

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>Chan I-Tseng Jenny</u> (Last) (First) (Middle) C/O AGRIFY CORPORATION 2468 INDUSTRIAL 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)	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 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⁾		67,997	D	(3)	0	I	By M Zion Capital, LLC ⁽²⁾
Common Stock	11/05/2024		S ⁽¹⁾		67,997	D	(3)	0	I	By M Olivet Capital, LLC ⁽²⁾
Common Stock	11/05/2024		S ⁽¹⁾		67,997	D	(3)	0	I	By M Cannan Capital, LLC ⁽²⁾

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)	(3)	0 ⁽¹⁾	I	By CP Acquisitions, LLC ⁽⁴⁾

Explanation of Responses:

- On November 5, 2024, each of M Zion Capital, LLC, M Olivet Capital, LLC and M Cannan Capital, LLC, and CP Acquisitions, LLC ("CP Acquisitions"), an entity affiliated with and controlled by 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 Issuer, effective November 5, 2024. Pursuant to this transaction, each of M Zion Capital, LLC, M Olivet Capital, LLC and M Cannan Capital, LLC sold all of its non-derivative and derivative securities in Issuer to a third party purchaser.
- M Zion Capital, LLC, M Olivet Capital, LLC and M Cannan Capital, LLC are entities 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 her 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.
- 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.
- 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 her 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.

/s/ I-Tseng Jenny Chan 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.

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.