

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Absher Scott W		2. Issuer Name and Ticker or Trading Symbol ShiftPixy, Inc. [PIXY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer					
(Last) (First) (Middle) C/O SHIFTPIXY, INC, 1 VENTURE SUITE 150		3. Date of Earliest Transaction (Month/Day/Year) 06/04/2020		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					
(Street) IRVINE, CA 92618		4. If Amendment, Date Original Filed (Month/Day/Year)							
(City) (State) (Zip)		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)		
Common Stock	06/04/2020		C	12,500,000	A	(1)	12,812,500	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Preferred Stock Option (right to buy)	\$ 0.0001	06/04/2020		X		12,500,000		(2)	12/31/2023	Series A Preferred Stock	12,500,000	(3)	0	D	
Series A Preferred Stock	(3)	06/04/2020		X		12,500,000		(3)	(3)	Common Stock	12,500,000	\$ 0	12,500,000	D	
Series A Preferred Stock	(3)	06/04/2020		C		12,500,000		(3)	(3)	Common Stock	12,500,000	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Absher Scott W C/O SHIFTPIXY, INC 1 VENTURE SUITE 150 IRVINE, CA 92618	X	X	Chief Executive Officer	

Signatures

/s/ Scott W. Absher 06/08/2020
Signature of Reporting Person Date

Explanation of Responses:

* 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).

- Mr. Absher converted 12,500,000 shares of Series A Preferred Stock on June 4, 2020, resulting in his acquisition of 12,500,000 shares of common stock. The Series A Preferred Stock was convertible into common stock at any time on a one-for-one basis, and had no expiration date.
- The option to purchase shares of Series A Preferred Stock was granted on September 28, 2016, and was immediately exercisable.
- The Series A Preferred Stock was convertible into common stock at any time on a one-for-one basis, and had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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