

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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).

1. Name and Address of Reporting Person* <u>OAKES TIMOTHY</u>  (Last) (First) (Middle) <u>C/O AGRIFY CORPORATION</u> <u>76 TREBLE COVE ROAD, BUILDING 3</u>  (Street) <u>BILLERICA MA 01862</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Agrify Corp [ AGFY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2022</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	Amount or Number of Shares				
Restricted Stock Unit <sup>(1)</sup>	(2)	08/08/2022		A		125,000		(3)	(3)	Common Stock	125,000	\$0	125,000	D	
Restricted Stock Unit <sup>(4)</sup>	(2)	08/08/2022		A		125,000		(5)	(5)	Common Stock	125,000	\$0	125,000	D	

**Explanation of Responses:**

- Grant of restricted stock units under to the Agrify Corporation 2022 Omnibus Equity Incentive Plan. The grant was made pursuant to the terms of an Employment Agreement between the issuer and the registrant dated November 10, 2021.
- Each restricted stock unit represents the right to receive, at settlement, one share of common stock of the issuer.
- The restricted stock units will vest in three equal installments on November 10, 2022, November 10, 2023 and November 10, 2024, subject to the reporting person's continuous service through each applicable vesting date.
- Grant of restricted stock units under to the Agrify Corporation 2022 Omnibus Equity Incentive Plan.
- The restricted stock units will vest in three equal installments on August 8, 2023, August 8, 2024 and August 8, 2025, subject to the reporting person's continuous service through each applicable vesting date.

/s/ Josh Savitz, attorney-in-fact 08/10/2022

\*\* 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 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.