

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person *<br><u>Amster Howard</u><br><br>(Last) (First) (Middle)<br>C/O PHENIXFIN CORPORATION<br>445 PARK AVENUE, 10TH FLOOR<br><br>(Street)<br>NEW YORK NY 10022<br><br>(City) (State) (Zip)  | 2. Issuer Name and Ticker or Trading Symbol<br><u>PhenixFIN Corp [ PFX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/14/2023               |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |   |
| Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |   |

**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 | 06/14/2023                           |  | P                              |   | 501   | A          | \$34.97 <sup>(1)</sup> | 501   | I  | By Howard Amster 2019 Charitable Remainder Unitrust 1 <sup>(2)</sup>                             |
| Common Stock, \$0.001 par value | 06/14/2023                           |  | P                              |   | 2,702   | A          | \$35.63 <sup>(3)</sup> | 3,203   | I  | By Howard Amster 2019 Charitable Remainder Unitrust 1 <sup>(2)</sup>                             |
| Common Stock, \$0.001 par value | 06/15/2023                           |  | P                              |   | 1,275   | A          | \$36.27 <sup>(4)</sup> | 4,478   | I  | By Howard Amster 2019 Charitable Remainder Unitrust 1 <sup>(2)</sup>                             |
| Common Stock, \$0.001 par value | 06/15/2023                           |  | P                              |   | 12,126  | A          | \$36.99 <sup>(5)</sup> | 16,604  | I  | By Howard Amster 2019 Charitable Remainder Unitrust 1 <sup>(2)</sup>                             |
| Common Stock, \$0.001 par value |                                      |  |                                |   |   |            |                        | 239,724   | D  |  |
| Common Stock, \$0.001 par value |                                      |  |                                |   |   |            |                        | 409   | I  | By Howard Amster 2021 Charitable Remainder Unitrust 1 <sup>(6)</sup>                             |
| Common Stock, \$0.001 par value |                                      |  |                                |   |   |            |                        | 11,700  | I  | By Howard Amster 2021 Charitable Remainder Unitrust 2 <sup>(7)</sup>                             |
| Common Stock, \$0.001 par value |                                      |  |                                |   |   |            |                        | 275   | I  | By Howard Amster and Tamra Gould Charitable Remainder Unitrust U/A DTD 03/18/1993 <sup>(8)</sup> |

