
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Agrify Corporation

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

00853E404

(CUSIP Number)

Bret Kravitz
325 West Huron Street, Suite 700
Chicago, IL, 60654
312.471.6720

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

05/27/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 00853E404

Name of reporting person

1

RSLGH, LLC

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by Each Reporting Person

8

8,201,634.00

9

Sole Dispositive Power

With:

0.00

Shared Dispositive Power

10

8,201,634.00

Aggregate amount beneficially owned by each reporting person

11 8,201,634.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 49.99 %

Type of Reporting Person (See Instructions)

14 OO

Comment for Type of Reporting Person: This amount includes (a) 25,000 shares of Common Stock purchased on May 27, 2025; (b) 7,300 shares of Common Stock purchased on May 28, 2025; (c) 666,661 shares of Common Stock acquired on November 5, 2024; (d) 6,169,702 shares of Common Stock underlying warrants acquired on November 5, 2024, subject to a 49.99% beneficial ownership limitation; (e) 185,500 shares of Common Stock underlying warrants acquired pursuant to the warrant purchase agreement between RSLGH, LLC ("RSLGH") and Agrify Corporation (the "Company") dated November 5, 2024, subject to a 4.99% beneficial ownership limitation; (f) 18,614 shares of Common Stock underlying warrants issued as a payment of interest pursuant to the November 2024 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation; and (g) 1,147,471 shares of Common Stock underlying the May 2025 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation. Except for warrants that may be issued as interest payments under the November 2024 Note, the November 2024 Note is not currently convertible and is not anticipated to be convertible within the next 60 days.

SCHEDULE 13D

CUSIP No. 00853E404

Name of reporting person

1 WELLNESS MGMT, LLC

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 CALIFORNIA

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 8 0.00
Shared Voting Power 8,201,634.00

9 Sole Dispositive Power

10 0.00
Shared Dispositive Power 8,201,634.00

11 Aggregate amount beneficially owned by each reporting person 8,201,634.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13
Percent of class represented by amount in Row (11) 49.99 %

14 Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: This amount includes (a) 25,000 of Common Stock purchased on May 27, 2025; (b) 7,300 shares of Common Stock purchased on May 28, 2025; (c) 666,661 shares of Common Stock acquired on November 5, 2024; (d) 6,169,702 shares of Common Stock underlying warrants acquired on November 5, 2024, subject to a 49.99% beneficial ownership limitation; (e) 185,500 shares of Common Stock underlying warrants acquired pursuant to the warrant purchase agreement between RSLGH and the Company dated November 5, 2024, subject to a 4.99% beneficial ownership limitation; (f) 18,614 shares of Common Stock underlying warrants issued as a payment of interest pursuant to the November 2024 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation; and (g) 1,147,471 shares of Common Stock underlying the May 2025 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation. Except for warrants that may be issued as interest payments under the November 2024 Note, the November 2024 Note is not currently convertible and is not anticipated to be convertible within the next 60 days.

SCHEDULE 13D

CUSIP No. 00853E404

1 Name of reporting person
FOR SUCCESS HOLDING COMPANY
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only

4 Source of funds (See Instructions)

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of Shares

Shared Voting Power

Beneficially 8

Owned by

8,201,634.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

8,201,634.00

Aggregate amount beneficially owned by each reporting person

11

8,201,634.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

49.99 %

Type of Reporting Person (See Instructions)

14

OO

Comment for Type of Reporting Person: This amount includes (a) 25,000 of Common Stock purchased on May 27, 2025; (b) 7,300 shares of Common Stock purchased on May 28, 2025; (c) 666,661 shares of Common Stock acquired on November 5, 2024; (c) 6,169,702 shares of Common Stock underlying warrants acquired on November 5, 2024, subject to a 49.99% beneficial ownership limitation; (d) 185,500 shares of Common Stock underlying warrants acquired pursuant to the warrant purchase agreement between RSLGH and the Company dated November 5, 2024, subject to a 4.99% beneficial ownership limitation; (e) 18,614 shares of Common Stock underlying warrants issued as a payment of interest pursuant to the November 2024 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation; and (f) 1,147,471 shares of Common Stock underlying the May 2025 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation. Except for warrants that may be issued as interest payments under the November 2024 Note, the November 2024 Note is not currently convertible and is not anticipated to be convertible within the next 60 days.

