

**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>McCullough David R</u>  (Last) (First) (Middle) C/O AKERNA CORP. 1601 ARAPAHOE STREET  (Street) DENVER, CO 32836  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2020	3. Issuer Name and Ticker or Trading Symbol <u>Akerna Corp. [ KERN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Technology Officer	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 <input type="checkbox"/> 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 Shares	33,060	D	

**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			
Restricted Stock	(1)	01/01/2021	Common Stock	1,671	(2)	D	
Restricted Stock	(1)	01/01/2022	Common Stock	13,358	(3)	D	
Restricted Stock Units	(4)	07/01/2023	Common Stock	8,000	(5)	D	

**Explanation of Responses:**

- Each share of Restricted Stock ("RS") 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 RS in cash or stock at the Company's sole discretion.
- Represents 1,671 unvested RS granted to Mr. McCullough subject to the terms of a restricted stock agreement. The RSs vest on January 1, 2021.
- Represents 13,358 unvested RS granted to Mr. McCullough subject to the terms of a restricted stock agreement. The RSs vest as follows: 6,679 on January 1, 2021 and 6,679 on January 1, 2022.
- 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. McCullough was granted 8,000 RSUs under the Akerna Corp 2019 Long Term Incentive Plan (the "Plan"). The RSUs vest as follows: 2,000 on July 1, 2020; 2,000 on July 1, 2021; 2,000 on July 1, 2022; and 2,000 on July 1, 2023.

/s/ David R. McCullough

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 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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