

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): **November 18, 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

(IRS Employer
Identification No.)

1630 Welton St., Floor 4, 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 (see General Instruction A.2. below):

- 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 of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Bylaws Amendment

On November 18, 2020, the Company's Board of Directors approved an amendment to the Company's bylaws to amend Section 8(c) thereof to change the voting standard for items, other than the election of directors, to be approved at a meeting of the shareholders from a majority of the shares present, in person or represented by proxy, and entitled to vote on the subject matter to a majority of the votes cast by holders of voting stock present in person or represented by proxy at the meeting and entitled to vote on such matter. The amendment also added a provision to Section 8(c) to clarify the effect of broker non-votes on non-routine matters, being that broker non-votes are counted for the purposes of establishing quorum but not for purposes of determining the number of votes cast of a matter that is determined to be non-routine under applicable law, rules and regulations.

The full text of the amendment to the bylaws is set forth in Exhibit 3.1 hereto and is incorporated herein by reference.

Item 8.01 Other Events.

On November 18, 2020, the Company announced that, due to issues with the continued use of the prior location, it is moving its annual meeting of shareholders from 1630 Welton Street, Floor 4, Denver, CO 80202 to 357 S. McCaslin Blvd, 1st Floor, Louisville, CO 80027. The annual meeting will continue to be held on November 30, 2020 at 9:00 a.m., local time. In relation to the change in meeting location, on November 18, 2020, the Company filed revised proxy materials with the Commission under cover of Schedule 14A and mailed an amended notice of meeting and the amended proxy materials to its stockholders of record as of October 23, 2020 (the record date for the annual meeting).

Item 9.01 Financial Statements and Exhibits.

<u>No.</u>	<u>Description</u>
3.1	Amendment to the Bylaws

SIGNATURES

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.

Dated: November 19, 2020

AKERNA CORP.

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

Amendment to Bylaws

Section 8(c) of the Bylaws of Akerna Corp., which previously read in its entirety as follows:

“All Other Matters. Except as otherwise required by law or the Certificate of Incorporation, any other action of the stockholders shall be authorized by the vote of the majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter. Where a separate vote by a class or classes, present in person or represented by proxy, shall constitute a quorum entitled to vote on that matter, the affirmative vote of the majority of shares of such class or classes present in person or represented by proxy at the meeting shall be the act of such class, unless otherwise provided in the Certificate of Incorporation.”

is amended in its entirety to read as follows:

“All Other Matters. Except as otherwise provided by law, the Certificate of Incorporation or these bylaws, in all matters other than the election of directors, affirmative vote of a majority of the votes cast by holders of voting stock present in person or represented by proxy at the meeting and entitled to vote such matter shall be the act of the stockholders. Where a separate vote by a class or classes, present in person or represented by proxy, shall constitute a quorum entitled to vote on that matter, the affirmative vote of the majority of the votes cast by holders of shares of such class or classes present in person or represented by proxy at the meeting shall be the act of such class, unless otherwise provided by law, in the Certificate of Incorporation or these bylaws. In determining the number of votes cast for or against a proposal or nominee, shares abstaining from voting on a matter will not be treated as a vote cast. A non-vote by a broker will be counted for purposes of determining a quorum but not for purposes of determining the number of votes cast on a matter determined to be non-routine under applicable law, rules and regulations.”