SCHEDULE 13D

CUSIP No. 00853E404

Name of reporting person

1

VCP23, LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

5

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization
 DELAWARE
 Sole Voting Power
 7
 Number of Shares Beneficially Owned by Each Reporting Person 8
 0.00
 Shared Voting Power
 8,201,634.00
 Sole Dispositive Power
 9
 0.00
 With: Shared Dispositive Power
 10
 8,201,634.00
 Aggregate amount beneficially owned by each reporting person
 11
 8,201,634.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
 12

 Percent of class represented by amount in Row (11)
 13
 49.99 %
 Type of Reporting Person (See Instructions)
 14
 OO

Comment for Type of Reporting Person: This amount includes (a) of Common Stock purchased on May 27, 2025; (b) 7,300 shares of Common Stock purchased on May 28, 2025; (c) 666,661 shares of Common Stock acquired on November 5, 2024; (c) 6,169,702 shares of Common Stock underlying warrants acquired on November 5, 2024, subject to a 49.99% beneficial ownership limitation; (d) 185,500 shares of Common Stock underlying warrants acquired pursuant to the warrant purchase agreement between RSLGH and the Company dated November 5, 2024, subject to a 4.99% beneficial ownership limitation; (e) 18,614 shares of Common Stock underlying warrants issued as a payment of interest pursuant to the November 2024 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation; and (f) 1,147,471 shares of Common Stock underlying the May 2025 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation. Except for warrants that may be issued as interest payments under the November 2024 Note, the November 2024 Note is not currently convertible and is not anticipated to be convertible within the next 60 days.

SCHEDULE 13D

CUSIP No. 00853E404

1 Name of reporting person
 GTI23, INC.
 Check the appropriate box if a member of a Group (See Instructions)
 2
 (a)
 (b)
 3 SEC use only
 Source of funds (See Instructions)
 4
 AF
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
 5

 6 Citizenship or place of organization
 DELAWARE

		Sole Voting Power
	7	
Number of		0.00
Shares		Shared Voting Power
Beneficially	8	
Owned by		8,201,634.00
Each		Sole Dispositive Power
Reporting	9	
Person		0.00
With:		Shared Dispositive Power
	10	
		8,201,634.00
		Aggregate amount beneficially owned by each reporting person
11		8,201,634.00
		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12		<input type="checkbox"/>
		Percent of class represented by amount in Row (11)
13		49.99 %
		Type of Reporting Person (See Instructions)
14		OO

Comment for Type of Reporting Person: This amount includes (a) 25,000 shares of Common Stock purchased on May 27, 2025; (b) 7,300 shares of Common Stock purchased on May 28, 2025; (c) 666,661 shares of Common Stock acquired on November 5, 2024; (d) 6,169,702 shares of Common Stock underlying warrants acquired on November 5, 2024, subject to a 49.99% beneficial ownership limitation; (e) 185,500 shares of Common Stock underlying warrants acquired pursuant to the warrant purchase agreement between RSLGH and the Company dated November 5, 2024, subject to a 4.99% beneficial ownership limitation; (f) 18,614 shares of Common Stock underlying warrants issued as a payment of interest pursuant to the November 2024 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation; and (g) 1,147,471 shares of Common Stock underlying the May 2025 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation. Except for warrants that may be issued as interest payments under the November 2024 Note, the November 2024 Note is not currently convertible and is not anticipated to be convertible within the next 60 days.

SCHEDULE 13D

CUSIP No. 00853E404

		Name of reporting person
1		GREEN THUMB INDUSTRIES INC.
		Check the appropriate box if a member of a Group (See Instructions)
2		<input type="checkbox"/> (a)
		<input type="checkbox"/> (b)
3		SEC use only
		Source of funds (See Instructions)
4		WC
		Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5		<input type="checkbox"/>
		Citizenship or place of organization
6		BRITISH COLUMBIA, CANADA
Number of	7	Sole Voting Power
Shares		
Beneficially		0.00

Owned by Shared Voting Power
Each 8
Reporting 8,201,634.00
Person
With: Sole Dispositive Power
9
0.00
Shared Dispositive Power
10
8,201,634.00

11 Aggregate amount beneficially owned by each reporting person

8,201,634.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

49.99 %

14 Type of Reporting Person (See Instructions)

CO

Comment This amount includes (a) of Common Stock purchased on May 27, 2025; (b) 7,300 shares of Common Stock purchased for Type on May 28, 2025; (c) 666,661 shares of Common Stock acquired on November 5, 2024; (d) 6,169,702 shares of of Common Stock underlying warrants acquired on November 5, 2024, subject to a 49.99% beneficial ownership Reporting Person: limitation; (e) 185,500 shares of Common Stock underlying warrants acquired pursuant to the warrant purchase agreement between RSLGH and the Company dated November 5, 2024, subject to a 4.99% beneficial ownership limitation; (f) 18,614 shares of Common Stock underlying warrants issued as a payment of interest pursuant to the November 2024 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation; and (g) 1,147,471 shares of Common Stock underlying the May 2025 Note (as defined in Item 4), subject to a 49.99% beneficial ownership limitation. Except for warrants that may be issued as interest payments under the November 2024 Note, the November 2024 Note is not currently convertible and is not anticipated to be convertible within the next 60 days.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, \$0.001 par value per share

Name of Issuer:

(b) Agrify Corporation

Address of Issuer's Principal Executive Offices:

(c) 2220 Hicks Road, Suite 210, Rolling Meadows, ILLINOIS , 60008.

