

**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>RSLGH, LLC</u>  (Last) (First) (Middle) 325 WEST HURON STREET, SUITE 700  (Street) CHICAGO IL 60654  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/05/2024	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 <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO	5. If Amendment, Date of Original Filed (Month/Day/Year) 11/05/2024  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

**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)
Common Stock	666,661 <sup>(1)</sup>	D <sup>(2)</sup>	

**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	Title	Amount or Number of Shares			
Pre-Funded Warrants (right to buy)	(3)	(3)	Common Stock	5,069,162	0.015	D <sup>(2)</sup>	
Pre-Funded Warrants (right to buy)	(3)	(3)	Common Stock	1,085,123	0.015	D <sup>(2)</sup>	
Warrants (right to buy)	02/28/2023 <sup>(4)</sup>	02/28/2028 <sup>(4)</sup>	Common Stock	15,385	2.11	D <sup>(2)</sup>	
Warrants (right to buy)	09/18/2020	09/18/2025	Common Stock	22	60	D <sup>(2)</sup>	
Warrants (right to buy)	07/28/2022 <sup>(4)</sup>	07/28/2027 <sup>(4)</sup>	Common Stock	10	22,440	D <sup>(2)</sup>	
Employee Stock options (right to buy)	(5)	(5)	Common Stock	0 <sup>(5)</sup>	0 <sup>(5)</sup>	D <sup>(2)</sup>	
Convertible Note (right to buy)	(6)	(6)	Common Stock	6,333,122	3.158	D <sup>(2)</sup>	

1. Name and Address of Reporting Person* <u>RSLGH, LLC</u>  (Last) (First) (Middle) 325 WEST HURON STREET, SUITE 700  (Street) CHICAGO IL 60654  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Green Thumb Industries Inc.</u>
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(Last)	(First)	(Middle)
325 WEST HURON STREET, SUITE 700		
<hr/>		
(Street)		
CHICAGO	IL	60654
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This amendment to the Form 3 filed on 11/05/2025 (the "Original Form"), is being filed to amend the Original Form's (i) inclusion of 22,783 shares of Common Stock (the "Award Stock") issuable upon vesting and settlement of RSUs held by Raymond Chang, the former CEO of the Issuer granted to Mr. Chang, and (ii) inclusion of 675 shares of Common Stock that had been included due to an administrative error. On November 5, 2024, RSLGH, LLC ("Investor") purchased securities of the Issuer from Mr. Chang, certain of his affiliated parties, and I-Tseng Jenny Chan, a former member of the Issuer's Board of Directors (the "Purchase Agreement"). Mr. Chang was required to (i) to promptly transfer the Award Stock to Investor upon receipt; and (ii) to not transfer any of the Award Stock except to Investor. Subsequently, it was determined that 22,783 RSUs had been forfeited by Mr. Chang upon execution of the Purchase Agreement, and as a result, no interest in these shares transferred to the Investor.
2. Investor is the direct beneficial owner of the Securities. Investor is an indirectly wholly-owned subsidiary of Green Thumb Industries Inc. ("Green Thumb"). Green Thumb is the sole shareholder of GTI23, Inc., which is the sole member of VCP23, LLC, which is the sole shareholder of For Success Holdings Company. For Success Holdings Company is the sole member of Wellness Mgmt, LLC, which is the sole member of Core Growth, LLC. Core Growth, LLC is the sole member of Investor.
3. On November 5, 2024, pursuant to the Purchase Agreement, each of GIC Acquisition, LLC, RTC3 2020 Irrevocable Family Trust, Chinwei Wang, Mr. Chang, and CP Acquisitions, LLC, an entity affiliated with and controlled by Mr. Chang and by I-Tseng Jenny Chan, sold or otherwise disposed of all of its pre-funded warrants and derivative securities in the Issuer to Investor. Each pre-funded warrant may be exercised for one share of common stock. The pre-funded warrants are exercisable at any time and do not expire, and are subject to a 49.99% ownership limitation.
4. Each warrant will be exercisable during the period beginning on the date when approval for such exercise is obtained from the Issuer's stockholders and ending five years thereafter, at a current adjusted exercise price of \$2.11, and subject to further adjustment as provided under the warrant agreement, and the reverse stock splits of the Issuer's Common Stock effective on July 5, 2023 and October 4, 2024.
5. This amendment to the Original Form is also being filed to amend the Original Form's inclusion of Stock Options (the "Award Options") to buy 423 shares of Common Stock held by Mr. Chang, at a purchase price of \$14,580 per share for 88 shares; \$6,840 per share for 118 shares, and \$41,520 for 217 shares. Upon exercise, Mr. Chang is required to (i) to promptly transfer the Common Stock underlying the Award Options to Investor; (ii) to not transfer any of the Common Stock underlying the Award Options except to Investor, and (iii) to not exercise any Award Options unless in connection with transferring the underlying Common Stock to Investor with the consent of Investor. Subsequently, it was determined that the Award Options had been forfeited by Mr. Chang upon execution of the Purchase Agreement, and as a result, no interest in the Award Options transferred to the Investor.
6. The conversion of the Convertible Note is subject to certain customary conditions and the receipt of stockholder approval to the extent necessary under applicable listing rules of The Nasdaq Stock Market, Inc. Shareholder approval has not yet been obtained.

/s/ Bret Kravitz, Corporate Secretary      12/16/2024

\*\* 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.**