

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 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.

<b>1. Name and Address of Reporting Person*</b> <u>Kessler David Aaron</u>  (Last) (First) (Middle) 2468 INDUSTRIAL ROW DRIVE  (Street) TROY MI 48084  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Agrify Corp [ AGFY ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Science Officer
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 12/03/2024	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/03/2024		S		2,081	D	\$32.6559 <sup>(1)</sup>	11,517	D	
Common Stock	12/03/2024		S		1,514	D	\$33.6628 <sup>(2)</sup>	10,003	D	
Common Stock	12/03/2024		S		1,093	D	\$34.7419 <sup>(3)</sup>	8,910	D	
Common Stock	12/03/2024		S		865	D	\$35.799 <sup>(4)</sup>	8,045	D	
Common Stock	12/03/2024		S		1,160	D	\$37.2203 <sup>(5)</sup>	6,885	D	
Common Stock	12/03/2024		S		575	D	\$37.6627 <sup>(6)</sup>	6,310	D	
Common Stock	12/03/2024		S		1,100	D	\$38.7789 <sup>(7)</sup>	5,210	D	
Common Stock	12/03/2024		S		2,551	D	\$39.9785 <sup>(8)</sup>	2,659	D	
Common Stock	12/03/2024		S		1,173	D	\$40.067 <sup>(9)</sup>	1,486	D	
Common Stock	12/03/2024		S		400	D	\$42.1195 <sup>(10)</sup>	1,086	D	
Common Stock	12/03/2024		S		572	D	\$43.1377 <sup>(11)</sup>	514	D	
Common Stock	12/03/2024		S		200	D	\$44.57 <sup>(12)</sup>	314	D	
Common Stock	12/03/2024		S		314	D	\$45.6178 <sup>(13)</sup>	0	D	

**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)					

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.605 to \$33.25, inclusive. The reporting person hereby undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (13) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.26 to \$34.19, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.26 to \$35.25, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.32 to \$36.30, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.40 to \$37.35, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.40 to \$38.385, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.425 to \$39.02, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.50 to \$40.41, inclusive.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.59 to \$41.50, inclusive.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.715 to \$42.68, inclusive.
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.24, inclusive.
12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.14 to \$45.00, inclusive.
13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.20 to \$46.00, inclusive.

/s/ Sheryl Elliott, attorney-in-  
fact 12/05/2024

\*\* 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 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.

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