

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

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).

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.

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. Issuer Name and Ticker or Trading Symbol <u>Agrify Corp [AGFY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2025	
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 Indirect 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
Pre-Funded Warrants (right to buy)	\$0.001	05/08/2025		M		18,614		(1)	(1)	Common Stock	18,614	\$27.42 ⁽¹⁾	18,614	D ⁽²⁾	

1. Name and Address of Reporting Person*
RSLGH, LLC
 (Last) (First) (Middle)
 325 WEST HURON STREET,
 SUITE 700
 (Street)
 CHICAGO IL 60654
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Green Thumb Industries Inc.
 (Last) (First) (Middle)
 325 WEST HURON STREET
 SUITE 700
 (Street)
 CHICAGO IL 60654
 (City) (State) (Zip)

Explanation of Responses:

1. On 5/8/2025, RLSGH, LLC (the "Investor") entered into an amendment with Agrify Corporation (the "Issuer") to the Secured Convertible Note (the "Note") dated 11/5/2025 from the Issuer to the Investor, to issue pre-funded warrants in lieu of cash interest. No changes were made to the conversion price of the Note. The pre-funded warrants have an exercise price of \$0.001 per share, were exercisable upon issuance,

will expire when the applicable warrant is exercised in full, and are exercisable on a cash basis or, if there is no effective registration statement registering the resale of the underlying shares of common stock, on a cashless exercise basis at the Issuer's discretion. The number of pre-funded warrants issued was determined based on the interest payment owed divided by \$27.42, which is equal to the most recent closing price of the Issuer's common stock as of the time the amendment was signed. The pre-funded warrants include a beneficial ownership limitation of 49.99%.

2. The Investor is the direct beneficial owner of the pre-funded warrants. The 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.

/s/ Bret Kravitz, Corporate
Secretary, on behalf of RLGH, 05/12/2025
LLC

/s/ Bret Kravitz, Corporate
Secretary, on behalf of Green 05/12/2025
Thumb Industries Inc.

** 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.