

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

## FORM S-1

## REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933



## AKERNA CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of incorporation or organization)

7374

Primary Standard Industrial Classification Code Number

83-2242651

(I.R.S. Employer Identification No.)

**1550 Larimer Street #246  
Denver, Colorado 80202  
1-888-932-6537**

(Address, including zip code, and telephone number, including area code, of principal executive offices)

**Corporation Service Company  
251 Little Falls Drive  
Wilmington, Delaware 19808**

(Address, including zip code, and telephone number, including area code, of agent for service)

## Copies to:

**Jason K Brenkert, Esq.  
Sudeep Simkhada, Esq.  
Dorsey & Whitney LLP  
1400 Wewatta Street, Suite 400  
Denver, Colorado 80202  
Telephone: (303) 352-1133  
Fax Number: (303) 629-3450**

**Faith L. Charles, Esq.  
Naveen Pogula, Esq.  
Thompson Hine LLP  
335 Madison Avenue, 12<sup>th</sup> Floor  
New York, New York 10017  
Telephone: (212) 344-5680  
Facsimile: (212) 344-6101**

From time to time after the effective date of this registration statement

(Approximate date of commencement of proposed sale to public)

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering.  333-265641

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging Growth Company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of Securities Act.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

### Explanatory Note

This registration statement is being filed pursuant to Rules 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and an opinion of counsel regarding the legality of the securities being registered and a related consent and the consent of the Company's independent registered public accounting firms. This registration statement relates to our registration statement on Form S-1 (File No. 333-265641), as amended, and including the exhibits and power of attorney thereto (the "Initial Registration Statement"), initially filed by the Company on June 15, 2022 and declared effective by the Securities and Exchange Commission on June 29, 2022. Pursuant to Rules 462(b), the contents of the Initial Registration Statement, including the exhibits thereto, are incorporated by reference into this registration statement.

We are filing this registration statement for the sole purpose of increasing the proposed maximum offering price of shares of common stock underlying Underwriters Warrants issued in connection with our offering of Units and Pre-Funded Units by \$75,000 under Rule 462(b). The additional shares of common stock that are being registered for issuance and sale are in an amount that represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Initial Registration Statement.

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### SIGNATURES

In accordance with the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements of filing on Form S-1 and authorized registration statement to be signed on its behalf by the undersigned, in the city of Denver, Colorado on June 30, 2022.

#### AKERNA CORP.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jessica Billingsley</u> Jessica Billingsley	Chief Executive Officer and Director (Principal Executive Officer)	June 30, 2022
<u>/s/ Larry Dean Ditto Jr.</u> Larry Dean Ditto Jr.	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	June 30, 2022
<u>/s/ Scott Sozio</u> Scott Sozio	Director	June 30, 2022
<u>/s/ Tahira Rehmatullah</u> Tahira Rehmatullah	Director	June 30, 2022
<u>/s/ Matthew Kane</u> Matthew Kane	Director	June 30, 2022
<u>/s/ Barry Fishman</u> Barry Fishman	Director	June 30, 2022

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### EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1*	<a href="#">Legal Opinion of Dorsey &amp; Whitney LLP</a>
23.1	<a href="#">Consents of Marcum LLP</a>
23.3	<a href="#">Consent of Dorsey &amp; Whitney LLP (included in Exhibit 5.1)</a>
107	<a href="#">Filing Fee Table</a>

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[Letterhead of Dorsey &amp; Whitney LLP]

June 30, 2022

Akerna Corp.  
1550 Larimer Street #246  
Denver, Colorado 80202

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Akerna Corp., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-1, (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") on the date hereof under the Securities Act of 1933, as amended (the "Securities Act"), relating to the offering by the Company of an aggregate of \$11,500,000 of (a) shares (the "Shares") of the Company's common stock, \$0.0001 par value (the "Common Stock") covered by the Registration Statement, (b) pre-funded warrants (the "Pre-Funded Warrants") to purchase shares of Common Stock (the "Pre-Funded Warrant Shares") covered by the Registration Statement, (c) warrants (the "Common Warrants") to purchase shares of Common Stock (the "Common Warrant Shares") covered by the Registration Statement, and (d) warrants (the "Underwriter Warrants") to be issued to A.G.P./Alliance Global Partners ("A.G.P.") as underwriter compensation to purchase shares of Common Stock (the "Underwriter Warrant Shares") covered by the Registration Statement pursuant to an underwriting agreement to be entered into between the Company and A.G.P. in the form most recently filed as an exhibit to the Registration Statement (the "Underwriting Agreement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issue of the the Underwriter Warrants and the Underwriter Warrant Shares.

We have examined such documents and have reviewed such questions of law as we have considered necessary or appropriate for the purposes of our opinions set forth below. In rendering our opinions set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to questions of fact material to our opinions, we have relied upon certificates or comparable documents of officers and other representatives of the Company and of public officials.

Based on the foregoing, we are of the opinion that the Underwriter Warrants, when issued by the Company in the circumstances contemplated by the Underwriting Agreement, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms; and the Underwriter Warrant Shares initially issuable upon exercise of the Underwriter Warrants when issued by the Company against payment therefor in the circumstances contemplated by the Underwriter Warrants will be validly issued, fully paid and non-assessable.

Our opinions expressed above are limited to the Delaware General Corporation Law.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and to the reference to our firm under the heading "Legal Matters" in the prospectus constituting part of the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ DORSEY &amp; WHITNEY LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Akerna Corp. (the "Company") on Form S-1 pursuant to rule 462(b) of the Securities Act of 1933 of our report, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, dated March 31, 2022, with respect to our audits of the consolidated financial statements of Akerna Corp. as of December 31, 2021 and 2020, and for the year ended December 31, 2021, the transitional six months ended December 31, 2020, and the year ended June 30, 2020, which report appears in the Registration Statement of the Company on Form S-1 (File No. 333-265641) filed on June 15, 2022, as amended.

/s/ Marcum llp

Marcum llp  
Los Angeles, CA  
June 30, 2022

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Akerna Corp. on Form S-1 pursuant to rule 462(b) of the Securities Act of 1933 of our report dated December 13, 2021 with respect to our audit of the consolidated financial statements of The Nav People, Inc. & Subsidiary as of December 31, 2020 and for the year then ended, which report appears in the Registration Statement of Akerna Corp. on Form S-1 (File No. 333-265641) filed on June 15, 2022, as amended.

/s/ Marcum llp

Marcum llp  
Costa Mesa, CA  
June 30, 2022

## Calculation of Filing Fee Table

Form S-1  
(Form Type)AKERNA CORP.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price <sup>(1)</sup>	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Underwriter's Warrants <sup>(10)</sup>	457(g)	—	—	—	—	— <sup>(2)</sup>
Fees to Be Paid	Equity	Shares of common stock, par value \$0.0001 per share <sup>(3)(4)</sup>	457(o)	—	—	\$ 75,000	0.0000927	\$ 6.95
<b>Total Offering Amounts</b>								\$ 6.95
<b>Total Fees Previously Paid</b>								\$ 0
<b>Net Fee Due</b>								\$ 6.95

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"). The registrant previously registered securities at an aggregate offering price not to exceed \$23,500,000 on a registration statement on Form S-1, as amended (File No. 333-265641), which was declared effective by the Securities and Exchange Commission on June 29, 2022. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of shares having a maximum aggregate offering price of \$75,000 is hereby registered, which includes shares issuable upon the exercise of the underwriter's warrants.

(2) No separate registration fee required pursuant to Rule 457(g) under the Securities Act.

(3) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(4) Shares of common stock issuable upon the exercise of the Underwriter's Warrants.