

FORM 4

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

OMB APPROVAL	
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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

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

(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"/> Officer (give title below) <u>Chief Operating Officer</u> ____ 10% Owner ____ Other (specify below)		
(Last) (First) (Middle) C/O AKERNA CORP., 1550 LARIMER STREET, SUITE 246			3. Date of Earliest Transaction (Month/Day/Year) 04/26/2021					
(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			
Common Shares	08/04/2021		M		2,500	A	(1)	39,369	D	
Common Shares	08/04/2021		M		6,679	A	(1)	46,048	D	
Common Shares	08/04/2021		M		6,250	A	(1)	52,298	D	
Common Shares	08/04/2021		M		5,000	A	(1)	57,298	D	
Common Shares	08/04/2021		F		8,107	D	\$ 3.3	49,191	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	Amount or Number of Shares				
Restricted Stock Units	(1)	04/26/2021		A		20,000		(2)	(2)	Common Shares	20,000	\$ 0	20,000	D	
Restricted Stock Units	(1)	08/04/2021		M		2,500		(3)	(3)	Common Shares	2,500	\$ 0	5,000	D	
Restricted Stock Units	(1)	08/04/2021		M		6,679		(4)	(4)	Common Shares	6,679	\$ 0	13,358	D	
Restricted Stock Units	(1)	08/04/2021		M		6,250		(5)	(5)	Common Shares	6,250	\$ 0	12,500	D	
Restricted Stock Units	(1)	08/04/2021		M		5,000		(6)	(6)	Common Shares	5,000	\$ 0	15,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Thompson Cecil Ray JR C/O AKERNA CORP. 1550 LARIMER STREET, SUITE 246 DENVER, CO 80202		X	Chief Operating Officer	
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Signatures

/s/ John Michael Fowle Jr. as attorney-in-fact for Cecil Ray Thompson JR		01/14/2022
<small>**Signature of Reporting Person</small>		<small>Date</small>

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 the Issuer's common stock.
The restricted stock units were granted on April 26, 2021, and vest as follows: 1/4 on December 1, 2021; 1/4 on December 1, 2022; 1/4 on December 1, 2023; and 1/4 on December 1, 2024; provided that the RSUs shall vest immediately upon a change in control. Settlement of vested RSUs will occur as soon as administratively feasible following the applicable vesting date.
- (3) The restricted stock units were granted on October 17, 2019, and vest as follows: 1/4 on January 1, 2020; 1/4 on January 1, 2021; 1/4 on January 1, 2022; and 1/4 on January 1, 2023; provided that the RSUs shall vest immediately upon a change in control. Settlement of vested RSUs will occur as soon as administratively feasible following the applicable vesting date.
- (4) The restricted stock units were granted on October 24, 2019, and vest as follows: 1/4 on January 1, 2020; 1/4 on January 1, 2021; 1/4 on January 1, 2022; and 1/2 on January 1, 2023; provided that the RSUs shall vest immediately upon a change in control. Settlement of vested RSUs will occur as soon as administratively feasible following the applicable vesting date.
- (5) The restricted stock units were granted on January 28, 2020, and vest as follows: 1/4 on January 1 2020; 1/4 on January 1, 2021; 1/4 on January 1, 2022; and 1/4 on January 1, 2023; provided that the RSUs shall vest immediately upon a change in control. Settlement of vested RSUs will occur as soon as administratively feasible following the applicable vesting date.
- (6) The restricted stock units were granted on September 4, 2020 and vest as follows: 1/4 on July 1, 2021; 1/4 on July 1, 2022; 1/4 on July 1, 2023; and 1/4 on July 1, 2024; provided that the RSUs shall vest immediately upon a change in control. Settlement of vested RSUs will occur as soon as administratively feasible following the applicable vesting date.

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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