

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 15, 2020**

AKERNA CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39096

(Commission File Number)

83-2242651

(I.R.S. Employer
Identification Number)

1601 Arapahoe St., Denver, Colorado

(Address of principal executive offices)

80202

(Zip Code)

Registrant's telephone number, including area code: **(888) 932-6537**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	KERN	NASDAQ Capital Market
Warrants to purchase one share of Common Stock	KERNW	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

As previously disclosed on a prior Current Report on Form 8-K, on November 25, 2019, Akerna Corp., a Delaware corporation (“Akerna”) entered into a Stock Purchase Agreement (the “Agreement”) with substantially all of the shareholders (the “Shareholders”) of Solo Sciences, Inc., a Delaware corporation (“Solo”), Ashesh C. Shah, Lokesh Chugh and Palle Pedersen, each an adult individual (collectively, the “Shareholder Representatives”) and Solo, pursuant to which Akerna would acquire all right, title and interest in 80.40% of the issued and outstanding capital stock of Solo (calculated on a fully diluted basis), free and clear of all liens (the “Acquisition”). The initial consideration amount under the Agreement was 1,950,000 shares of the common stock of Akerna, to be issued without registration under the Securities Act in reliance on Regulation D thereunder, less 570,000 shares of the common stock of Akerna to be held in escrow subject to the satisfaction of certain conditions stipulated in the Agreement. This initial consideration may be subject to an adjustment no later than 120 days following the closing date.

On January 15, 2020, the Acquisition closed (the “Closing”).

The description of the Agreement contained herein does not purport to be complete and is qualified in its entirety by reference to the complete text of the Agreement. A copy of the Agreement is incorporated herein by reference. Pursuant to the Agreement, each of the Company, Solo and the Shareholder Representatives made customary representations, warranties and covenants. The representations, warranties and covenants were made by the parties to, and solely for the benefit of, each other and any expressly intended third party beneficiaries in the context of all of the terms and conditions of the Agreement and in the context of the specific relationship between the parties. Accordingly, investors and shareholders should not rely on such representations, warranties and covenants.

On January 21, 2020, Akerna issued a press release (the “Press Release”) announcing the Closing. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Akerna undertakes no obligation to update, supplement or amend the material attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

No.	Description
10.1	<u>Stock Purchase Agreement, dated November 25, 2019 (incorporated by reference to Exhibit 10.1 to the registrant’s Form 8-K filed on November 26, 2019 (File No. 001-39096))</u>
99.1	<u>Press Release, dated January 21, 2020, relating to the Closing.</u>

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AKERNA CORP.

By: /s/ Jessica Billingsley
Jessica Billingsley
Chief Executive Officer

Dated: January 21, 2020



Akerna Completes Acquisition of Majority Interest in Anti-Counterfeiting Technology Leader solo sciences

DENVER, Jan. 21, 2020 (GLOBE NEWSWIRE) -- Akerna (Nasdaq: KERN), a leading cannabis compliance technology provider and developer of the cannabis industry's first seed-to-sale enterprise resource planning (ERP) software technology (MJ Platform®), has completed its acquisition of a majority interest in privately-held solo sciences inc., a recognized leader of patented anti-counterfeiting and consumer engagement technologies.

See how it works: <https://hubs.ly/H0IW74R0>

solo*TAG is an alternate tagging technology to expensive RFID technology required by states in which Metrc is used for the state tracking system. solo*TAG is less expensive and more secure than RFID technology, leveraging solo science's patented cryptographically secure technology. Leaf Data Systems, Akerna's government track and trace software, won the first state cannabis tracking system Request for Proposal (RFP) to which Akerna responded with solo*TAG included.

solo sciences tech platform is also complementary to Akerna's MJ Platform ERP system and is driving consumer safety through its anti-counterfeiting technology and alert functionality. Manufacturers that use a solo*CODE™ proprietary graphic trust mark on their product packaging enable consumers to scan products with the solo* phone app and learn if a product is real or fake and get real-time notifications.

"This investment is the tangible result of our long term growth initiative and another important step towards Akerna's continuing commitment to creating the pre-eminent global technology platform addressing the entire supply chain and its regulatory bodies through accountability and transparency," said Jessica Billingsley, chief executive officer, Akerna. "From our perspective, this technology is important to consumer safety and transparency. Using solo*CODE and the solo* app, consumers can confirm product authenticity, get in-depth information about what they're buying, and view related products."

solo sciences technology surpasses legacy authentication tools by closing the loop between the user and the manufacturer. Holograms and RFID tags have the potential to give a false sense of security, but each solo*TAG and solo*CODE has a unique fingerprint for every package, augmented by the solo* app, which confirms if a product is real or fake. Beyond authentication, for solo*CODE, the app offers users a plethora of benefits, including learning about the product and earning rewards.

"We are excited about the combined potential for growth and value creation," said John Fowle, chief financial officer, Akerna. "Demand for solo products remains strong with growing interest from a variety of brands and regulatory agencies. With the assets we have as a result of this strategic combination, we are well-positioned to deliver strong performance and return on shareholder value."

