

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"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO		
(Last) (First) (Middle) 501 BRICKELL KEY DRIVE, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 09/01/2022					
(Street) MIAMI, FL 33131			4. If Amendment, Date 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		
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.0001 Per Share	09/01/2022		M ⁽¹⁾		4,100,000	A	\$ 410 ⁽²⁾	4,108,125	D	
Common Stock, Par Value \$0.0001 Per Share	09/01/2022		M ⁽³⁾		4,500,000	A	\$ 0 ⁽⁴⁾	8,608,125	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				
Option for Preferred Class A Stock par value \$0.0001/share	\$ 410 ⁽⁵⁾	09/01/2022		M ⁽⁶⁾		1 ⁽⁷⁾		⁽⁸⁾	⁽⁹⁾	Preferred Class A Stock par value \$0.0001 per share	4,100,000	\$ 820,793.24 ⁽¹⁰⁾	0	D	
Preferred Class A Stock, par value \$0.0001 per share	⁽¹¹⁾	09/01/2022		M ⁽¹²⁾		4,100,000		⁽¹³⁾	⁽¹⁴⁾	Common Stock par value \$0.0001 per share	4,100,000	\$ 410 ⁽¹¹⁾	8,600,000	D	
Preferred Class A Stock, par value \$0.0001 per share	\$ 0 ⁽¹⁵⁾	09/01/2022		M ⁽¹⁶⁾		4,100,000		⁽¹³⁾	⁽¹⁴⁾	Common Stock par value \$0.0001 per share	4,100,000	\$ 410 ⁽¹¹⁾	4,500,000	D	
Preferred Class A Stock, par value \$0.0001 per share	\$ 0 ⁽¹⁵⁾	09/01/2022		M ⁽¹⁷⁾		4,500,000		⁽¹³⁾	⁽¹⁴⁾	Common Stock par value \$0.0001 per share	4,500,000	⁽¹⁷⁾	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Absher Scott W 501 BRICKELL KEY DRIVE SUITE 300 MIAMI, FL 33131	X	X	CEO	

Signatures

/s/ Scott W. Absher	09/02/2022
<small>Signature of Reporting Person</small>	<small>Date</small>

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).
- (1) Reporting Person received 4,100,000 shares of Common Stock upon the conversion of 4,100,000 shares of Preferred Class A Stock.
 - (2) Price reflects amount paid at conversion, but excludes amounts paid to acquire shares of Preferred Class A Stock.
 - (3) Reporting Person received 4,500,000 shares of Common Stock upon the conversion of 4,500,000 shares of Preferred Class A Stock.
 - (4) There was no cost to effect conversion, but price excludes amounts paid to acquire shares of Preferred Class A Stock.
 - (5) The option was exercisable at the par value price for the shares of Preferred Class A Stock; however, the price excludes amounts paid to acquire the option, which is listed in column 8.
 - (6) The Reporting Person exercised the option to receive 4,100,000 shares of Preferred Class A Stock.
 - (7) Only a single option instrument provided for the exercise and the right to receive the shares.
 - (8) The option was exercisable at any time following its issuance.
 - (9) There was no expiration date on the option.
 - (10) The option was acquired when the Reporting Person waived claims to deferred, bonus and paid time off compensation due to him by the Issuer in the amount of \$820,793.24.
 - (11) The Reporting Person paid a total of \$410 to exercise an option to obtain the 4,100,000 shares of Preferred Class A Stock. The price excludes amounts paid to obtain the option. There is no additional cost to convert the shares of Preferred Class A Stock to Common Stock.
 - (12) The Reporting Person acquired the 4,100,000 shares of Preferred Class A Stock, upon the exercise of an option.
 - (13) The shares of Preferred Class A Stock, are convertible to Common Stock at any time.
 - (14) There was no expiration date on the ability of the Reporting Person to convert the shares of Preferred Class A Stock, to Common Stock.
 - (15) No price was required to be paid to convert the shares of Preferred Class A Stock to shares of Common Stock.
 - (16) The Reporting Person converted 4,100,000 shares of Preferred Class A Stock, to 4,100,000 shares of Common Stock. *See* Note 1.
As previously reported, the Reporting Person surrendered an option to acquire 12,500,000 shares of Preferred Class A Stock and tendered additional sum of \$5,000 in exchange for the issuance to the
 - (17) Reporting Person of 12,500,000 shares of Preferred Class A Stock. The Reporting Person thereafter converted 8,000,000 shares of the Preferred Class A Stock to Common Stock, leaving 4,500,000 shares of Preferred Class A Stock. In this transaction, the Reporting Person converted the remaining 4,500,000 shares of Preferred Class A Stock to 4,500,000 shares of Common Stock.

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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