

FORM 4

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

OMB APPROVAL	
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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 * Thompson Cecil Ray JR			2. Issuer Name and Ticker or Trading Symbol Akerna Corp. [KERN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Operations Officer		
(Last) (First) (Middle) C/O AKERNA CORP., 1601 ARAPAHOE STREET, SUITE 900			3. Date of Earliest Transaction (Month/Day/Year) 01/28/2020					
(Street) DENVER,, CO 80202			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		
(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			

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
Restricted Stock Units	\$ 0 (1)	01/28/2020		A		25,000		(2)	(2)	Common Stock	25,000	(2)	51,716	D	
Restricted Stock Units	\$ 0 (1)	02/20/2020		A		26,716		(3)	(3)	Common Stock	26,716	(3)	78,432	D	
Restricted Stock Units	\$ 0 (1)	02/20/2020		A		10,000		(4)	(4)	Common Stock	10,000	(4)	88,432	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Cecil Ray JR C/O AKERNA CORP. 1601 ARAPAHOE STREET, SUITE 900 DENVER,, CO 80202		X	Chief Operations Officer	

Signatures

/s/ Cecil Ray Thompson, Jr.		08/19/2020
Signature of Reporting Person		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).

- (1) 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.
- (2) Mr. Thompson was granted 25,000 RSUs under the Akerna Corp 2019 Long Term Incentive Plan (the "Plan"). The RSUs will vest as follows: 6,250 on the date of grant; 6,250 on January 1, 2021; 6,250 on January 1, 2022; and 6,250 on January 1, 2023.
- (3) Mr. Thompson was granted 26,716 RSUs under the Plan. The RSUs will vest as follows: 6,679 on the date of grant; 6,679 on January 1, 2021; 6,679 on January 1, 2022; and 6,679 on January 1, 2023.
- (4) Mr. Thompson was granted 10,000 RSUs under the Plan. The RSUs will vest as follows: 2,500 on July 1, 2020; 2,500 on July 1, 2021; 2,500 on July 1, 2022, and 2,500 on July 1, 2023

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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