Item 1 SCHEDULE 13D - EXPLANATORY NOTE This Amendment No. 3 to the statement on Schedule 13D
Comment: ("Amendment No. 3") amends the Schedule 13D originally filed by the Reporting Persons (as defined herein) on November 13, 2024 and as amended by Amendment No. 1 thereto on December 16, 2024 and Amendment No. 2 thereto on May 22, 2025 (as amended, the "Schedule 13D"), and relates to the shares of common stock, par value \$0.001 ("Common Stock") of Agrify Corporation (the "Company" or the "Issuer") beneficially owned by (1) RSLGH, LLC, a Delaware limited liability company ("RSLGH"); (2) Wellness Mgmt, LLC, a California limited liability company and the sole member of RSLGH ("Wellness Mgmt"); (3) For Success Holding Company, a Delaware corporation and the sole member of Wellness Mgmt ("For Success Holding"); (4) VCP23, LLC, a Delaware limited liability company and the sole shareholder of For Success Holding ("VCP23"); (5) GTI23, Inc., a Delaware corporation and the sole member of VCP23 ("GTI23"); and (6) Green Thumb Industries Inc., a British Columbia corporation and the sole shareholder of GTI23 ("GTI" or "Green Thumb") (RSLGH, Wellness Mgmt, For Success Holding, VCP23, GTI23 and GTI, collectively, the "Reporting Persons"). In accordance with Rule 13d-2 of the Securities Exchange Act of 1934, as amended, except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported on the Schedule 13D. Capitalized terms used but not otherwise defined in this Amendment No. 3 shall have the meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background

(a) N/A

- (b) N/A
- (c) N/A
- (d) N/A
- (e) N/A
- (f) N/A

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented as follows (which shall be in addition to the information previously included in the Schedule 13D): In aggregate, the Reporting Persons are deemed to have voting and dispositive power over 8,201,634 shares of Common Stock of the Company. RSLGH purchased 25,000 shares of Common Stock on May 27, 2025 at \$25.00 per share. RLSGH purchased 6,200 shares of Common Stock on May 28, 2025 at an average price of \$25.66 per share, which shares were purchased in multiple transactions at prices ranging from \$25.50 to \$26.00, inclusive. RLSGH purchased 1,100 shares of Common Stock on May 28, 2025 at an average price of \$27.07 per share, which shares were purchased in multiple transactions at prices ranging from \$27.00 to \$27.75, inclusive. The purchase price was paid out of the working capital of Green Thumb. As of the date of this filing, the Reporting Persons have no margin or other loans outstanding secured by Common Stock.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows (which shall be in addition to the information previously included in the Schedule 13D): On May 27, 2025, RSLGH purchased 25,000 shares of Common Stock. On May 28, 2025, RSLGH purchased 7,300 shares of Common Stock.

Item 5. Interest in Securities of the Issuer

(a) The aggregate percentage of Common Stock reported owned by each Reporting Person is based upon approximately 1,975,068 shares of Common Stock outstanding as of May 27, 2025. As of the date hereof, each Reporting Person may be deemed to beneficially own 49.99% of the outstanding shares of Common Stock of the Issuer.

(b) Because Wellness Mgmt is the sole member of RSLGH, For Success Holding is the sole member of Wellness Mgmt, VCP23 is the sole shareholder of For Success Holding, GTI23 is the sole member of VCP23, and GTI is the sole shareholder of GTI23 (collectively, other than RSLGH, the "GTI Parties"), the GTI Parties are deemed to share the voting and dispositive power over the 8,201,634 shares of Common Stock directly beneficially owned by RSLGH.

(c) The Reporting Persons have not made any transactions in the Common Stock within the past 60 days other than as provided in Item 4 above, including Item 4 of the Schedule 13D. As set forth in Item 3 above, RSLGH purchased 25,000 shares of Common Stock on May 27, 2025 at \$25.00 per share. RLSGH purchased 6,200 shares of Common Stock on May 28, 2025 at an average price of \$25.66 per share, which shares were purchased in multiple transactions at prices ranging from \$25.50 to \$26.00, inclusive. RLSGH purchased 1,100 shares of Common Stock on May 28, 2025 at an average price of \$27.07 per share, which shares were purchased in multiple transactions at prices ranging from \$27.00 to \$27.75, inclusive. The Reporting Persons hereby undertake to provide to the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares of Common Stock purchased at each separate price within such ranges.