Key Facts:

- The Utah Department of Health and Department of Agriculture awarded Akerna, through its collaboration with solo*sciences, a contract to implement its seed-to-sale tracking platform, Leaf Data Systems[®] (Leaf Data), for its medical cannabis program. Utah is the first state to use Leaf Data Systems with the solo*TAG as part of its traceability platform for cannabis businesses and regulatory bodies.
- In December, solo sciences and 14th Round agreed to protect consumers from counterfeit products. The solo sciences trust mark authentication will be a default feature for 14th Round's high-profile cannabis vaporizer brands. 14th Round creates and supplies custom hardware and packaging for an estimated 40 plus percent of California's vaporizer market.

Akerna's Leaf Data Systems and solo*TAG[™] – an innovative, next-generation solution for state and national governments to securely track product and waste throughout the supply chain. Leaf Data Systems track and trace software provides:

- **Real-time data** to cannabis cultivators, infused product producers, dispensaries and collectives; tightly integrated with solo*TAG.
- **More transparency and accountability** with Leaf Data's closed-loop between governments and licensees eliminates alternate data collection sources, which reduces error, improves security, and increases accountability. The advanced solo*TAG technology is also assigned to each plant, batch, inventory item, and provides a chain-of-custody from seed-to-self for detailed transparency.
- **Less cost to licensees** through solo science's patented solo*TAG, a unique digital fingerprint that eliminates the need for expensive technologies like holograms and RFID. The solo*TAG also costs a fraction of the cost of current tagging technology, reducing some of the compliance cost burdens for cannabis licensees.
- **Mobile capabilities with solo*TAG** being mobile-app enabled, Leaf Data is now the first mobile-enabled, seed-to-sale government traceability platform for cannabis businesses and regulatory bodies.

How Akerna and solo* tech are complementary: Akerna's MJ Platform and solo*CODE innovative integrated technology for consumers and brands brings a consumer-facing mark designed to highlight the authenticity and signify transparency. **MJ Platform** – Akerna's seed-to-sale system provides:

- Transparency and accountability throughout the product life cycle, capturing every interaction with the plant and product from cultivation to sales. Now visibility extends to customers with the integration of solo*CODE.
- **solo*CODE (a unique graphic ID or “fingerprint” for each package)** – can be integrated into ready-for-sale products, scanned via a mobile app free to the public and available so consumers can validate product authenticity and provide accurate information about the product's life cycle while enabling the consumers to earn rewards across retailers, and give feedback directly to the brand.
- **solo* mobile-first, patented tech platform** – leverages the power of today's mobile devices by allowing the solo* app to scan the proprietary solo*CODE graphic mark to *create a cryptographically secure closed-loop authentication system.*

About Akerna:

Akerna is a global regulatory compliance technology company in the cannabis space. Akerna's service offerings include MJ Platform[®], Leaf Data Systems[®], and solo sciences tech platform. Since its establishment in 2010, the company has tracked more than \$17 billion in cannabis sales. As part of its business strategy, Akerna intends to grow through targeted, strategic acquisitions that are complementary to its current business and organically by accelerating its product development efforts. Akerna is based in Denver.

Forward-Looking Statements

Certain statements made in this release and in any accompanying statements by management are “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. When used in this press release, the words “estimates,” “projected,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “believes,” “seeks,” “may,” “will,” “should,” “future,” “propose” and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of significant known and unknown risks, uncertainties, assumptions, and other important factors, many of which are outside Akerna’s control, that could cause actual results or outcomes (including, without limitation, the results of Akerna’s contracts, strategic initiatives, and business plans as described herein) to differ materially from those discussed in the forward-looking statements. Important factors, among others that may affect actual results or outcomes, include (i) Akerna’s ability to recognize the anticipated benefits of being a public company, (ii) competition, (iii) Akerna’s ability to grow and manage growth profitably, (iv) Akerna’s ability to maintain relationships with customers and suppliers and retain its management and key employees, (v) costs related to being a public company, (vi) changes in applicable laws or regulations, (vii) Akerna’s ability to identify and integrate acquisitions and achieve expected synergies and operating efficiencies in connection with acquired businesses, (viii) and other risks and uncertainties disclosed from time to time in Akerna’s filings with the U.S. Securities and Exchange Commission, including those under “Risk Factors” therein. Actual results, performance, or achievements may differ materially, and potentially adversely, from any projections and forward-looking statements and the assumptions on which those vary from forward-looking statements are based. There can be no assurance that the data contained herein is reflective of future performance to any degree. You are cautioned not to place undue reliance on forward-looking statements as a predictor of future performance as projected financial and other information, are based on estimates and assumptions that are inherently subject to various significant risks, uncertainties and other factors, many of which are beyond Akerna’s control. All information herein speaks only as of the date hereof, in the case of information about Akerna, or the date of such information, in the case of information from persons other than Akerna. Akerna undertakes no duty to update or revise the information contained herein. Forecasts and estimates regarding Akerna’s industry and end markets are based on sources believed to be reliable; however, there can be no assurance these forecasts and estimates will prove accurate in whole or in part.

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