

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2020

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-38029



AKOUSTIS TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

9805 Northcross Center Court, Suite A
Huntersville, NC

(Address of principal executive offices)

33-1229046

(IRS Employer
Identification No.)

28078

(Postal Code)

Registrant's telephone number, including area code: 1-704-997-5735

Securities registered under Section 12(b) of the Act:

Title of Each Class:	Trading Symbol	Name of each exchange on which registered:
Common Stock, \$0.001 par value	AKTS	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

Securities registered under Section 12(g) of the Act:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

As of October 22, 2020, there were 38,627,814 shares of the registrant's common stock, \$0.001 par value per share, issued and outstanding.

AKOUSTIS TECHNOLOGIES, INC.
FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2020

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

Akoustis Technologies, Inc.
Condensed Consolidated Balance Sheets
(In thousands, except share data)
(Unaudited)

	September 30, 2020	June 30, 2020
Assets		
Assets:		
Cash and cash equivalents	\$ 37,189	\$ 44,308
Accounts receivable, net	346	351
Inventory, net	236	136
Other current assets	1,513	1,408
Total current assets	39,284	46,203
Property and equipment, net	23,458	23,605
Intangibles, net	577	544
Operating lease right-of-use asset, net	645	699
Restricted cash	100	100
Other assets	282	282
Total Assets	\$ 64,346	\$ 71,433
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 3,749	\$ 5,899
Deferred revenue	190	—
Operating lease liability - current	241	231
Total current liabilities	4,180	6,130
Long-term Liabilities:		
Convertible notes payable, net	22,858	21,628
Operating lease liability - non-current	408	472
Loans payable	1,598	1,591
Other long-term liabilities	117	117
Total long-term liabilities	24,981	23,808
Total Liabilities	29,161	29,938
Stockholders' Equity		
Preferred stock, par value \$0.001: 5,000,000 shares authorized; none issued and outstanding	—	—
Common stock, \$0.001 par value; 100,000,000 shares authorized; 38,582,189 and 37,990,380 shares issued and outstanding at September 30, 2020 and June 30, 2020, respectively	39	38
Additional paid in capital	150,711	145,072
Accumulated deficit	(115,565)	(103,615)
Total Stockholders' Equity	35,185	41,495
Total Liabilities and Stockholders' Equity	\$ 64,346	\$ 71,433

See accompanying notes to the condensed consolidated financial statements

Akoustis Technologies, Inc.
Condensed Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)

	For the Three Months Ended September 30, 2020	For the Three Months Ended September 30, 2019
Revenue	\$ 636	\$ 543
Cost of revenue	<u>1,649</u>	<u>336</u>
Gross profit	<u>(1,013)</u>	<u>207</u>
Operating expenses		
Research and development	6,380	5,079
General and administrative expenses	<u>2,927</u>	<u>2,801</u>
Total operating expenses	<u>9,307</u>	<u>7,880</u>
Loss from operations	<u>(10,320)</u>	<u>(7,673)</u>
Other (expense) income		
Interest (expense)	(1,431)	(994)
Rental income	—	55
Other (expense)	(1)	(1)
Change in fair value of contingent real estate liability	—	(18)
Change in fair value of derivative liabilities	<u>(198)</u>	<u>(344)</u>
Total other (expense) income	<u>(1,630)</u>	<u>(1,302)</u>
Net loss	<u>\$ (11,950)</u>	<u>\$ (8,975)</u>
Net loss per common share - basic and diluted	<u>\$ (0.31)</u>	<u>\$ (0.30)</u>
Weighted average common shares outstanding - basic and diluted	<u>38,176,702</u>	<u>30,325,185</u>

See accompanying notes to the condensed consolidated financial statements

Akoustis Technologies, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Equity
(Unaudited)
(In thousands)

	For the Three Months Ended September 30, 2020				
	Common Stock		Additional Paid In Capital	Accumulated Deficit	Stockholders' Equity
	Shares	Par Value			
Balance, June 30, 2020	37,990	\$ 38	\$ 145,072	\$ (103,615)	\$ 41,495
Common stock issued for services	127	—	2,027	—	2,027
Common stock issued for exercise of options	18	—	102	—	102
Common stock issued for cash, net of issuance costs	416	—	3,267	—	3,267
Common stock issued in payment of note interest	31	1	243	—	244
Net loss	—	—	—	(11,950)	(11,950)
Balance, September 30, 2020	<u>38,582</u>	<u>\$ 39</u>	<u>\$ 150,711</u>	<u>\$ (115,565)</u>	<u>\$ 35,185</u>

	For the Three Months Ended September 30, 2019				
	Common Stock		Additional Paid In Capital	Accumulated Deficit	Stockholders' Equity
	Shares	Par Value			
Balance, June 30, 2019	30,141	\$ 30	\$ 93,399	\$ (67,474)	\$ 25,955
Common stock issued for services	283	—	1,703	—	1,703
Common stock issued for exercise of warrants	6	—	—	—	—
Vesting of restricted shares	—	—	303	—	303
Common stock issued in payment of note interest	38	—	244	—	244
Net loss	—	—	—	(8,975)	(8,975)
Balance, September 30, 2019	<u>30,468</u>	<u>\$ 30</u>	<u>\$ 95,649</u>	<u>\$ (76,450)</u>	<u>\$ 19,229</u>

See accompanying notes to the condensed consolidated financial statements.

Akoustis Technologies, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands, except per share data)
(Unaudited)

	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (11,950)	\$ (8,975)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	993	695
Common stock issued for services	2,027	1,703
Amortization of debt discount	1,038	711
Amortization of operating lease right of use asset	54	27
Non cash interest payments	244	244
Change in fair value of derivative liabilities	198	344
Change in fair value of contingent real estate liability	—	18
Changes in operating assets and liabilities:		
Accounts receivable	5	(299)
Inventory	(100)	(12)
Other current assets	(105)	143
Other assets	—	(63)
Accounts payable and accrued expenses	(452)	(317)
Lease liabilities	(54)	(25)
Deferred revenue	190	8
Net Cash Used in Operating Activities	(7,912)	(5,798)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash paid for machinery and equipment	(2,308)	(1,581)
Cash paid for intangibles	(38)	(64)
Net Cash Used in Investing Activities	(2,346)	(1,645)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	3,037	—
Proceeds from exercise of employee stock options	102	—
Net Cash Provided by Financing Activities	3,139	—
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash	(7,119)	(7,443)
Cash, Cash Equivalents and Restricted Cash - Beginning of Period	44,408	30,154
Cash, Cash Equivalents and Restricted Cash - End of Period	\$ 37,289	\$ 22,711
SUPPLEMENTARY CASH FLOW INFORMATION:		
Cash Paid During the Period for:		
Interest	163	163
SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued in payment of interest	244	244
Stock compensation payable	—	303
Fixed assets included in accounts payable and accrued expenses	(1,467)	—
Debt issuance costs included in accounts payable and accrued expenses	(230)	—

