

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Kessler David Aaron</u> _____ (Last) (First) (Middle) C/O AGRIFY CORPORATION 76 TREBLE COVE ROAD, BUILDING 3 _____ (Street) BILLERICA MA 01862 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/14/2022	3. Issuer Name and Ticker or Trading Symbol <u>Agrify Corp</u> [AGFY]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) _____ Chief Scientific Officer	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (right to buy)	(1)	05/06/2030	Common Stock	33,603	2.28	D
Stock Option (right to buy)	(2)	07/20/2030	Common Stock	31,742	2.28	D
Stock Option (right to buy)	(3)	10/19/2030	Common Stock	48,222	4.86	D
Stock Option (right to buy)	(4)	02/17/2021	Common Stock	44,000	13.84	D

Explanation of Responses:

- The reporting person received an option to purchase Common Stock from the issuer on May 6, 2020. 50% of the shares underlying the option vested on February 1, 2021, and the remaining underlying shares vest in 24 equal monthly installments on the first day of each month thereafter.
- The reporting person received an option to purchase Common Stock from the issuer on July 20, 2020. 50% of the shares underlying the option vested on February 1, 2021, and the remaining underlying shares vest in 24 equal monthly installments on the first day of each month thereafter.
- The reporting person received an option to purchase Common Stock from the issuer on October 19, 2020. 50% of the shares underlying the option vested on February 1, 2021, and the remaining underlying shares vest in 24 equal monthly installments on the first day of each month thereafter.
- The reporting person received an option to purchase Common Stock from the issuer on February 17, 2021. The underlying shares vest in 36 equal monthly installments following the grant date.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney

/s/ Josh Savitz, attorney-in-fact 08/05/2022

** 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 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.

LIMITED POWER OF ATTORNEY

The undersigned, David Aaron Kessler, hereby appoints Robert Pettit and Chad Porter of Burns & Levinson LLP of Boston, Massachusetts, and other designated attorneys, and Kathrine LeBlanc and Michael Cifelli, each a paralegal of such firm, as well as Joshua Savitz, Associate General Counsel of Agrify Corporation, a Nevada corporation (the "**Company**"), to be his true and lawful attorney-in-fact (his "**Attorney**") in his name and on his behalf to:

- (1) prepare, execute, acknowledge, deliver and file SEC Form ID's and any other documents necessary with the United States Securities and Exchange Commission on behalf of the undersigned to obtain filing codes for the undersigned;
- (2) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of the Company, with the United States Securities and Exchange Commission, any national securities exchanges and the Company, all as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "**Exchange Act**");
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, if necessary or advisable in connection with performing the acts described in (1) above or under Section 16(a) of the Exchange Act, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (4) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges and agrees that:

- (1) this Limited Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information and such attorney-in-fact may presume that any such information he receives is accurate and complete and he has no obligation to independently verify such information and is not responsible for any liability based on the inaccuracy or incompleteness of such information as it is provided by the undersigned;
 - (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
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(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act;

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act; and

(5) The undersigned also hereby agrees that the Attorney shall not be liable for any error of judgment or for any act reasonably done or step reasonably taken or omitted in good faith, and that the undersigned agrees to indemnify, defend on a current basis, and hold harmless the Attorney from and against any and all claims, obligations, liabilities or causes of action asserted by any person relating to or arising out of, or as a consequence of, any such action or omission hereunder.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for an on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney. This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

This Limited Power of Attorney may be filed with the United States Securities and Exchange Commission, any other federal, state or foreign securities regulators, and other entities as a confirming statement of the authority granted herein.

IN WITNESS whereof this Limited Power of Attorney has been duly executed this 22nd day of July, 2022.

/s/ David Aaron Kessler
David Aaron Kessler
