

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Holmes John Stephen</u> <hr/> (Last) (First) (Middle) 1 VENTURE SUITE 150 <hr/> (Street) IRVINE CA 92618 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/28/2017	3. Issuer Name and Ticker or Trading Symbol <u>ShiftPixy, Inc. [PIXY]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/08/2016 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.0001	12,500,000	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option to Acquire Common Stock	03/15/2017 ⁽¹⁾	03/15/2027	Common Stock	50,000	4	D	
Option to Acquire Preferred Stock	(2)	12/31/2023	Preferred Stock	12,500,000	0.0001	D	

Explanation of Responses:

1. Note that options shares are initially unvested and subject to repurchase by the Corporation at the Exercise Price paid per share. The Optionee shall acquire a vested interest in, and the Corporation's repurchase right shall accordingly lapse with respect to: (i) 25% of the Option Shares upon Optionee's completion of one year of Service as an independent contractor measured from the Vesting Commencement Date; and (ii) the balance of the Option Shares in a series of 36 successive equal monthly installments upon Optionee's completion of each additional month of Service over the 36 month period measured from the first anniversary of the Vesting Commencement Date. The Vesting Commencement Date is March 15, 2017. In no event shall any additional Option Shares vest after Optionee's cessation of Service.

2. The Option may be exercised only upon the following events: 1. The acquisition of a Controlling interest by a shareholder or shareholders other than Scott Absher or Steve Holmes. "Controlling interest" means the ownership of outstanding voting shares of the Company sufficient to enable the acquiring person, directly or indirectly and individually or in association with others, to exercise one-fifth or more of all the voting power of the Company in the election of directors or any other business matter on which shareholders have the right to vote under Wyoming Law. 2. Prior to any proposed merger, consolidation (in which the Company's common stock is changed or exchanged) or sale of at least 50% of the Company's assets or earning power (other than a reincorporation).

Remarks:

The Form 8A12B initially requiring a Form 3 was filed on November 28, 2016 but withdrawn through a Form 25 filed on February 14, 2017. The Form 8A12B requiring the filing of this Form 3 was filed on June 28, 2017.

/s/ J. Stephen Holmes 06/28/2017

** 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 5 (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.