

OMB APPROVAL	
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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>Amster Howard</u> (Last) (First) (Middle) C/O PHENIXFIN CORPORATION 445 PARK AVENUE, 10TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PhenixFIN Corp [PFX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/20/2024</u>	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
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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, \$0.001 par value	11/20/2024		G		6,934	D	\$0	233,969	D	
Common Stock, \$0.001 par value								409	I	By Howard Amster 2021 Charitable Remainder Unitrust 1 ⁽¹⁾
Common Stock, \$0.001 par value								10,971	I	By Howard Amster 2021 Charitable Remainder Unitrust 2 ⁽²⁾
Common Stock, \$0.001 par value								109	I	By Howard Amster and Tamra Gould Charitable Remainder Unitrust U/A DTD 03/18/1993 ⁽³⁾
Common Stock, \$0.001 par value								676	I	By Howard Amster Charitable Remainder Unitrust U/A DTD 04/22/1998 ⁽⁴⁾
Common Stock, \$0.001 par value								41	I	By Howard Amster Charitable Remainder Unitrust U/A DTD 01/11/2005 ⁽⁵⁾
Common Stock, \$0.001 par value								200	I	By Samuel J. Heller Trust U/A 08/07/2002 ⁽⁶⁾

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, \$0.001 par value								557	I	By Pleasant Lake Corp ⁽⁷⁾
Common Stock, \$0.001 par value								16,604	I	By Howard Amster 2019 Charitable Remainder Unitrust 1 ⁽⁸⁾

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					

Explanation of Responses:

1. These shares are deemed to be beneficially owned by Howard Amster as a result of his capacity as trustee of Howard Amster 2021 Charitable Remainder Unitrust 1.
2. These shares are deemed to be beneficially owned by Howard Amster as a result of his capacity as trustee of Howard Amster 2021 Charitable Remainder Unitrust 2.
3. These shares are deemed to be beneficially owned by Howard Amster as a result of his capacity as trustee of Howard Amster and Tamra Gould Charitable Remainder Unitrust U/A DTD 03/18/1993.
4. These shares are deemed to be beneficially owned by Howard Amster as a result of his capacity as trustee of Howard Amster Charitable Remainder Unitrust U/A DTD 04/22/1998.
5. These shares are deemed to be beneficially owned by Howard Amster as a result of his capacity as trustee of Howard Amster Charitable Remainder Unitrust U/A DTD 01/11/2005.
6. These shares are deemed to be beneficially owned by Howard Amster as a result of his capacity as a trustee of the Samuel J. Heller Trust U/A 08/07/2002.
7. These shares are deemed to be beneficially owned by Howard Amster as a result of his capacity as President of Pleasant Lake Corp.
8. These shares are deemed to be beneficially owned by Howard Amster as a result of his capacity as trustee of Howard Amster 2019 Charitable Remainder Unitrust 1.

/s/ Howard Amster 11/22/2024

** 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.