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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Absher Scott W</u> (Last) (First) (Middle) 4101 NW 25TH STREET (Street) MIAMI FL 33142 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ShiftPixy, Inc. [PIXY]</u>	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) Other (specify below) CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/22/2023	
	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
Option for Preferred Class A Stock ⁽¹⁾	\$0.0001 ⁽²⁾	08/22/2023		M ⁽¹⁾		1 ⁽¹⁾		(3)	(4)	Preferred Class A Stock	4,744,234	(5)	4,744,234 ⁽⁶⁾	D	

Explanation of Responses:

- As previously reported, the Board of Directors of the Issuer granted to the Reporting Person an option to acquire 4,744,234 shares of the Issuer's Preferred Class A Stock, par value \$0.0001 per share. The option was issued to the Reporting Person to compensate him for assisting the Issuer to secure compliance with Nasdaq's public float requirements in 2022, in connection with a reverse stock split, by donating nearly all of his previously held shares of common stock in the Issuer to 5 different charities. The option is exercisable at any time following its issuance, subject to the conditions that the Issuer complete a reverse stock split and that the Reporting Person donate between 5 and 10% of his shares of common stock to one or more charitable organizations. The 4,744,234 shares of the Issuer's Preferred Class A Stock are convertible for up to 4,744,234 shares of the Issuer's common stock.
- When the conditions for exercise are fulfilled, the option can be exercised upon submission of required documentation and the exercise price of the applicable par value per share based on the number of shares for which the option is exercised.
- The option is exercisable any time after the conditions of exercise are fulfilled. (See note 1.)
- The option expires 12 months following the Issuer's next reverse split, if any, of its common stock.
- No cost was assigned to the option in as much as it was in the nature of an award for the Reporting Person's past actions. (See note 1.)
- Assumes full exercise of the subject option and accordingly includes the 4,744,234 shares of the Issuer's Preferred Class A Stock, which are convertible to 4,744,234 shares of the Issuer's common stock and excludes 13 shares of common stock underlying options exercisable within 60 days of October 1, 2023.

Remarks:

/s/ Scott W. Absher

09/11/2023

** 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.