

February 11, 2022

Raymond Chang  
Chief Executive Officer  
Agrify Corporation  
76 Treble Cove Rd.  
Building 3, Unit 3  
Billerica, MA 01862

Statement on Form S-3  
2022

Re: Agrify Corporation  
Registration

Filed February 9,

File No. 333-262603

Dear Mr. Chang:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Jane

Park at 202-551-7439 with any questions.

Sincerely,

Division of Corporation Finance

Office of Life Sciences

cc:

Robert Petitt, Esq.