

---

---

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**SHIFTPIXY, INC.**

\_\_\_\_\_  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

\_\_\_\_\_

(2) Aggregate number of securities to which the transaction applies:

\_\_\_\_\_

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\_\_\_\_\_

(4) Proposed maximum aggregate value of the transaction:

\_\_\_\_\_

(5) Total fee paid:

\_\_\_\_\_

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

\_\_\_\_\_

(2) Form, Schedule or Registration Statement No.:

\_\_\_\_\_

(3) Filing Party:

\_\_\_\_\_

(4) Date Filed:

\_\_\_\_\_

---

---

#### **EXPLANATORY NOTE**

This Amendment No. 1 to Schedule 14A (“Amendment No. 1”) is being filed to amend ShiftPixy, Inc.’s definitive proxy statement for its 2019 Annual Meeting of Stockholders (“Proxy Statement”), which was filed with the Securities and Exchange Commission on January 14, 2019, in order to correct a typographical error on the front of the proxy card as presented on page 22 of the Proxy Statement. The error consists of our having listed director Whitney J. White’s name as “Whitney J. Higgins”; this amendment corrects the director’s name on the front of the proxy card as presented on page 22 of the Proxy Statement to “Whitney J. White.” All other items of the Proxy Statement are incorporated herein by reference without changes.

Except as specifically discussed in this Explanatory Note, this Amendment No. 1 does not otherwise modify or update any other disclosures presented in the Proxy Statement. In addition, this Amendment No. 1 does not reflect events occurring after the date of the Proxy Statement or modify or update disclosures that may have been affected by subsequent events.

CHANGE TO PROXY STATEMENT

The front of the proxy card as presented on page 22 of the Proxy Statement is amended to read in its entirety as follows:

**VOTE ON INTERNET**

Go to <http://www.vstocktransfer.com/proxy> and log-on using the below control number. Voting will be open until 11:59 pm (ET) on March 7, 2019.

CONTROL #: \_\_\_\_\_

\* SPECIMEN \*  
1 MAIN STREET  
ANYWHERE PA 99999-9999

**VOTE BY MAIL**

Mark, sign and date your proxy and return it in the envelope we have provided to 18 Lafayette Place, Woodmere, NY 11598.

**VOTE IN PERSON**

If you would like to vote in person, please attend the Annual Meeting to be held on March 8, 2019 at 9:00 a.m. local time.

Please Vote, Sign, Date and Return Promptly in the Enclosed Envelope.

**Annual Meeting of Stockholders - ShiftPixy, Inc.**

DETACH CARD HERE TO VOTE BY MAIL

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ALL DIRECTOR NOMINEES, "FOR" PROPOSAL 2 AND "FOR" PROPOSAL 3.

**(1) Election of Directors:**

<input type="checkbox"/>	VOTE FOR ALL NOMINEES LISTED BELOW (except as marked to the contrary below)	<input type="checkbox"/>	WITHHOLD AUTHORITY TO VOTE FOR ALL NOMINEES LISTED BELOW
--------------------------	---	--------------------------	--

INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ONE OR MORE INDIVIDUAL NOMINEES STRIKE A LINE THROUGH THE NOMINEES' NAMES BELOW:

01	Scott W. Absher	02	Kenneth W. Weaver	03	Whitney J. White
04	Sean C. Higgins	05	Mark A. Absher		

(2)	<b>Advisory vote to approve executive compensation:</b>
-----	---

<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> VOTE AGAINST	<input type="checkbox"/> ABSTAIN
-----------------------------------	---------------------------------------	----------------------------------

(3)	<b>To ratify the selection of Marcum LLP as the independent registered public accounting firm for the fiscal year ending August 31, 2019.</b>
-----	---

<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> VOTE AGAINST	<input type="checkbox"/> ABSTAIN
-----------------------------------	---------------------------------------	----------------------------------

Date:	Signature:	Signature, if held jointly

To change the address on your account, please check the box at right and indicate your new address.	<input type="checkbox"/>
---	--------------------------

\* SPECIMEN \*