

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): **August 16, 2023**

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

**Nevada**  
(State or other jurisdiction of incorporation)

**001-39946**

(Commission File Number)

**30-0943453**

(IRS Employer Identification No.)

**76 Treble Cove Rd.  
Building 3  
Billerica, MA**

(Address of principal executive offices)

**01862**

(Zip Code)

**(617) 896-5243**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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, \$0.001 par value	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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed in the two Current Reports on Form 8-K filed by Agrify Corporation (the “Company”) on April 24, 2023 (the “April Nasdaq Notice”) and May 23, 2023 (the “May Nasdaq Notice”), the Company received notices from The Nasdaq Stock Market LLC (“Nasdaq”) stating that because the Company had not yet filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the “Form 10-K”) and the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2023 (the “First Quarter Form 10-Q”), respectively, the Company is no longer in compliance with Nasdaq Listing Rule 5250(c)(1). Nasdaq Listing Rule 5250(c)(1) requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission.

On August 16, 2023, the Company received a third notice from Nasdaq that the Company remains noncompliant with the Nasdaq Listing Rule 5250(c)(1) as a result of its failure to file its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2023 (the “Second Quarter Form 10-Q”) with the SEC by the required filing date (the “August Nasdaq Notice” and, together with the April Nasdaq Notice and the May Nasdaq Notice, the “Nasdaq Notices”). As disclosed in the Current Report on Form 8-K filed by the Company on April 17, 2023, the Company’s audit committee concluded that, as a result of inadvertent errors in the accounting for warrants previously issued by the Company, it was appropriate to restate the Company’s previously issued unaudited condensed consolidated interim financial statements as of and for the quarterly periods ended March 31, 2022, June 30, 2022 and September 30, 2022 included in the Company’s Quarterly Reports on Form 10-Q for such periods in amended quarterly reports for the affected periods. As disclosed by the Company on its Notification of Late Filing on Form 12b-25 filed with the SEC on March 31, 2023, the Company was unable to timely file the Form 10-K and the First Quarter Form 10-Q without unreasonable effort or expense.

The August Nasdaq Notice noted that Nasdaq has previously granted the Company an exception until September 30, 2023, to file its Form 10-K (the “Initial Delinquent Filing”) and First Quarter Form 10-Q. The August Nasdaq Notice also requires the Company to update its original plan to regain compliance with the filing requirement, including the Company’s plans to file the Second Quarter Form 10-Q, and indicate the progress the Company has made towards implementing the plan submitted in connection with the Initial Delinquent Filing. The Nasdaq Notices have no immediate effect on the listing of the Company’s common stock on The Nasdaq Stock Market LLC.

**Item 7.01. Regulation FD Disclosure.**

On August 21, 2023, the Company issued a press release disclosing the receipt of the August Nasdaq Notice referenced above. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished herein, including Exhibit 99.1, is not deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This information will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates them by reference.

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

(d) Exhibits.

99.1	<a href="#">Press Release of the Company, dated as of August 21, 2023</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 thereunto duly authorized.

**AGRIFY CORPORATION**

By: /s/ Raymond Nobu Chang

Raymond Nobu Chang  
Chief Executive Officer

Date: August 21, 2023

## **Agrify Receives Nasdaq Notification of Non-Compliance with Listing Rule 5250(c)(1)**

BILLERICA, Mass., August 21, 2023 (GLOBE NEWSWIRE) -- Agrify Corporation (Nasdaq: AGFY) (“Agrify” or the “Company”), a leading provider of innovative cultivation and extraction solutions for the cannabis industry, today announced that on August 16, 2023, it received a letter from the Listing Qualifications Department of the Nasdaq Stock Market LLC (“Nasdaq”) notifying Agrify that it was not in compliance with requirements of Nasdaq Listing Rule 5250(c)(1) as a result of not having timely filed its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2023, with the Securities and Exchange Commission (“SEC”).

This notification has no immediate effect on the listing of Agrify’s common stock on the Nasdaq. However, if Agrify fails to timely regain compliance with the Nasdaq Listing Rule, Agrify’s common stock will be subject to delisting from Nasdaq.

As disclosed in the Current Report on Form 8-K filed by the Company on April 17, 2023, Agrify’s audit committee concluded that, as a result of errors in the accounting for warrants previously issued by Agrify, it is appropriate to restate Agrify’s previously issued unaudited condensed consolidated financial statements as of and for the fiscal periods ended March 31, 2022, June 30, 2022 and September 30, 2022 in amended quarterly reports for the affected periods. Given the scope of the process for preparing the amended quarterly reports, Agrify was unable to complete and file the Form 10-K for the fiscal year ended December 31, 2022 and the Form 10-Q for the fiscal quarter ended March 31, 2023 by their respective due dates.

Nasdaq has previously granted the Company an exception until September 30, 2023, to file its Form 10-K for the fiscal year ended December 31, 2022 and Form 10-Q for the fiscal quarter ended March 31, 2023. Nasdaq requires the Company to update its original plan to regain compliance with the filing requirement, including the Company’s plans to file the Form 10-Q for the fiscal quarter ended June 30, 2023, and indicate the progress the Company has made towards implementing the plan submitted in connection with the Form 10-K for the fiscal year ended December 31, 2022.

The Company is working diligently and expects to file its Form 10-Q within the prescribed period, which would eliminate the need for the Company to submit a formal plan to regain compliance.

### **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>.

### **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, the timing and filing of the amended Quarterly Reports on Form 10-Q and the delayed Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and Agrify’s ability to regain compliance with applicable Nasdaq rules. 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. Agrify has based these forward-looking statements largely on its current expectations and projections about future events and financial trends that it believes may affect its 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 Agrify’s 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**

#### **Investor Relations and Media Inquiries**

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