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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001755953

Name of Issuer

Akerna Corp.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) 2018

Yet to Be Formed

Previous Names None

MTech Acquisition Holdings Inc.

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

Akerna Corp.

Street Address 1

1630 WELTON STREET

Street Address 2

City

DENVER

State/Province/Country

COLORADO

ZIP/PostalCode

80202

Phone Number of Issuer

888-932-6537

3. Related Persons

Last Name

Billingsley

First Name

Jessica

Middle Name

Street Address 1

1630 Welton Street

Street Address 2

City

Denver

State/Province/Country

COLORADO

ZIP/PostalCode

80202

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

Thompson

First Name

Ray

Middle Name

Street Address 1

1630 Welton Street

Street Address 2

City

Denver

State/Province/Country

COLORADO

ZIP/PostalCode

80202

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

Fowle

First Name

John

Middle Name

Street Address 1

1630 Welton Street

Street Address 2

City

Denver

State/Province/Country

COLORADO

ZIP/PostalCode

80202

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Simosko	Nina	
Street Address 1	Street Address 2	
1630 Welton Street		
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Shah	Ashesh (Alex) C.	
Street Address 1	Street Address 2	
1630 Welton Street		
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Iwanowski	Mark D.	
Street Address 1	Street Address 2	
1630 Welton Street		
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Kane	Matt	
Street Address 1	Street Address 2	
1630 Welton Street		
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
McNamee	Roger	
Street Address 1	Street Address 2	
1630 Welton Street		
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Rahmatullah	Tahira	
Street Address 1	Street Address 2	
1630 Welton Street		
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Sozio	Scott	
Street Address 1	Street Address 2	
1630 Welton Street		

City: Denver State/Province/Country: COLORADO ZIP/PostalCode: 80202

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- Agriculture, Banking & Financial Services, Business Services, Energy, Health Care, Manufacturing, Real Estate, Retailing, Restaurants, Technology, Travel, etc.

5. Issuer Size

- Revenue Range: No Revenues, \$1 - \$1,000,000, etc. OR Aggregate Net Asset Value Range: No Aggregate Net Asset Value, \$1 - \$5,000,000, etc.

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii)), Rule 504 (b)(1)(i), Rule 504 (b)(1)(ii), Rule 504 (b)(1)(iii), Rule 506(b), Rule 506(c), Securities Act Section 4(a)(5), Investment Company Act Section 3(c), Section 3(c)(1) through (14)

7. Type of Filing

New Notice Date of First Sale 2020-06-08 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|--|
| <input type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe)
Convertible note, convertible into common shares |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient A.G.P. / Alliance Global Partners (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None Street Address 1 88 POST ROAD W., 2ND FLOOR City WESTPORT State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States <input type="checkbox"/> NEW JERSEY <input type="checkbox"/> NEW YORK	Recipient CRD Number <input type="checkbox"/> None 8361 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None Street Address 2 State/Province/Country CONNECTICUT <input type="checkbox"/> Foreign/non-US ZIP/Postal Code 06880
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13. Offering and Sales Amounts

Total Offering Amount \$14,960,000 USD or Indefinite
Total Amount Sold \$14,960,000 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$935,000 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Akerna Corp.	/s/ John Fowle	John Fowle	Chief Financial Officer	2020-06-24

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.