

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

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).

(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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2022			CEO		
501 BRICKELL KEY DRIVE, SUITE 300								
(Street)			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		
MIAMI, FL 33131								
(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			

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				
Option for Shares of Preferred Class A Stock	(1)	08/12/2022		J(2)		1(3)	(4)	(5)	Preferred Class A Stock par value \$0.0001 per share	4,100,000	\$ 820,793.24(6)	2(7)	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	08/16/2022
<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) There is no conversion or exercise price applicable to the acquisition of this option; however, the purchase price for the option is reported in column 8. The exercise price of the underlying derivative securities, upon exercise of the option, is the par value of \$0.0001 per share.
- (2) The Reporting Person and the Issuer entered into an instrument whereby the Reporting Person waived claims to certain unpaid compensation due to him from the Issuer through July 31, 2022, in the amount of \$820,793.24, in exchange for the Issuer's issuance to the Reporting Person of an option to receive 4,100,000 shares of the Company's Preferred Class A Stock.
- (3) A single option was given to acquire 4,100,000 shares of the Company's Preferred Class A Stock.
- (4) The option granted through the instrument is exercisable at any time.
- (5) The option granted through the instrument has no expiration date.
- (6) The price paid for the option was the waiver of claims by the Reporting Person to certain unpaid compensation due to him from the Issuer through July 31, 2022, in the amount of \$820,793.24.
The Reporting Person has (a) 1 option to acquire 4,100,000 shares of the Company's Preferred Class A Stock, and (b) 1 previously issued option, yet unexercised, to acquire 4,500,000
- (7) shares of the Company's Preferred Class A Stock; thus, collectively the Reporting Person has 2 options to acquire a total of up to 8,600,000 shares of the Company's Preferred Class A 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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