



DIVISION OF
CORPORATION FINANCE

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

February 11, 2022

Raymond Chang
Chief Executive Officer
Agrify Corporation
76 Treble Cove Rd.
Building 3, Unit 3
Billerica, MA 01862

Re: Agrify Corporation
Registration Statement on Form S-3
Filed February 9, 2022
File No. 333-262603

Dear Mr. 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 Jane Park at 202-551-7439 with any questions.

Sincerely,

Division of Corporation Finance
Office of Life Sciences

cc: Robert Petitt, Esq.