See accompanying notes to the condensed consolidated financial statements

AKOUSTIS TECHNOLOGIES, INC.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Note 1. Organization

Akoustis Technologies, Inc. (“the Company”) was incorporated on April 10, 2013, and effective December 15, 2016, the Company changed its state of incorporation to the State of Delaware. Through its subsidiary, Akoustis, Inc. (a Delaware corporation), the Company, headquartered in Huntersville, North Carolina, is focused on developing, designing, and manufacturing innovative radio frequency (“RF”) filter products for the wireless industry, including for products such as smartphones and tablets, cellular infrastructure equipment, WiFi Customer Premise Equipment (“CPE”), and military and defense communication applications. Located between the device’s antenna and its digital backend, the RF front-end (“RFFE”) is the circuitry that performs the analog signal processing and contains components such as amplifiers, filters and switches. To construct the resonator devices that are the building blocks for its RF filters, the Company has developed a family of novel, high purity acoustic piezoelectric materials as well as a unique microelectromechanical system (“MEMS”) wafer process, collectively referred to as XBAW™ technology. The Company leverages its integrated device manufacturing (“IDM”) business model to develop and sell high performance RF filters using its XBAW™ technology. Filters are critical in selecting and rejecting signals, and their performance enables differentiation in the modules defining the RFFE.

Note 2. Liquidity

As of September 30, 2020, the Company had cash and cash equivalents of \$37.2 million and working capital of \$35.1 million. The Company has historically incurred recurring operating losses and experienced net cash used in operating activities of \$7.9 million for the three months ended September 30, 2020, which raises substantial doubt about the Company’s ability to continue as a going concern within one year after the issuance date.

As of October 22, 2020, the Company had \$34.5 million of cash and cash equivalents, which the Company expects to be sufficient to fund its operations beyond the next twelve months from the date of filing of this Form 10-Q. These funds will be used to fund the Company’s operations, including capital expenditures, R&D, commercialization of our technology, development of our patent strategy and expansion of our patent portfolio, as well as to provide working capital and funds for other general corporate purposes. Except pursuant to its ATM Equity OfferingSM Sales Agreement with BofA Securities, Inc. and Piper Sandler & Co., the Company has no commitments or arrangements to obtain any additional funds, and there can be no assurance such funds, including under the ATM Equity OfferingSM Sales Agreement, will be available on acceptable terms or at all. If the Company is unable to obtain additional financing in a timely fashion and on acceptable terms, its financial condition and results of operations may be materially adversely affected and it may not be able to continue operations or execute its stated commercialization plan.

Note 3. Summary of Significant Accounting Policies

Basis of Presentation

The Company’s unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP. In the opinion of management, all adjustments (consisting of normal accruals) considered necessary for a fair presentation have been included. The Company has evaluated subsequent events through the filing of this Form 10-Q. Operating results for the quarter ended September 30, 2020 are not necessarily indicative of the results that may be expected for the year ending June 30, 2021 or any future interim period. The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and notes thereto included in the Company’s Form 10-K filed with the SEC on August 21, 2020 (the “2020 Annual Report”).

Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Akoustis, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

Significant Accounting Policies and Estimates

The Company’s significant accounting policies are disclosed in Note 3-Summary of Significant Accounting Policies in the 2020 Annual Report. Since the date of the 2020 Annual Report, there have been no material changes to the Company’s significant accounting policies. The preparation of the unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the unaudited condensed consolidated financial statements and the accompanying notes thereto. The policies, estimates and assumptions include valuing equity securities and derivative financial instruments issued in financing transactions, deferred taxes and related valuation allowances, revenue recognition, contingent real estate liability and the fair values of long-lived assets. Actual results could differ from the estimates.

Allowance for Doubtful Accounts

The Company provides an allowance for doubtful accounts equal to the estimated losses to be incurred in the collection of accounts receivable.

Inventory, net

Inventory is stated at the lower of cost or net realizable value using the first-in, first-out (FIFO) valuation method.

Inventory, net of reserves, consisted of the following as of September 30, 2020 and June 30, 2020 (in thousands):

	September 30, 2020	June 30, 2020
Raw Materials	\$ 28	\$ 24
Work in Process	83	69
Finished Goods	125	43
Total Inventory	\$ 236	\$ 136

Shares of Restricted Stock Outstanding

Shares outstanding include shares of restricted stock with respect to which restrictions have not lapsed. Restricted stock included in reportable shares outstanding was the following as of September 30, 2020 and 2019. Shares of restricted stock are included in the calculation of weighted average shares outstanding.

	September 30, 2020	September 30, 2019
Restricted stock included in reportable shares outstanding	28,750	181,000

Reclassification

Certain prior period amounts have been reclassified to conform to current period presentation. The reclassifications did not have an impact on net loss as previously reported

Recently Issued Accounting Pronouncements*Accounting Pronouncements Recently Adopted*

Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying condensed consolidated financial statements.

Note 4. Revenue Recognition from Contracts with Customers*Disaggregation of Revenue*

The Company's primary revenue streams include foundry fabrication services and product sales.

Foundry Fabrication Services

Foundry fabrication services revenue includes Non-Recurring Engineering ("NRE") and microelectromechanical systems ("MEMS") foundry services. The Company exited the MEMS business during fiscal year 2020. Under these contracts, products are delivered to the customer at the completion of the service which represents satisfaction of the performance obligation as well as transfer of title. Depending on language with regards to enforceable right to payment for performance completed to date, related revenue will either be recognized over time or at a point in time.

Product Sales

Product sales revenue consists of sales of RF filters and amps which are sold with contract terms stating that title passes, and the customer takes control at the time of shipment. Revenue is then recognized when the devices are shipped, and the performance obligation has been satisfied. If devices are sold under contract terms that specify that the customer does not take ownership until the goods are received, revenue is recognized when the customer receives the goods.

The following table summarizes the revenues of the Company's reportable segments for the three months ended September 30, 2020 (in thousands):

	Foundry Fabrication Services Revenue	Product Sales Revenue	Total Revenue with Customers
NRE - RF Filters	\$ 57	\$ —	\$ 57
Filters/Amps	—	579	579
Total	\$ 57	579	636

The following table summarizes the revenues of the Company's reportable segments for the three months ended September 30, 2019 (in thousands):

	Foundry Fabrication Services Revenue	Product Sales Revenue	Total Revenue with Customers
MEMS	\$ 245	\$ —	\$ 245
NRE - RF Filters	116	—	116
Filters/Amps	—	182	182
Total	\$ 361	\$ 182	\$ 543

Performance Obligations

The Company has determined that contracts for product sales revenue and foundry fabrication services revenue involve one performance obligation, which is delivery of the final product.

