

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * <u>McCullough David R</u> (Last) (First) (Middle) <u>C/O AKERNA CORP.</u> <u>1550 LARIMER STREET, SUITE 246</u> (Street) <u>DENVER CO 80202</u> (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 10% Owner Officer (give title below) Other (specify below) Chief Technology Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/21/2022</u> | |
| | 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 | | | |
| Common Shares | 10/21/2022 | | M | | 100 ⁽¹⁾ | A | (2) | 2,966 ⁽¹⁾ | D | |
| Common Shares | 10/21/2022 | | M | | 250 ⁽¹⁾ | A | (2) | 3,216 ⁽¹⁾ | D | |

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 | (2) | 10/21/2022 | | M | | 100 ⁽¹⁾ | (3) | (3) | | Common Shares | 100 ⁽¹⁾ | \$0 | 100 ⁽¹⁾ | D | |
| Restricted Stock Units | (2) | 10/21/2022 | | M | | 250 ⁽¹⁾ | (4) | (4) | | Common Shares | 250 ⁽¹⁾ | \$0 | 500 ⁽¹⁾ | D | |

Explanation of Responses:

- The transactions and totals reported herein reflect the Issuer's 20:1 reverse stock split effective as of November 8, 2022.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of KERN common stock.
- The RSUs were granted on October 17, 2019, and vest as follows: one-fourth on July 1, 2020; one-fourth on July 1, 2021; one-fourth on July 1, 2022; and one-fourth on July 1, 2023. Settlement of vested RSUs will occur as soon as administratively feasible following the applicable vesting date.
- The RSUs were granted on September 4, 2020, and vest as follows: one-fourth on July 1, 2021; one-fourth on July 1, 2022; one-fourth on July 1, 2023; and one-fourth on July 1, 2024. Settlement of vested RSUs will occur as soon as administratively feasible following the applicable vesting date.

/s/ David R. McCullough 12/01/2022
 ** 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.

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.