

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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.

1. Name and Address of Reporting Person [*] <u>RSLGH, LLC</u> (Last) (First) (Middle) <u>325 WEST HURON STREET,</u> <u>SUITE 700</u> (Street) <u>CHICAGO IL 60654</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	12/12/2024		P		185,500		(1)	(1)	Common Stock	185,500	\$35.54 ⁽¹⁾	185,500	D ⁽²⁾	

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

Explanation of Responses:

1. On 12/12/2024, RLSGH, LLC (the "Investor") entered into a purchase agreement with Double or Nothing, LLC ("DON"), pursuant to which the Investor purchased pre-funded warrants to acquire up to 185,500 shares of the common stock of Agrify Corporation (the "Issuer") at a purchase price of \$35.54 per pre-funded warrant, which is equal to the most recent closing price of the Issuer's common stock as of the time the purchase agreement was signed. The pre-funded warrants include a beneficial ownership limitation of 4.99% of the Issuer's common stock. The Investor may increase or decrease this percentage, but not in excess of 49.99%, by providing at least 61 days' prior notice. Additionally, the pre-funded warrants may not be exercised to the extent that the aggregate number of shares of common stock issued at closing and upon exercise of pre-funded warrants under the Asset Purchase Agreement among the Company, DON its members, dated as of 12/12/2024, would collectively exceed 370,670.

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, 12/16/2024
LLC

/s/ Bret Kravitz, Corporate
Secretary, on behalf of RLGH, 12/16/2024
LLC

** 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.