

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>MTech Sponsor LLC</u> (Last) (First) (Middle) <u>10124 FOXHURST COURT</u> (Street) <u>ORLANDO FL 32836</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Akerna Corp.</u> [<u>KERN*</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	06/17/2019		A		1,681,250 ⁽¹⁾	A	(1)	1,681,250	D ⁽⁴⁾⁽⁵⁾	
Common Stock	06/17/2019		J ⁽²⁾		100,120	D	(2)	1,581,130	D ⁽⁴⁾⁽⁵⁾	

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	Title	Amount or Number of Shares				
Warrants	\$11.5	06/17/2019 ⁽³⁾		A		243,750		07/17/2019	06/17/2024	Common Stock	243,750	\$11.5	243,750	D ⁽⁴⁾⁽⁵⁾	

1. Name and Address of Reporting Person* <u>MTech Sponsor LLC</u> (Last) (First) (Middle) <u>10124 FOXHURST COURT</u> (Street) <u>ORLANDO FL 32836</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>SS FL LLC</u> (Last) (First) (Middle) <u>10124 FOXHURST COURT</u> (Street) <u>ORLANDO FL 32836</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Game Boy Partners LLC</u> (Last) (First) (Middle) <u>660 MADISON AVE</u> (Street) <u>NEW YORK NY 10065</u> (City) (State) (Zip)

1. Name and Address of Reporting Person *

Sozio Scott

(Last)(First)(Middle)

10124 FOXHURST COURT

(Street)

ORLANDOFL32836

(City)(State)(Zip)

1. Name and Address of Reporting Person *

VAN DYKE STEVEN A

(Last)(First)(Middle)

10124 FOXHURST COURT

(Street)

ORLANDOFL32836

(City)(State)(Zip)

1. Name and Address of Reporting Person *

Effron Drew

(Last)(First)(Middle)

660 MADISON AVE

(Street)

NEW YORKNY10065

(City)(State)(Zip)

Explanation of Responses:

1. Received in exchange for an aggregate of 1,681,250 shares of MTech common stock in connection with the transactions contemplated by that certain Agreement and Plan of Merger (the "Merger Agreement"), by and among MTech Acquisition Corp. ("MTech"), MTech Acquisition Holdings Inc. (which subsequently filed an Amended and Restated Certificate of Incorporation to change the company's name to Akerna Corp.), MTech Purchaser Merger Sub Inc., MTech Company Merger Sub LLC, MTech Sponsor LLC, MJ Freeway LLC ("MJF") and Jessica Billingsley (as successor to Harold Handelsman), dated as of October 10, 2018, as amended by that certain First Amendment to Agreement and Plan of Merger, dated as of April 17, 2019. These shares remain subject to the terms of that certain unit subscription agreement. The acquisition of these securities by the reporting persons was approved pursuant to Rule 16b-3(d)(1).

2. Represents shares transferred to certain investors in a private financing consummated concurrently with the closing of the Merger Agreement.

3. Received in exchanged for 243,750 warrants of MTech pursuant to the Merger Agreement.

4. SS FL LLC and Game Boy Partners, LLC are the managing members of MTech Sponsor LLC and have voting and investment discretion with respect to the common stock held of record by MTech Sponsor LLC. SS FL LLC and Game Boy Partners, LLC may be deemed to have shared beneficial ownership of the common stock held directly by MTech Sponsor LLC. Mr. Sozio is a Director of Akerna and Mr. Sozio and Mr. Van Dyke are the managing members of SS FL LLC, one of the managing members of the Sponsor.

5. Mr. Drew Effron is the managing member of Game Boy Partners, LLC, the other managing member of the Sponsor, and jointly with Mr. Sozio and Mr. Van Dyke has the voting and dispositive power of the securities held by the Sponsor. Accordingly, Mr. Sozio, Mr. Van Dyke and Mr. Effron may be deemed to have or share beneficial ownership of such shares. Each such person or entity disclaims beneficial ownership over any securities owned by the Sponsor in which they do not have any pecuniary interest.

Remarks:

*On June 17, 2019, Akerna Corp. ("Akerna") became the successor to MTech Acquisition Corp. ("MTech") pursuant to a merger. The merger resulted in Akerna becoming a parent holding company of MTech.

/s/ Scott Sozio, as managing member of SS FL LLC, a managing member of MTech Sponsor LLC

06/19/2019

/s/ Drew Effron, as managing member of Game Boy Partners, LLC, a managing member of MTech Sponsor LLC

06/19/2019

/s/ Scott Sozio, an authorized signatory of MTech Sponsor LLC

06/19/2019

/s/ Scott Sozio

06/19/2019

/s/ Drew Effron

06/19/2019

/s/ Steven Van Dyke

06/19/2019

** 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.