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

See the disclosure in Item 4 and Item 5 above and in the Schedule 13D, which is incorporated into this Item 6, and see the joint filing agreement of the Reporting Persons.

Item 7. Material to be Filed as Exhibits.

99.1 - Joint Filing Agreement -

https://www.sec.gov/Archives/edgar/data/1800637/000121390025047011/ea024332701ex99-1_agrify.htm 99.2 - Purchase Agreement dated November 5, 2024 -

https://www.sec.gov/Archives/edgar/data/1800637/000121390024097577/ea022100501ex99-2_agrify.htm 99.3 - Secured Convertible Note dated November 5, 2024 -

https://www.sec.gov/Archives/edgar/data/1800637/000121390024094613/ea022010001ex4-1_agrify.htm 99.4 - Purchase Agreement dated December 12, 2024 -

https://www.sec.gov/Archives/edgar/data/1800637/000121390024109041/ea022484801ex99-4_agrify.htm 99.5 - Form of Secured Convertible Note dated May 22, 2025 -

https://www.sec.gov/Archives/edgar/data/1800637/000121390025046875/ea024318601ex4-2_agrify.htm 99.6 - Form of Pre-Funded Common Stock Purchase Warrant -

https://www.sec.gov/Archives/edgar/data/1800637/000121390025046875/ea024318601ex4-1_agrify.htm 99.7 - Amendment and Waiver to Secured Convertible Note dated May 8, 2025 -

[sec.gov/Archives/edgar/data/1800637/000121390025041201/ea023943501ex4-1_agrify.htm](https://www.sec.gov/Archives/edgar/data/1800637/000121390025041201/ea023943501ex4-1_agrify.htm) 99.8 - Second Amendment to Secured Convertible Note, dated May 22, 2025 -

https://www.sec.gov/Archives/edgar/data/1800637/000121390025046875/ea024318601ex4-3_agrify.htm 99.9 - Purchase Agreement, dated May 20, 2025, by and between VCP IP Holdings, LLC and Agrify Corporation -

https://www.sec.gov/Archives/edgar/data/1800637/000121390025046875/ea024318601ex10-1_agrify.htm 99.10 - Trademark and Recipe License Agreement, dated May 20, 2025, by and between MC Brands LLC and GTI Core, LLC -

https://www.sec.gov/Archives/edgar/data/1800637/000121390025046875/ea024318601ex10-2_agrify.htm 99.11 - Trademark and Recipe License Agreement, dated May 20, 2025, by and between For Success Holding Company and Core Growth, LLC

https://www.sec.gov/Archives/edgar/data/1800637/000121390025046875/ea024318601ex10-3_agrify.htm 99.12 - Trademark and Recipe License Agreement, dated May 20, 2025, by and between VCP IP Holdings, LLC and Core Growth, LLC
https://www.sec.gov/Archives/edgar/data/1800637/000121390025046875/ea024318601ex10-4_agrify.htm 99.13 - Amended and Restated Shared Services Agreement, dated May 22, 2025, by and between Agrify Corporation and Vision Management Services, LLC -
https://www.sec.gov/Archives/edgar/data/1800637/000121390025046875/ea024318601ex10-5_agrify.htm 99.14 - Current Report on Form 8-K dated May 20, 2025 as filed on May 22, 2025 -
https://www.sec.gov/Archives/edgar/data/1800637/000121390025046875/ea0243186-8k_agrify.htm

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RSLGH, LLC

Signature: /s/ Bret Kravitz
Name/Title: Bret Kravitz/Corporate Secretary
Date: 05/29/2025

WELLNESS MGMT, LLC

Signature: /s/ Benjamin Kovler
Name/Title: Benjamin Kovler/Authorized Signatory
Date: 05/29/2025

FOR SUCCESS HOLDING COMPANY

Signature: /s/ Benjamin Kovler
Name/Title: Benjamin Kovler/CEO & President
Date: 05/29/2025

VCP23, LLC

Signature: /s/ Benjamin Kovler
Name/Title: Benjamin Kovler/Manager
Date: 05/29/2025

GTI23, INC.

Signature: /s/ Benjamin Kovler
Name/Title: Benjamin Kovler/Director & Authorized Signatory
Date: 05/29/2025

GREEN THUMB INDUSTRIES INC.

Signature: /s/ Benjamin Kovler
Name/Title: Benjamin Kovler/Chairman and Chief Executive Officer
Date: 05/29/2025