with the reverse stock split.

In connection with the reverse stock split, the Company’s CUSIP number will change to 00853E206 as of 12:01 a.m. on Tuesday, October 18, 2022.

**About Agrify (Nasdaq:AGFY)**

Agrify is a leading provider of innovative cultivation and extraction solutions for the cannabis industry, bringing data, science, and technology to the forefront of the market. Our proprietary micro-environment-controlled Vertical Farming Units (VFUs) enable cultivators to produce the highest quality products with unmatched consistency, yield, and ROI at scale. Our comprehensive extraction product line, which includes hydrocarbon, ethanol, solventless, post-processing, and lab equipment, empowers producers to maximize the quantity and quality of extract required for premium concentrates. For more information, please visit Agrify at <http://www.agrify.com>.

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## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning Agrify and other matters. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements including, without limitation, statements regarding compliance with the minimum bid price requirement and other applicable Nasdaq continued listing standards and the effect of the reverse stock split, including the estimated number of shares of common stock outstanding after effecting the reverse stock split. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “targets,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these terms or other similar expressions. The forward-looking statements in this press release are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. You should carefully consider the risks and uncertainties that affect our business, including those described in our filings with the Securities and Exchange Commission (“SEC”), including under the caption “Risk Factors” in our Annual Report on Form 10-K filed for the year ended December 31, 2021 with the SEC, which can be obtained on the SEC website at [www.sec.gov](http://www.sec.gov). These forward-looking statements speak only as of the date of this communication. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements, whether as a result of any new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our public announcements and filings with the SEC.

## **Company Contacts**

### **Agrify**

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Chief Financial Officer  
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## **Investor Relations Inquiries**

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