

FORM 4

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | |
|--|-------------|---|---|---|--|
| 1. Name and Address of Reporting Person MTech Sponsor LLC | | 2. Issuer Name and Ticker or Trading Symbol Akerna Corp. [KERN*] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) 10124 FOXHURST COURT | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/19/2019 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (Street) ORLANDO, FL 32836 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | |
| (City) | (State) | (Zip) | 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 Stock | 12/19/2019 | | D | | 775,565 | D | | 805,565 | D | |
| Common Stock | 12/23/2019 | | D | | 805,565 | D | | 0 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Warrants | \$ 11.50 | 12/19/2019 | | D | | 121,875 | | 07/17/2019 | 06/17/2024 | Common Stock | 121,875 | \$ 11.50 | 121,875 | D | |
| Warrants | \$ 11.50 | 12/23/2019 | | D | | 121,875 | | 07/17/2019 | 06/17/2024 | Common Stock | 121,875 | \$ 11.50 | 0 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MTech Sponsor LLC 10124 FOXHURST COURT ORLANDO, FL 32836 | | X | | |
| SS FL LLC 10124 FOXHURST COURT ORLANDO, FL 32836 | | X | | |
| Game Boy Partners LLC 660 MADISON AVE NEW YORK, NY 10065 | | X | | |
| VAN DYKE STEVEN A 10124 FOXHURST COURT ORLANDO, FL 32836 | | X | | |
| Effron Drew 660 MADISON AVE NEW YORK, NY 10065 | | X | | |

Signatures

| | | |
|---|--|------------|
| /s/ Steven Van Dyke, as managing member of SS FL LLC, a managing member of MTech Sponsor LLC | | 12/23/2019 |
| <small>**Signature of Reporting Person</small> | | Date |
| /s/ Drew Effron, as managing member of Game Boy Partners, LLC, a managing member of MTech Sponsor LLC | | 12/23/2019 |
| <small>**Signature of Reporting Person</small> | | Date |
| /s/ Drew Effron, an authorized signatory of MTech Sponsor LLC | | 12/23/2019 |
| <small>**Signature of Reporting Person</small> | | Date |
| /s/ Drew Effron | | 12/23/2019 |
| <small>**Signature of Reporting Person</small> | | Date |
| /s/ Steven Van Dyke | | 12/23/2019 |
| <small>**Signature of Reporting Person</small> | | Date |

Explanation of Responses:

* 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).

Represents the distribution of all shares of common stock and warrants to purchase shares of common stock of the Company held by MTech Sponsor LLC (the "Sponsor") to its underlying members. SS FL LLC and Game Boy Partners, LLC are the managing members of the Sponsor and had voting and investment discretion with respect to the common stock held of record by the (1) Sponsor prior to the distribution to its members. Mr. Steven Van Dyke is the managing member of SS FL LLC, one of the managing members of the MTech Sponsor LLC. Mr. Drew Effron is the managing member of Game Boy Partners, LLC, the other managing member of the MTech Sponsor LLC, and jointly with Mr. Van Dyke, had the voting and dispositive power of the securities held by the Sponsor prior to distribution to its members. Accordingly, Mr. Van Dyke and Mr. Effron may be deemed to have or share beneficial ownership of such shares.

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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