

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).

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>Chang Raymond Nobu</u>  (Last) (First) (Middle) <u>C/O MCCARTER &amp; ENGLISH, LLP</u> <u>265 FRANKLIN STREET</u>  (Street) <u>BOSTON MA 02110</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Agriify Corp [ AGFY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <b>Former 10% Owner</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2024</u>	
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 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
Convertible Note	\$3.9495	12/31/2024		J <sup>(1)</sup>			\$3,000,000	08/14/2024 <sup>(1)</sup>	07/01/2025	Common Stock	(1)	\$0 <sup>(1)</sup>	\$0 <sup>(1)</sup>	I	By CP Acquisitions, LLC <sup>(2)</sup>
Convertible Note	\$1.46	12/31/2024		J <sup>(1)</sup>		0		(1)	12/31/2025	Common Stock	(1)	\$0	0 <sup>(1)</sup>	I	By CP Acquisitions, LLC <sup>(2)</sup>

**Explanation of Responses:**

1. On 12/31/2024, CP Acquisitions, LLC ("CP"), an entity affiliated with the Reporting Person, signed an Asset Purchase Agreement ("APA") for the purchase of certain assets of the Issuer and closed the transaction. In exchange for the assets, CP, among other consideration, terminated the: (i) Senior Secured Amended, Restated and Consolidated Convertible Note dated 1/24/2024, as amended on 5/21/2024; and (ii) Junior Secured Convertible Promissory Note dated 8/14/2024, as amended on October 18, 2024. As of the date of the APA, the Reporting Person is no longer a "Reporting Person."

2. CP 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 his 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/ Raymond Nobu Chang

01/03/2025

\*\* 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.