Contract Balances

The following table summarizes the changes in the opening and closing balances of the Company's contract asset and liability for the first quarter of fiscal year 2020 and 2019 (in thousands):

	Contract Assets	Contract Liability
Balance, June 30, 2020	\$ 125	\$ —
Closing, September 30, 2020	133	190
Increase/(Decrease)	\$ 8	\$ 190
Balance, June 30, 2019	\$ 140	\$ 5
Closing, September 30, 2019	139	13
Increase/(Decrease)	\$ (1)	\$ 8

The Company records a receivable when the title for goods has transferred. Generally, all sales are contract sales (with either an underlying contract or purchase order), resulting in all receivables being contract receivables. When invoicing occurs prior to revenue recognition a contract liability is recorded (as deferred revenue on the Condensed Consolidated Balance Sheets). At September 30, 2020, the Company recorded a contract liability of \$190 thousand related to the sale of amplifiers that were not shipped during the quarter but payment had been received. The Company shipped the amplifiers in the second quarter of fiscal year 2021. The amount of revenue recognized in the three months ended September 30, 2019 that was included in the opening contract liability balance was \$5 thousand which related to product sales.

Contract assets are recorded when revenue recognized exceeds the amount invoiced. The difference between the opening and closing balances of the Company's contract assets and contract liabilities primarily results from the timing difference between the Company's performance and the customer's payment. The amount of contract assets invoiced in the three months ended September 30, 2020 and 2019 that was included in the opening contract asset balance was \$51 thousand, which primarily related to non-recurring engineering, business and \$94 thousand, which primarily related to MEMS business, respectively.

Backlog of Remaining Customer Performance Obligations

Revenue expected to be recognized and recorded as sales during this fiscal year from the backlog of performance obligations that are unsatisfied (or partially unsatisfied) was \$0.9 million at September 30, 2020.

Note 5. Property and Equipment, net

Property and equipment, net consisted of the following as of September 30, 2020 and June 30, 2020 (in thousands):

	Estimated Useful Life	September 30, 2020	June 30, 2020
Land	n/a	\$ 1,000	\$ 1,000
Building	11 years	3,000	3,000
Equipment	2-10 years	25,465	24,746
Leasehold Improvements	*	1,072	964
Software	3 years	294	294
Furniture & Fixtures	5 years	11	11
Computer Equipment	3 years	281	267
Total		31,123	30,282
Less: Accumulated Depreciation		(7,665)	(6,677)
Total		<u>\$ 23,458</u>	<u>\$ 23,605</u>

(*) Leasehold improvements are amortized on a straight-line basis over the term of the lease or the estimated useful lives, whichever is shorter.

The Company recorded depreciation expense of \$1.0 million and \$0.7 million for the three months ended September 30, 2020 and 2019, respectively.

As of September 30, 2020, equipment with a net book value totaling \$4.3 million had not been placed in service and therefore was not depreciated during the period. As of June 30, 2020, fixed assets with a net book value totaling \$5.6 million had not been placed in service and therefore was not depreciated during the period.

Note 6. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following at September 30, 2020 and June 30, 2020 (in thousands):

	September 30, 2020	June 30, 2020
Accounts payable	\$ 707	\$ 2,135
Accrued salaries and benefits	1,943	2,478
Accrued professional fees	42	193
Accrued utilities	158	138
Accrued interest	141	137
Accrued goods received not invoiced	559	396
Other accrued expenses	199	422
Totals	<u>\$ 3,749</u>	<u>\$ 5,899</u>

Note 7. Derivative Liabilities

The table below provides a summary of the changes in fair value, including net transfers in and/or out, of all financial assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three months ended September 30, 2020 (in thousands):

	Fair Value Measurement Using Level 3 Inputs Total
Balance, June 30, 2020	\$ 1,110
Change in fair value of derivative liabilities	198
Balance, September 30, 2020 (see note 8)	\$ 1,308

The fair value of the derivative features of the convertible note at the balance sheet dates were calculated using the with-and-without method, a form of the income approach, valued with the following assumptions:

	September 30, 2020	June 30, 2020
Remaining term (years)	2.66-3.16	2.92-3.42
Expected volatility	68%	70%
Risk free interest rate	0.15-0.17%	0.18-0.20%
Dividend yield	0.00%	0.00%

Risk-free interest rate: The Company uses the risk-free interest rate of a U.S. Treasury Bill with a similar term on the date of the issuance.

Dividend yield: The Company uses a 0% expected dividend yield as the Company has not paid dividends to date and does not anticipate declaring dividends in the near future.

Volatility: The Company calculates the expected volatility of the stock price using the historical volatilities of the Company's common stock traded on the Nasdaq Capital Market.

Remaining term: The Company's remaining term is based on the remaining contractual term of the convertible notes.

Note 8. Convertible Notes

The following table summarizes convertible debt as of September 30, 2020 (in thousands):

	<u>Maturity Date</u>	<u>Stated Interest Rate</u>	<u>Conversion Price</u>	<u>Face Value</u>	<u>Remaining Debt (Discount)</u>	<u>Fair Value of Embedded Conversion Option</u>	<u>Carrying Value</u>
Long Term convertible notes payable							
6.5% convertible senior secured notes	5/31/2023	6.50%	\$ 5.00	\$ 15,000	\$ (2,981)	\$ 1,066	\$ 13,085
6.5% convertible senior notes	11/30/2023	6.50%	\$ 5.10	10,000	(469)	242	9,773
Ending Balance as of September 30, 2020				<u>\$ 25,000</u>	<u>\$ (3,450)</u>	<u>\$ 1,308</u>	<u>\$ 22,858</u>

The following table summarizes convertible debt as of June 30, 2020 (in thousands):

	<u>Maturity Date</u>	<u>Stated Interest Rate</u>	<u>Conversion Price</u>	<u>Face Value</u>	<u>Remaining Debt (Discount)</u>	<u>Fair Value of Embedded Conversion Option</u>	<u>Carrying Value</u>
Long Term convertible notes payable							
6.5% convertible senior secured notes	5/31/2023	6.50%	\$ 5.00	\$ 15,000	\$ (3,918)	\$ 894	\$ 11,976
6.5% convertible senior notes	11/30/2023	6.50%	\$ 5.10	10,000	(564)	216	9,652
Ending Balance as of June 30, 2020				<u>\$ 25,000</u>	<u>\$ (4,482)</u>	<u>\$ 1,110</u>	<u>\$ 21,628</u>

