

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|--|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* BENYO CHRISTOPHER J _____ (Last) (First) (Middle) C/O AGRIFY CORPORATION 76 TREBLE COVE ROAD, BUILDING 3 _____ (Street) BILLERICA MA 01862 _____ (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol AgriFY Corp [AGFY] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Revenue Officer | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/08/2022 | | | 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 _____ | | |
| | | | 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 | | | |

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 |
| Restricted Stock Unit ⁽¹⁾ | (2) | 08/08/2022 | | A | | 20,000 | | (3) | (3) | Common Stock | 20,000 | \$0 | 20,000 | D | |
| Restricted Stock Unit ⁽⁴⁾ | (2) | 08/08/2022 | | A | | 75,000 | | (5) | (5) | Common Stock | 75,000 | \$0 | 75,000 | D | |

Explanation of Responses:

- Grant of restricted stock units under to the Agrify Corporation 2022 Omnibus Equity Incentive Plan. The grant was made pursuant to the terms of an Employment Agreement between the issuer and the registrant dated January 10, 2022.
- Each restricted stock unit represents the right to receive, at settlement, one share of common stock of the issuer.
- The restricted stock units will vest in three equal installments on January 10, 2023, January 10, 2024 and January 10, 2025, subject to the reporting person's continuous service through each applicable vesting date.
- Grant of restricted stock units under to the Agrify Corporation 2022 Omnibus Equity Incentive Plan.
- The restricted stock units will vest in three equal installments on August 8, 2023, August 8, 2024 and August 8, 2025, subject to the reporting person's continuous service through each applicable vesting date.

/s/ Josh Savitz, attorney-in-fact 08/10/2022

** 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.