



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

February 5, 2024

Raymond Chang  
Chairman and Chief Executive Officer  
Agrify Corporation  
2468 Industrial Row Drive  
Troy, Michigan 48084

**Re: Agrify Corporation**  
**Registration Statement on Form S-1**  
**Filed January 26, 2024**  
**File No. 333-276724**

Dear Raymond Chang:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Robert Augustin at 202-551-8483 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Industrial Applications and  
Services