Note 9. Loans Payable

Paycheck Protection Program Loan

On May 20, 2020, Akoustis, Inc., the operating subsidiary of the Company, issued a promissory note (the "Promissory Note") in favor of Bank of America, NA (the "Lender") that provides for a loan in the principal amount of \$1.6 million (the "PPP Loan") pursuant to the Paycheck Protection Program (the "PPP") under the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), which is administered by the United States Small Business Administration (the "SBA"). The PPP Loan is scheduled to mature two years from the date of funding of the PPP Loan (the "Maturity Date") and accrues interest at a rate of 1.00% per annum. Payments under the PPP Loan are deferred for the first sixteen months of its term. Commencing 60 days from the funding of the PPP Loan, but not more than sixteen months from the funding of the PPP Loan, Akoustis, Inc. is obligated to apply to the Lender for loan forgiveness for all or a portion of the PPP Loan. Such forgiveness will be determined, subject to limitations, based on the use of loan proceeds in accordance with the PPP, including for payroll costs and mortgage interest, rent and utility costs. If the SBA confirms full forgiveness of the unpaid balance of the PPP Loan, and reimburses the Lender for the total outstanding principal and interest due under the PPP Loan, then the loan will be deemed satisfied in full. If the SBA does not confirm full forgiveness of the PPP Loan, then the Lender will establish repayment terms of the outstanding principal and interest due under the PPP Loan. No assurance is provided that Akoustis, Inc. will obtain forgiveness of the PPP Loan in whole or in part. The Promissory Note contains customary events of default relating to, among other things, payment defaults and provisions of the Promissory Note. The Company treated the PPP Loan as debt and included it as a long-term liability on the balance sheet.

The following table summarizes Paycheck Protection Program debt as of September 30, 2020 (in thousands):

	<u>Maturity Date</u>	<u>Stated Interest Rate</u>	<u>Face Value</u>	<u>Remaining Debt (Discount)</u>	<u>Carrying Value</u>
Long Term Loans payable					
Paycheck Protection Plan loan	05/20/2022	1.00%	\$ 1,633	\$ (35)	\$ 1,598
Ending Balance as of September 30, 2020			<u>\$ 1,633</u>	<u>\$ (35)</u>	<u>\$ 1,598</u>

The following table summarizes Paycheck Protection Program debt as of June 30, 2020 (in thousands):

	<u>Maturity Date</u>	<u>Stated Interest Rate</u>	<u>Face Value</u>	<u>Remaining Debt (Discount)</u>	<u>Carrying Value</u>
Long Term Loans payable					
Paycheck Protection Plan loan	05/20/2022	1.00%	\$ 1,633	\$ (42)	\$ 1,591
Ending Balance as of June 30, 2020			<u>\$ 1,633</u>	<u>\$ (42)</u>	<u>\$ 1,591</u>

The amortization of PPP loan debt discount of \$6.4 thousand was treated as interest expense on the income statement.

Note 10. Concentrations

Vendors

Vendor concentration as a percentage of purchases for the three months ended September 30, 2020 and 2019 are as follows:

	Three Months 09/30/2020	Three Months 09/30/2019
Vendor 1	11%	—
Vendor 2	—	15%

Customers

Customer concentration as a percentage revenue for the three months ended September 30, 2020 and 2019 are as follows:

	Three Months 09/30/2020	Three Months 09/30/2019
Customer 1	74%	—
Customer 2	10%	—
Customer 3	—	45%
Customer 4	—	20%
Customer 5	—	20%

Note 11. Stockholders' Equity

Equity Issuances

On May 8, 2020, the Company entered into an ATM Equity OfferingSM Sales Agreement with BofA Securities, Inc. and Piper & Sandler & Co. pursuant to which the Company may sell from time to time shares of its common stock having an aggregate offering price of up to \$50,000,000 (the "ATM Program").

During the three months ended September 30, 2020, the Company sold a total of 416,221 shares of its common stock at a price to the public of an average of \$8.08 per share through the ATM Program for aggregate gross proceeds of approximately \$3.4 million, before deducting compensation paid to the sales agents of approximately \$0.1 million.

Equity Incentive Plans

During the three months ended September 30, 2020, the Company granted employees options to purchase an aggregate of 356,750 shares of common stock with a weighted average grant date fair value of \$4.48. The fair values of the Company's options were estimated at the dates of grant using a Black-Scholes option pricing model with the following assumptions:

	Three Months Ended September 30, 2020
Exercise price	\$ 7.72 - 8.14
Expected term (years)	4.75 - 5.00
Risk-free interest rate	0.25% - 0.28%
Volatility	67 - 68%
Dividend yield	0%
Weighted Average Grant Date Fair Value of Options granted during the period	\$4.48

Expected term: The Company's expected term is based on the period the options are expected to remain outstanding. The Company estimated this amount utilizing the "Simplified Method" in that the Company does not have sufficient historical experience to provide a reasonable basis to estimate an expected term.

Risk-free interest rate: The Company uses the risk-free interest rate of a U.S. Treasury Note with a similar term on the date of the grant.

Volatility: The Company calculates the expected volatility of the stock price using the historical volatilities of the Company's common stock traded on the Nasdaq Capital Market.

Dividend yield: The Company uses a 0% expected dividend yield as the Company has not paid dividends to date and does not anticipate declaring dividends in the near future.

During the three months ended September 30, 2020 the Company awarded certain employees and directors grants of an aggregate of 407,403 restricted stock units ("RSUs") with a weighted average grant date fair value of \$8.07. The RSUs will be expensed over the requisite service period. The terms of the RSUs include vesting provisions based solely on continued service. If the service criteria are satisfied, the RSUs will generally vest over 4 – 5 years.

Compensation expense related to our stock-based awards described above was as follows (in thousands):

	Three Months Ended September 30,	
	2020	2019
Research and Development	\$ 1,014	\$ 956
General and Administrative	1,013	747
Total	\$ 2,027	\$ 1,703

Unrecognized stock-based compensation expense and weighted-average years to be recognized are as follows (in thousands):

	As of September 30, 2020	
	Unrecognized stock- based compensation	Weighted- average years to be recognized
Options	\$ 3,257	2.39
Restricted stock awards/units	8,267	2.40

Note 12. Commitments and Contingencies

Leases

The Company leases office space and office equipment in Huntersville, NC as well as equipment in Canandaigua, NY. Our leases have remaining lease terms of up to five years, some of which include options to extend the leases for up to twenty-four months. Following adoption of ASC 842, lease expense excludes capital area maintenance and property taxes.

