

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* <b>Deng Lilly</b>  (Last) (First) (Middle) <b>2-39 54TH AVENUE</b>  (Street) <b>LONG ISLAND NY 11101</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>iFresh Inc [ IFMK ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP of Legal and Finance</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/10/2017</b>	
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	05/10/2017		P		56,000	A	\$8.93	11,176,000	I	By Husband <sup>(3)</sup>
Common Stock	06/16/2017		S		20,000	D	\$8.93	11,156,000	I	By Husband <sup>(3)</sup>
Common Stock	06/16/2017		C		16,000	A	\$8.93	11,172,000	I	By Husband <sup>(3)</sup>
Common Stock	07/12/2017		C		16,000	A	\$8.93	11,188,000	I	By Husband <sup>(3)</sup>
Common Stock	07/13/2017		A		50,000	A	(1)	11,238,000	I	By Husband <sup>(3)</sup>
Common Stock	08/15/2017		C		192,000	A	\$8.93	11,430,000	I	By Husband <sup>(3)</sup>

**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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Agreement to Purchase	\$8.93	05/10/2017		P		224,000	05/10/2017	(2)	Common Stock	224,000	\$0	224,000	I	By Husband <sup>(3)</sup>
Agreement to Purchase	\$8.93	06/16/2017		C		16,000	05/10/2017	(2)	Common Stock	16,000	\$0	208,000	I	By Husband <sup>(3)</sup>
Agreement to Purchase	\$8.93	07/12/2017		C		16,000	05/10/2017	(2)	Common Stock	16,000	\$0	192,000	I	By Husband <sup>(3)</sup>
Agreement to Purchase	\$8.93	06/16/2017		C		192,000	05/10/2017	(2)	Common Stock	192,000	\$0	0	I	By Husband <sup>(3)</sup>

Explanation of Responses:

1. Issued by Company in consideration of the sale of a supermarket by Long Deng, the reporting person's husband, to the registrant.
2. On May 10, 2017, the Long Deng, the reporting person's husband, entered into agreements to purchase 280,000 shares of common stock at a price of \$8.93 per share. 56,000 of such shares were purchased immediately and the remaining shares were purchasable in three tranches over the course of a three month period.
3. Solely Consists of shares beneficially owned by Long Deng, Mrs. Deng's husband.

/s/ Lilly Deng

08/28/2017

\*\* 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 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.**