

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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 type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 501 BRICKELL KEY DRIVE, SUITE 300		3. Date of Earliest Transaction (Month/Day/Year) 07/15/2022		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) MIAMI, FL 33131		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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.0001 Per Share	07/15/2022 ⁽⁴⁾		M		8,000,000	A	(2)	20,812,000	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options for Preferred Class A Stock	(1)	07/15/2022		J	(1)	12,500,000	(5)	(5)	Preferred Class A Stock par value \$0.0001 per share	12,500,000	(3)	0	D	
Preferred Class A Stock, Par Value \$0.0001 Per Share	(1)	07/15/2022		J	(1)	12,500,000	(6)	(6)	Common Stock par value \$0.0001 per share	12,500,000	(1)	12,500,000	D	
Preferred Class A Stock, Par Value \$0.0001 Per Share	(2)	07/15/2022 ⁽⁴⁾		M		8,000,000	(6)	(6)	Common Stock par value \$0.0001 per share	12,500,000	(1)	4,500,000	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	07/19/2022
<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) Owner surrendered option to acquire 12,500,000 shares of Preferred Class A Stock, par value \$0.0001 per share, and tendered additional sum of \$5,000 in exchange for the issuance of the 12,500,000 shares of Preferred Class A Stock.
- (2) There was no price required or paid for conversion of the 12,500,000 shares of Preferred Class A Stock, par value \$0.0001 per share, to 12,500,000 shares of Common Stock.
- (3) The option was issued to the owner in connection with an issuance originally effected at or near the founding of the company.
- (4) The shares were issued to the owner on 7/19/2022.
- (5) The options became exercisable upon the occurrence of certain triggering events the date for which was not yet determined. Upon the occurrence of such events, the owner has 2 years to exercise the options.
- (6) The Preferred Class A Stock, Par Value \$0.0001 Per Share is convertible immediately and has 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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