The components of lease expense were as follows:

	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019
Operating Lease Expense	\$ 75	43

Supplemental balance sheet information related to leases was as follows (in thousands):

	Classification on the Condensed Consolidated Balance Sheet	September 30, 2020
Assets		
Operating lease assets	Other non-current assets	\$ 645
Liabilities		
Other current liabilities	Current liabilities	241
Operating lease liabilities	Other non-current liabilities	408
Weighted Average Remaining Lease Term:		
Operating leases		2.5
Weighted Average Discount Rate:		
Operating leases		12.47%

The following table outlines the minimum future lease payments for the next five years and thereafter, (in thousands):

For the year ending June 30,	
2021	\$ 229
2022	313
2023	204
2024	7
2025	—
Thereafter	—
Total lease payments (undiscounted cash flows)	753
Less imputed interest	(104)
Total	\$ 649

Ontario County Industrial Development Authority Agreement

On February 27, 2018, the Company entered into a Lease and Project Agreement (the “Lease and Project Agreement”) and a Company Lease Agreement (the “Company Lease Agreement”) and together with the Lease and Project Agreement, the “Agreements”), each dated as of February 1, 2018, with the Ontario County Industrial Development Agency, a public benefit corporation of the State of New York (the “OCIDA”). Pursuant to the Agreements, the Company will lease for \$1.00 annually to the OCIDA an approximately 9.995 acre parcel of land in Canandaigua, New York, together with the improvements thereon (including the Company’s New York fabrication facility), and transfer title to certain related equipment and personal property to the OCIDA (collectively, the “Facility”). The OCIDA will lease the Facility back to the Company for annual rent payments specified in the Lease and Project Agreement for the Company’s primary use as research and development, manufacturing, warehouse and professional office space in its business, and to be subleased, in part, by the Company to various existing tenants. The Company estimates substantial tax savings during the term of the Agreements, which expire on December 31, 2028. In addition, subject to the terms of the Lease and Project Agreement, certain purchases and leases of eligible items will be exempt from the imposition of sales and use taxes. Subject to the terms of the Lease and Project Agreement, the OCIDA has also granted to the Company an exemption from certain mortgage recording taxes for one or more mortgages securing an aggregate principal amount not to exceed \$12.0 million, or such greater amount as approved by the OCIDA in its sole and absolute discretion. The benefits provided to the Company pursuant to the terms of the Lease and Project Agreement are subject to claw back over the life of the Agreements upon certain recapture events, including certain events of default.

Litigation, Claims and Assessments

From time to time, the Company may become involved in lawsuits, investigations and claims that arise in the ordinary course of business. The Company believes it has meritorious defenses against all pending claims and intends to vigorously pursue them. While it is not possible to predict or determine the outcomes of any pending actions, the Company believes the amount of liability, if any, with respect to such actions, would not materially affect its financial position, results of operations or cash flows.

Note 13. Related Party Transactions

Asset Purchase and Sale

On September 30, 2020, Akoustis, Inc. sold to a third party certain of its inventory, together with related warranty obligations, delivery commitments and design data and files (the "Designs"). In connection with such transaction, Akoustis, Inc. entered into an Asset Purchase Agreement, dated September 30, 2020 with Big Red, LLC for the purchase of the Designs for \$25,000. Members of Big Red, LLC include the brother of the Company's Chief Executive Officer and two non-executive employees of the Company.

Note 14. Segment Information

Operating segments are defined as components of an enterprise about which separate financial information is available and evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is its Chief Executive Officer. The Company operates in two segments, Foundry Fabrication Services which consists of engineering review services and STC-MEMS foundry services, and RF Product which consists of amplifier and filter product sales, and grant revenue. The Company records all general and administrative costs in the RF Product segment.

The Company evaluates performance of its operating segments based on revenue and operating profit (loss). Segment information for the three months ended September 30, 2020 and 2019 are as follows (in thousands):

	<u>Foundry/ Fabrication Services</u>	<u>RF Product</u>	<u>Total</u>
Three months ended September 30, 2020			
Revenue	\$ 57	579	636
Cost of revenue	53	1,596	1,649
Gross margin	4	(1,017)	(1,013)
Research and development	—	6,380	6,380
General and administrative	—	2,927	2,927
Income (Loss) from Operations	\$ 4	(10,324)	(10,320)
Three months ended September 30, 2019			
Revenue	\$ 361	\$ 182	\$ 543
Cost of revenue	138	198	336
Gross margin	223	(16)	207
Research and development	—	5,079	5,079
General and administrative	—	2,801	2,801
Income (Loss) from Operations	\$ 223	(7,896)	(7,673)
As of September 30, 2020			
Accounts receivable	\$ 26	320	346
Property and equipment, net	—	23,458	23,458
As of June 30, 2020			
Accounts receivable	\$ 71	\$ 280	\$ 351
Property and equipment, net	\$ —	\$ 23,605	\$ 23,605

Note 15. Loss Per Share

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted net loss per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. In periods when losses are reported, which is the case for the three months ended September 30, 2020 and September 30, 2019 presented in these condensed consolidated financial statements, the weighted-average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive.

The Company had the following common stock equivalents at September 30, 2020 and 2019:

	<u>September 30, 2020</u>	<u>September 30, 2019</u>
Convertible Notes	4,960,800	4,960,800
Options	2,633,165	2,137,665
Warrants	395,700	626,343
Total	<u>7,989,665</u>	<u>7,724,808</u>

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

References in this report to "Akoustis," the "Company," "we," "us," and "our" refer to Akoustis Technologies, Inc. and its consolidated subsidiary, Akoustis, Inc. each of which is a Delaware corporation.

Cautionary Note Regarding Forward-Looking Statements

This quarterly report on Form 10-Q contains forward-looking statements that relate to our plans, objectives, estimates, and goals. Any and all statements contained in this report that are not statements of historical fact may be deemed to be forward-looking statements. Terms such as "may," "might," "would," "should," "could," "project," "estimate," "predict," "potential," "strategy," "anticipate," "attempt," "develop," "plan," "help," "believe," "continue," "intend," "expect," "future," and terms of similar import (including the negative of any of the foregoing) may identify forward-looking statements. However, not all forward-looking statements may contain one or more of these identifying terms. Forward-looking statements in this report may include, without limitation, statements regarding (i) the plans and objectives of management for future operations, including plans or objectives relating to the development of commercially viable radio frequency ("RF") filters, (ii) projections of income (including income/loss), earnings (including earnings/loss) per share, capital expenditures, dividends, capital structure or other financial items, (iii) our future financial performance, including any such statement contained in this management's discussion and analysis of financial condition or in the results of operations included pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"), (iv) our ability to efficiently utilize cash and cash equivalents to support our operations for a given period of time, (v) our ability to engage customers while maintaining ownership of our intellectual property, and (vi) the assumptions underlying or relating to any statement described in (i), (ii), (iii), (iv) or (v) above.

