FORM 3

1. Name and Address of Reporting Person* Green Thumb Industries Inc.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

			the Investment Company			934				
1. Name and Address of Reporting Persor RSLGH, LLC	Requirir	of Event g Statement Day/Year) 2024	3. Issuer Name and Ticker or Trading Symbol Agrify Corp [AGFY]							
(Last) (First) (Middle) 325 WEST HURON STREET			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Check all applicable Check all appli					5. If Amendment, Date of Original Filed (Month/Day/Year)		
SUITE 700	_		Director 10% Owner Officer (give title below) Other (specify below)					Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person		
(Street) CHICAGO IL 60654			President and CEO					Form filed by More than One Reporting Person		
(City) (State) (Zip)										
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Inst 4)			irect Owne direct		ture of Indirect Beneficial ership (Instr. 5)			
Common Stock			690,149(1)		D ⁽²⁾					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration D (Month/Day/	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			4. Conve or Exe Price	rcise	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Νu	nount or imber of ares	Derivative Security				
Pre-Funded Warrants (right to buy)	(3)	(3)	Common Stock	5,	069,162	0.0	15	D ⁽²⁾		
Pre-Funded Warrants (right to buy)	(3)	(3)	Common Stock	1,	085,123	0.015		D ⁽²⁾		
Warrants (right to buy)	02/28/2023 ⁽⁴⁾	02/28/2028 ⁽⁴⁾	Common Stock	1	15,385	2.11		$\mathbf{D}^{(2)}$		
Warrants (right to buy)	09/18/2020	09/18/2025	Common Stock		22	60		D ⁽²⁾		
Warrants (right to buy)	07/28/2022 ⁽⁴⁾	07/28/2027 ⁽⁴⁾	Common Stock		10	22,440		D ⁽²⁾		
Employee Stock options (right to buy)	11/05/2024	(5)	Common Stock		423	0(5)		D ⁽²⁾		
Convertible Note (right to buy)	(6)	(6)	Common Stock	6,	333,122	3.158		$\mathbf{D}^{(2)}$		
1. Name and Address of Reporting Person RSLGH, LLC	*									
(Last) (First) 325 WEST HURON STREET SUITE 700	(Middle)									
(Street) CHICAGO IL	60654	_								
(City) (State)	(Zip)									

(Last)	(First)	(Middle)					
325 WEST HURON STREET							
SUITE 700							
(Street)							
CHICAGO	IL	60654					
	, <u> </u>						
(City)	(State)	(Zip)					

Explanation of Responses:

- 1. Includes 22,783 shares of Common Stock (the "Award Stock") issuable upon vesting and settlement of restricted stock units held by Raymond Chang, the former Chief Executive Officer of the Issuer ("Mr. Chang") granted to Mr. Chang under the Agrify Corporation 2022 Omnibus Equity Incentive Plan, as amended (the "Plan"). On November 5, 2024, RSLGH, LLC ("Investor") entered into a purchase agreement whereby it purchased, among other securities, the indicated securities of the Issuer from Mr. Chang, certain of his affiliated parties, and I-Tseng Jenny Chan, a former member of the Issuer's Board of Directors (the "Purchase Agreement"). Pursuant to the terms of the Purchase Agreement, Mr. Chang is required to (i) to promptly transfer the Award Stock to Investor promptly upon receipt of such Award Stock; and (ii) to not sell, assign, encumber or in any other way transfer any of the Award Stock except to Investor.
- 2. Investor is the direct beneficial owner of the Securities. Investor is an indirectly wholly-owned subsidiary of Green Thumb Industries Inc. ("Green Thumb"). Green Thumb is the sole shareholder of GTI23, Inc., which is the sole member of VCP23, LLC, which is the sole shareholder of For Success Holdings Company. For Success Holdings Company is the sole member of Wellness Mgmt, LLC, which is the sole member of Core Growth, LLC. Core Growth, LLC is the sole member of Investor.
- 3. On November 5, 2024, pursuant to the Purchase Agreement, each of GIC Acquisition, LLC, RTC3 2020 Irrevocable Family Trust, Chinwei Wang, Mr. Chang, and CP Acquisitions, LLC, an entity affiliated with and controlled by Mr. Chang and by I-Tseng Jenny Chan, sold or otherwise disposed all of its pre-funded warrants and derivative securities in Issuer to Investor. Each pre-funded warrant may be exercised for one share of common stock. The pre-funded warrants are exercisable at any time and do not expire, and are subject to a 49.99% beneficial ownership limitation.
- 4. 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 a current adjusted exercise price of \$2.11, and subject to further adjustment as provided under the warrant agreement, and the reverse stock splits of the Issuer's Common Stock effective on July 5, 2023 and October 4, 2024.
- 5. Mr. Chang holds Stock Options (the "Award Options") to buy 423 shares of Common Stock, at a purchase price, payable by Mr. Chang, of \$14,580 per share for 88 shares; \$6,840 per share for 118 shares, and \$41,520 for 217 shares. Upon exercise, Mr. Chang is required to (i) promptly transfer the Common Stock underlying the Award Options to Investor promptly upon receipt of such Common Stock; (ii) to not sell, assign, encumber or in any other way transfer any of the Common Stock underlying the Award Options except to Investor, and (iii) not exercise any Award Options unless in connection with transferring the underlying Common Stock to Investor with the consent of Investor. The Award Options are exercisable beginning on various dates between May 2030 and February 2032.
- 6. The conversion of the Convertible Note is subject to certain customary conditions and the receipt of stockholder approval to the extent necessary under applicable listing rules of The Nasdaq Stock Market, Inc. Shareholder approval has not yet been obtained.

/s/ Bret Kravitz, Corporate
Secretary, on behalf of
RSLGH, LLC
/s/ Bret Kravitz, Corporate
Secretary, on behalf of
Green Thumb Industries
Inc.
*** Signature of Reporting
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.