

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>Thompson Cecil Ray JR</u> (Last) (First) (Middle) C/O AKERNA CORP. 1601 ARAPAHOE STREET, SUITE 900 (Street) DENVER, CO 80202 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chief Operations Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/28/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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	\$0 ⁽¹⁾	01/28/2020		A		25,000		(2)	(2)	Common Stock	25,000	(2)	51,716	D	
Restricted Stock Units	\$0 ⁽¹⁾	02/20/2020		A		26,716		(3)	(3)	Common Stock	26,716	(3)	78,432	D	
Restricted Stock Units	\$0 ⁽¹⁾	02/20/2020		A		10,000		(4)	(4)	Common Stock	10,000	(4)	88,432	D	

Explanation of Responses:

- 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. Thompson was granted 25,000 RSUs under the Akerna Corp 2019 Long Term Incentive Plan (the "Plan"). The RSUs will vest as follows: 6,250 on the date of grant; 6,250 on January 1, 2021; 6,250 on January 1, 2022; and 6,250 on January 1, 2023.
- Mr. Thompson was granted 26,716 RSUs under the Plan. The RSUs will vest as follows: 6,679 on the date of grant; 6,679 on January 1, 2021; 6,679 on January 1, 2022; and 6,679 on January 1, 2023.
- Mr. Thompson was granted 10,000 RSUs under the Plan. The RSUs will vest as follows: 2,500 on July 1, 2020; 2,500 on July 1, 2021; 2,500 on July 1, 2022, and 2,500 on July 1, 2023

/s/ Cecil Ray Thompson, Jr. 08/19/2020
 ** 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.

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