Forward-looking statements are not meant to predict or guarantee actual results, performance, events or circumstances and may not be realized because they are based upon our current projections, plans, objectives, beliefs, expectations, estimates, and assumptions and are subject to a number of risks and uncertainties and other influences, many of which are beyond our control. Actual results and the timing of certain events and circumstances may differ materially from those described by the forward-looking statements as a result of these risks and uncertainties. Factors that may influence or contribute to the inaccuracy of the forward-looking statements or cause actual results to differ materially from expected or desired results may include, without limitation, our inability to obtain adequate financing and sustain our status as a going concern; our limited operating history; our inability to service the debt represented by our \$25.0 million principal amount of senior convertible notes due in 2023; our inability to generate revenues or achieve profitability; the results of our research and development ("R&D") activities; our inability to achieve acceptance of our products in the market; the impact of the COVID-19 pandemic on our operations, financial condition and the worldwide economy, including its impact on our ability to access the capital markets; general economic conditions, including upturns and downturns in the industry; our limited number of patents; failure to obtain, maintain, and enforce our intellectual property rights; our inability to attract and retain qualified personnel; our reliance on third parties to complete certain processes in connection with the manufacture of our products; product quality and defects; existing or increased competition; our ability to market and sell our products; our inability to successfully scale our New York wafer fabrication facility and related operations while maintaining quality control and assurance and avoiding delays in output; contracting with customers and other parties with greater bargaining power and agreeing to terms and conditions that may adversely affect our business; risks related to doing business in foreign countries; any security breaches or other disruptions compromising our proprietary information and exposing us to liability; our failure to innovate or adapt to new or emerging technologies; our failure to comply with regulatory requirements; results of any arbitration or litigation that may arise; stock volatility and illiquidity; our failure to implement our business plans or strategies; our failure to maintain effective internal control over financial reporting; and our failure to obtain and maintain the Trusted Foundry accreditation of our New York wafer fabrication facility.

These and other risks and uncertainties, which are described in more detail in our Annual Report on Form 10-K, filed with the SEC on August 21, 2020 (the "2020 Annual Report"), could cause our actual results to differ materially from those expressed or implied by the forward-looking statements in this report. Readers are cautioned not to place undue reliance on forward-looking statements because of the risks and uncertainties related to them. Except as may be required by law, we do not undertake any obligation to update the forward-looking statements contained in this report to reflect any new information or future events or circumstances or otherwise.

Overview

Akoustis® is an emerging commercial product company focused on developing, designing, and manufacturing innovative RF filter solutions for the wireless industry, including for products such as smartphones and tablets, network infrastructure equipment, WiFi Customer Premise Equipment (“CPE”) and defense applications. Filters are critical in selecting and rejecting signals, and their performance enables differentiation in the modules defining the RF front-end (“RFFE”). Located between the device’s antenna and its digital backend, the RFFE is the circuitry that performs the analog signal processing and contains components such as amplifiers, filters and switches. We have developed a proprietary microelectromechanical system (“MEMS”) based bulk acoustic wave (“BAW”) technology and a unique manufacturing process flow, called “XBAW”, for our filters produced for use in RFFE modules. Our XBAW™ filters incorporate optimized high purity piezoelectric materials for high power, high frequency and wide bandwidth operation. We are developing RF filters for 4G/LTE, 5G, WiFi and defense bands using our proprietary resonator device models and product design kits (PDKs). As we qualify our RF filter products, we are engaging with target customers to evaluate our filter solutions. Our initial designs target UHB, sub 7 GHz 4G/LTE, 5G, WiFi and defense bands. We expect our filter solutions will address problems (such as loss, bandwidth, power handling, and isolation) created by the growing number of frequency bands in the RFFE of mobile devices, infrastructure and premise equipment to support 4G/LTE, 5G, and WiFi. We have prototyped, sampled and begun commercial shipment of our single-band low-loss BAW filter designs for 4G/LTE frequency bands, 5G frequency bands and 5GHz WiFi bands which are suited to competitive BAW solutions and historically cannot be addressed with low-band, lower power handling surface acoustic wave (“SAW”) technology.

We own and/or have filed applications for patents on the core resonator device technology, manufacturing facility and intellectual property (“IP”) necessary to produce our RF filter chips and operate as a “pure-play” RF filter supplier, providing discrete filter solutions direct to Original Equipment Manufacturers (“OEMs”) and aligning with the front-end module manufacturers that seek to acquire high performance filters to expand their module businesses. We believe this business model is the most direct and efficient means of delivering our solutions to the market.

Technology. Our device technology is based upon bulk-mode acoustic resonance, which we believe is superior to surface-mode resonance for high-band and ultra-high-band (“UHB”) applications that include 4G/LTE, 5G, WiFi, and defense applications. Although some of our target customers utilize or manufacture the RFFE module, they may lack access to critical UHB filter technology that we produce, which is necessary to compete in high frequency applications.

Manufacturing. We currently manufacture our high-performance RF filter circuits, using our first generation XBAW™ wafer process, in our 120,000-square foot wafer-manufacturing facility located in Canandaigua, New York, which we acquired in June 2017.

Intellectual Property. As of October 19, 2020, our IP portfolio included 33 patents, including a blocking patent that we have licensed from Cornell University. Additionally, as of October 19, 2020, we have 73 pending patent applications. These patents cover our XBAW™ RF filter technology from raw materials through the system architectures.

By designing, manufacturing, and marketing our RF filter products to mobile phone OEMs, defense OEMs, network infrastructure OEMs, and WiFi CPE OEMs, we seek to enable broader competition among the front-end module manufacturers.

Since we own and/or have filed applications for patents on the core technology and control access to our intellectual property, we expect to offer several ways to engage with potential customers. First, we intend to engage with multiple wireless markets, providing standardized filters that we design and offer as standard catalog components. Second, we expect to deliver unique filters to customer-supplied specifications, which we will design and fabricate on a customized basis. Finally, we may offer our models and design kits for our customers to design their own filters utilizing our proprietary technology.

We have earned minimal revenue from operations since inception, and we have funded our operations primarily with development contracts, RF filter and production orders, government grants, MEMS foundry and engineering services, and sales of debt and equity securities. The Company has incurred losses, primarily the result of material and processing costs associated with developing and commercializing our technology, as well as personnel costs, professional fees (primarily accounting and legal), and other general and administrative (“G&A”) expenses. We expect to continue to incur substantial costs for commercialization of our technology on a continuous basis because our business model involves materials and solid-state device technology development and engineering of catalog and custom filter design solutions.

