

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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>Kane Matthew Ryan</u> (Last) (First) (Middle) <u>C/O PRECISION BIOSCIENCES, INC.</u> <u>302 E. PETTIGREW STREET, SUITE A-100</u> (Street) <u>DURHAM CO 27701</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/17/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Akerna Corp. [KERN]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
		5. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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, \$.0001 par value per share	370,240 ⁽¹⁾⁽²⁾	I	See footnote ⁽³⁾

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	(4)	08/16/2019	Common Stock	(4)	10.21	I	See Footnote ⁽³⁾

Explanation of Responses:

1. Includes 189,391 shares of common stock received in exchange for 708,906 units of MJ Freeway LLC ("MJF") held by Jud Wiebe Fund LLC and 82,907 shares of common stock received in exchange for 310,329 units of MJF held by Seam Capital, LLC 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, 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. The Merger Agreement placed a value on the issuer's common stock of \$10.16 per share, which was the approximate redemption price of the share of common stock of MTech at the execution of the Merger Agreement.

2. Of the 272,298 shares issued to the reporting persons in the merger, all are subject to the terms of a lock-up agreement and 27,229 are being held in escrow and are subject to forfeiture until 90 days after the issuer files its annual report on Form 10-K for the fiscal year ended June 30, 2019 to satisfy claims arising as a result of MJF's breach of any of its representations and warranties or covenants in the Merger Agreement. Also includes (i) 88,148 shares of common stock received in exchange for 88,148 shares of class A common stock of MTech purchased by Seam Capital, LLC (the "Private Placement Shares") in a private placement that closed concurrently with the merger and (ii) 9,794 shares of common stock transferred to Seam Capital, LLC from MTech Sponsor LLC (the "Sponsor") in connection with the private placement. The acquisition of these securities (other than the acquisition of 9,794 shares of common stock from the Sponsor) by the reporting persons was approved pursuant to Rule 16b-3(d)(1).

3. Matthew R. Kane, a director of the issuer, is the manager of Jud Wiebe Fund LLC and Seam Capital, LLC and has voting and investment discretion with respect to the common stock owned by Jud Wiebe Fund LLC and Seam Capital, LLC. Accordingly, Mr. Kane may be deemed to have or share beneficial ownership of such shares.

4. Pursuant to that certain Subscription Agreement, by and among MTech and the investors named therein (the "Subscription Agreement"), pursuant to which Seam Capital, LLC acquired the Private Placement Shares, commencing on the business day following the closing of the transactions contemplated by the Merger Agreement and terminating on August 16, 2019, Seam Capital, LLC has the option to purchase up to an additional 88,148 shares of common stock (the "Option Shares") at a purchase price of \$10.21 per share, subject to the terms and conditions in the Subscription Agreement, including, if necessary, the receipt of shareholder approval for the issuance of the Option Shares pursuant to the rules of The Nasdaq Stock Market.

/s/ Matthew R. Kane

06/27/2019

** 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 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.

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