

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

1. Name and Address of Reporting Person* <u>Kane Matthew Ryan</u> (Last) (First) (Middle) <u>C/O AKERNA CORP.</u> <u>1601 ARAPAHOE STREET</u> (Street) <u>DENVER CO 80202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Akerna Corp. [KERN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/07/2019</u>	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

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, par value \$0.0001 per share	09/18/2019		J ⁽¹⁾		108,900	D	(1)	261,750	I	See Footnote ⁽⁴⁾

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
Restricted Stock Units	(2)	10/07/2019		A		532		(3)	(3)	Common Stock, par value \$0.0001	532	(3)	532	D	

Explanation of Responses:

- Represents the liquidating distribution of all of the shares of common stock of the Company held by Jud Wiebe Fund, LLC to its underlying beneficial owners. Mr. Kane was the manager Jud Wiebe Fund, LLC and had voting and dispositive control with respect to the common stock owned by Jud Wiebe Fund, LLC prior to the liquidating distribution of such shares. Mr. Kane disclaims beneficial ownership in the shares of common stock except to the extent of his pecuniary interest therein.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of Akerna Corp. (the "Company"). The Company may also elect to settle the vested RSUs in cash or stock, in the Company's sole discretion.
- Mr. Kane was granted 532 RSUs under the Akerna Corp. 2019 Long Term Incentive Plan (the "Plan"). The RSUs will vest as follows: 133 of the RSUs vested immediately on October 7, 2019; 133 shall vest on December 31, 2019; 133 shall vest on March 31, 2020; and 133 shall vest on June 30, 2020; provided that the RSUs shall vest immediately upon a Change in Control. Subject to Mr. Kane's continued employment with the Company, the RSUs shall be settled on the final vesting date. All capitalized but undefined terms have the meanings ascribed thereto by the Plan.
- Mr. Kane is the manager of Seam Capital, LLC and has voting and dispositive control with respect to the common stock owned by Seam Capital, LLC. Mr. Kane disclaims beneficial ownership in the shares of common stock except to the extent of his pecuniary interest therein.

/s/ Matthew Kane

10/09/2019

** 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.