To succeed, we must convince mobile phone OEMs, RFFE module manufacturers, network infrastructure OEMs, WiFi CPE OEMs and defense customers to use our XBAW™ filter technology in their systems and modules. However, since there are two dominant BAW filter suppliers in the industry that have high-band technology, and both utilize such technology as a competitive advantage at the module level, we expect customers that lack access to high-band filter technology will be open to engage with our pure-play filter company.

We plan to pursue RF filter design and R&D development agreements and potentially joint ventures with target customers and other strategic partners, although we cannot guarantee we will be successful in these efforts. These types of arrangements may subsidize technology development costs and qualification, filter design costs, and offer complementary technology and market intelligence and other avenues to revenue. However, we intend to retain ownership of our core technology, intellectual property, designs, and related improvements. We expect to pursue development of catalog designs for multiple customers and to offer such catalog products in multiple sales channels.

Impact of COVID-19 on our Business

Although the ultimate impact of the COVID-19 pandemic on our business is unknown, in an effort to protect the health and safety of our employees, we have taken proactive, precautionary action and adopted social distancing measures, daily self-health attestations, and mandatory mask policies at our locations, including when warranted by state and local guidelines, the implementation of new staffing plans in our facilities whereby certain employees work remotely and the remaining on-site force is divided into multiple shifts or segregated in different parts of the facility. Our actions continue to evolve in response to new government measures and scientific knowledge regarding COVID-19. In an effort to contain COVID-19 or slow its spread, governments around the world have also enacted various measures, including orders to close all businesses not deemed “essential,” isolate residents to their homes or places of residence, and practice social distancing when engaging in essential activities. These measures have impacted the method and timing of certain business meetings and deliverables to certain customers, as well as our ability to obtain certain materials, equipment and services from suppliers. For example, Executive Orders issued by the Governor of New York introduced potential delays in the procurement of installation and maintenance services from vendors without personnel located in New York, New Jersey or Connecticut.

These actions and the global health crisis caused by COVID-19 have negatively impacted business activity across the globe. We have observed declining demand and price reductions in the electronics industry as business and consumer activity has decelerated. Additionally, we have observed delays in certain suppliers’ shipment of materials necessary for us to manufacture our products and in certain vendors’ ability to deliver equipment for installation at our facilities. When COVID-19 is demonstrably contained, we anticipate a rebound in economic activity, depending on the rate, pace, and effectiveness of the containment efforts deployed by various national, state, and local governments; however, the timing and extent of any such rebound is uncertain.

We will continue to actively monitor the situation and may take further actions altering our business operations that we determine are in the best interests of our employees, customers, partners, suppliers, and stakeholders, or as required by federal, state, or local authorities. It is not clear what the ultimate effects any such alterations or modifications may have on our business, including the effects on our customers, employees, and prospects, or on our financial results for the remainder of fiscal year 2021 or beyond.

Recent Developments

On August 19, 2020, the Company announced the industry's first 6.5 GHz BAW filter for the emerging WiFi 6E standard. This filter compliments the 5.5 GHz filter introduced in June of 2020, with the two combining to filter all the new spectrum allotted for WiFi 6E between 5.1 and 7.1 GHz.

On August 24, 2020, Akoustis announced its first order for its 5.5 and 6.5 GHz WiFi 6E filters from a tier-1 enterprise-class customer. The filters are being tested for inclusion in a next-generation multi-user multiple-in-multiple-out (MU-MIMO) platform that is expected to ramp in calendar 2021.

On August 26, 2020, the Company announced that it had received its third design win for 5G small cell network infrastructure equipment from its tier-1 customer.

On September 2, 2020, Akoustis announced that it had added former Grant Thornton CEO J. Michael McGuire to its board of directors.

On September 23, 2020, the Company announced that it received a design win and initial order for a 5G small cell network infrastructure XBAW™ filter from a second customer. The filter operated within the 5G new radio band n79.

Critical Accounting Policies

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in our 2020 Annual Report.

Results of Operations

Three Months Ended September 30, 2020 and 2019

Revenue

The Company recorded revenue of \$0.6 million for the three months ended September 30, 2020 as compared to \$0.5 million for the three months ended September 30, 2019. The increase of \$0.1 million was primarily due to an increase in RF product revenue of \$0.4 million or 219%. Partially offsetting the increase in filter sales was a decrease in MEMS revenue of \$0.2 million, a product line that the Company exited during fiscal year 2020.

Cost of Revenue

The Company recorded cost of revenue of \$1.6 million for the three months ended September 30, 2020 as compared to \$0.3 million for the three months ended September 30, 2019. The \$1.3 million increase is primarily due to costs associated with RF product revenue which increased by \$0.4 million. Cost of revenue includes direct labor, material, net realizable value (NRV) adjustments, and facility costs primarily associated with foundry services revenue, manufacturing of filter products and engineering services.

Research and Development Expenses

R&D expenses were \$6.4 million for the three months ended September 30, 2020 and were \$1.3 million, or 26%, higher than the prior year amount for the same period of \$5.1 million. The period-over-period increase was primarily in the areas of R&D personnel costs, R&D materials and facility costs as well as R&D equipment depreciation. Personnel costs, including stock-based compensation, were \$3.5 million compared to \$3.0 million in the prior year period, an increase of \$0.5 million or 16%. The higher personnel cost was primarily due to increased headcount at both the Huntersville, NC location and the NY Fabrication Facility. Material and facility costs of \$1.7 million primarily associated with the NY Facility were \$0.5 million higher than the comparative period due to increased R&D activity. Equipment depreciation increased by \$0.3 million as new equipment was placed into service subsequent to September 30, 2019.

General and Administrative Expense

General and administrative ("G&A") expenses include salaries and wages for executive and administrative staff, stock-based compensation, professional fees, insurance costs and other general costs associated with the administration of our business. G&A expenses for the three months ended September 30, 2020 were \$2.9 million, which is an increase of \$0.1 million compared to the three months ended September 30, 2019. Year over year changes within G&A expenses include an increase in employee compensation of \$0.2 million which was partially offset by lower general expenses, primarily professional fees.

Other (Expense)/Income

Other expenses for the three months ended September 30, 2020 were \$1.6 million, which included debt discount amortization of \$1.0 million, interest expense of \$0.4 million, and a change in fair value of our derivative liability of \$0.2 million. Other expenses for the three months ended September 30, 2019 were \$1.3 million, consisting of \$0.7 million of debt discount amortization and interest expense of \$0.4 million, and a change in fair value of our derivative liability of \$0.3 million.

Net Loss

The Company recorded a net loss of \$12.0 million for the three months ended September 30, 2020, compared to a net loss of \$9.0 million for the three months ended September 30, 2019. The period-over-period incremental loss of \$3.0 million, or 33%, was primarily driven by an increase in cost of sales and R&D expenses of \$2.6 million.

Liquidity and Capital Resources

Financing Activities

The Company had \$37.2 million of cash and cash equivalents on hand as of September 30, 2020, which reflects a decrease of \$7.1 million compared to \$44.3 million as of June 30, 2020. The decrease is primarily due to \$7.9 million in net cash used in operating activities, \$2.3 million in capital expenditures, net of \$3.1 million in cash provided by financing activities for the three months ended September 30, 2020. The Company estimates that cash on hand will fund its operations, including current capital expense commitments beyond the next twelve months from the date of filing of this Form 10-Q. As a result, we may need to obtain additional capital through the sale of additional equity securities, debt, or otherwise, to fund operations past that date. There is no assurance that the Company's projections and estimates are accurate. The Company is actively managing and controlling the Company's cash outflows to mitigate these risks.

Balance Sheet and Working Capital

September 30, 2020 compared to June 30, 2020

As of September 30, 2020, the Company had current assets of \$39.3 million made up primarily of cash on hand of \$37.2 million. As of June 30, 2020, current assets were \$46.2 million comprised primarily of cash on hand of \$44.3 million.

Property, Plant and Equipment was \$23.5 million as of September 30, 2020 as compared to a balance of \$23.6 million as of June 30, 2020.

Total assets as of September 30, 2020 and June 30, 2020 were \$64.3 million and \$71.4 million, respectively.

Current liabilities as of September 30, 2020 and June 30, 2020 were \$4.2 million and \$6.1 million, respectively.

Long-term liabilities totaled \$25.0 million as of September 30, 2020, compared to \$23.8 million as of June 30, 2020. The increase of \$1.2 million was due to the increase in convertible notes, net of debt discount and issuance costs.

Stockholders' equity was \$35.2 million as of September 30, 2020, compared to \$41.5 million as of June 30, 2020, a decrease of \$6.3 million, or 15%. This decrease was primarily due to the net loss for the three months ended September 30, 2020 of \$12.0 million which was partially offset by an increase in additional paid-in-capital ("APIC"). APIC was \$150.7 million as of September 30, 2020 and increased by \$5.6 million from June 30, 2020. The increase was primarily due to common stock issued for cash of \$3.3 million, common stock issued for services of \$2.0 million, and stock issued in payment of convertible note interest of \$0.2 million.

Cash Flow Analysis

Operating activities used cash of \$7.9 million during the three months ended September 30, 2020 and \$5.8 million during the 2019 comparative period. The \$2.1 million period-over-period increase in cash used was attributable to higher operating expenses associated with the ramp up of development and commercialization activities (primarily R&D and production personnel and material costs).

Investing activities used cash of \$2.3 million for the three months ended September 30, 2020 compared to \$1.6 million for the comparative period ended September 30, 2019. The \$0.7 million period-over-period increase was primarily due to increased spend on production equipment.

Financing activities increased cash by \$3.1 million during the three months ended September 30, 2020 compared to the same period in 2019 due to proceeds from issuance of common stock pursuant to the Company's ATM Equity OfferingSM Sales Agreement with BofA Securities, Inc. and Piper & Sandler & Co.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable to smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

Management's Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is (1) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and (2) accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

As of September 30, 2020, our management, with the participation of our Chief Executive Officer and Interim Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our Chief Executive Officer and Interim Chief Financial Officer have concluded based upon the evaluation described above that, as of September 30, 2020, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

During the quarter ended September 30, 2020, there were no changes in our internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15(d)-15(f) promulgated under the Securities Exchange Act of 1934, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

From time to time, we may become involved in various lawsuits and legal proceedings that arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may have an adverse effect on our business, financial condition or results of operations and prospects.

We are currently not aware of any material pending legal proceedings to which we are a party or of which any of our property is the subject, nor are we aware of any such proceedings that are contemplated by any governmental authority.

ITEM 1A. RISK FACTORS.

In addition to the other information set forth in this report, you should carefully consider the factors discussed under Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended June 30, 2020. These factors could materially adversely affect our business, financial condition, liquidity, results of operations and capital position, and could cause our actual results to differ materially from our historical results or the results contemplated by the forward-looking statements contained in this report. There have been no material changes to the risk factors described in Part I, Item 1A, "*Risk Factors*," included in our 2020 Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Unregistered Sales of Equity Securities

Other than any sales previously reported in the Company's Current Reports on Form 8-K, the Company did not sell any unregistered securities during the period covered by this report.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

The exhibits in the Exhibit Index below are filed or furnished, as applicable, as part of this report.

EXHIBIT INDEX

Exhibit Number	Description
3.1	Articles of Conversion of the Company, as filed with the Nevada Secretary of State on December 15, 2016 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on December 16, 2016)
3.2	Certificate of Conversion of the Company, as filed with the Delaware Secretary of State on December 15, 2016 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on December 16, 2016)
3.3	Certificate of Incorporation, as filed with the Delaware Secretary of State on December 15, 2016 (incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed with the SEC on December 16, 2016)
3.4	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.5 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 1, 2020)
31.1*	Rule 13(a)-14(a)/15(d)-14(a) Certification of Principal Executive Officer
31.2*	Rule 13(a)-14(a)/15(d)-14(a) Certification of Principal Financial Officer
32.1*	Section 1350 Certification of Principal Executive Officer
32.2*	Section 1350 Certification of Principal Financial Officer
101*	Interactive Data Files of Financial Statements and Notes
101.INS*	Instant Document
101.SCH*	XBRL Taxonomy Schema Document
101.CAL*	XBRL Taxonomy Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Definition Linkbase Document
101.LAB*	XBRL Taxonomy Label Linkbase Document
101.PRE*	XBRL Taxonomy Presentation Linkbase Document

* Filed herewith

† Confidential portions of this exhibit have been omitted

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: October 30, 2020

Akoustis Technologies, Inc.

By: /s/ Kenneth E. Boller
Kenneth E. Boller
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Jeffrey B. Shealy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Akoustis Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2020

/s/ Jeffrey B. Shealy

Jeffrey B. Shealy
President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Kenneth E. Boller, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Akoustis Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2020

/s/ Kenneth E. Boller

Kenneth E. Boller
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Akoustis Technologies, Inc. (the "Company") on Form 10-Q for the quarterly period ended September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jeffrey B. Shealy, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2020

/s/ Jeffrey B. Shealy
Jeffrey B. Shealy
President and Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Akoustis Technologies, Inc. (the "Company") on Form 10-Q for the quarterly period ended September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kenneth E. Boller, Interim Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2020

/s/ Kenneth E. Boller

Kenneth E. Boller
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.