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 December 31, 2021

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	**33-1229046**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
9805 Northcross Center Court, Suite A Huntersville, NC	**28078**
(Address of principal executive offices)	(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	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

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 January 20, 2022, there were54,672,366 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 DECEMBER 31, 2021

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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)

	December 31, 2021	June 30, 2021
Assets		
Assets:		
Cash and cash equivalents	$ 67,467	$ 88,322
Accounts receivable	2,502	1,170
Inventory	2,286	1,390
Other current assets	3,158	2,314
Total current assets	75,413	93,196
Property and equipment, net	40,248	30,730
Goodwill	7,835	—
Intangibles, net	10,167	572
Operating lease right-of-use asset, net	389	471
Other assets	60	25
Total Assets	**$ 134,112**	**$ 124,994**
Liabilities and Equity		
Current Liabilities:		
Accounts payable and accrued expenses	$ 6,720	$ 6,954
Deferred revenue	101	41
Operating lease liability - current	291	270
Total current liabilities	7,112	7,265
Long-term Liabilities:		
Contingent consideration	1,082	—
Operating lease liability	94	202
Deferred tax liability	2,039	—
Other long-term liabilities	117	117
Total long-term liabilities	3,332	319

Total Liabilities	10,444	7,584
Equity		
Preferred stock, par value $0.001: 5,000,000 shares authorized; none issued and outstanding	—	—
Common stock, $0.001 par value; 100,000,000 shares authorized; 54,659,660 and 51,235,764 shares issued and outstanding at December 31, 2021 and June 30, 2021, respectively	55	51
Additional paid in capital	291,969	265,130
Accumulated deficit	(175,884)	(147,771)
Total Akoustis Technologies, Inc. equity	**$ 116,140**	**$ 117,410**
Noncontrolling interest	7,528	—
Total Equity	123,668	117,410
Total Liabilities and Equity	**$ 134,112**	**$ 124,994**

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 December 31, 2021	For the Three Months Ended December 31, 2020	For the Six Months Ended December 31, 2021	For the Six Months Ended December 31, 2020
Revenue				
Revenue with customers	$ 3,672	$ 1,308	$ 5,540	$ 1,944
Cost of revenue	4,549	2,602	7,451	4,251
Gross profit (loss)	**(877)**	**(1,294)**	**(1,911)**	**(2,307)**
Operating expenses				
Research and development	9,192	5,566	17,166	11,946
General and administrative expenses	5,146	3,361	9,022	6,288
Total operating expenses	**14,338**	**8,927**	**26,188**	**18,234**
Loss from operations	**(15,215)**	**(10,221)**	**(28,099)**	**(20,541)**
Other (expense) income				
Interest (expense) income	28	(1,703)	62	(3,135)
Change in fair value of derivative liabilities	—	14	—	(184)
Total other (expense) income	28	(1,689)	62	(3,319)
Net loss before income taxes	**$ (15,187)**	**$ (11,910)**	**$ (28,037)**	**$ (23,860)**
Income Taxes	(58)	—	(58)	—
Net Loss	**$ (15,245)**	**$ (11,910)**	**$ (28,095)**	**$ (23,860)**
Net loss (income) attributable to noncontrolling interest	(19)	—	(19)	—
Net loss attributable to common stockholders	**$ (15,264)**	**$ (11,910)**	**$ (28,114)**	**$ (23,860)**
Net loss per common share - basic and diluted	$ (0.29)	$ (0.30)	$ (0.54)	$ (0.61)
Weighted average common shares outstanding - basic and diluted	52,924,078	39,445,268	52,180,077	38,810,985

See accompanying notes to the condensed consolidated financial statements.

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

For the Six Months Ended December 31, 2021		
Common Stock	**Additional Paid In**	**Accumulated**

	Shares	Par Value	Capital	Deficit	Equity
Balance, June 30, 2021	51,236	$ 51	$ 265,130	$ (147,771)	$ 117,410
Common stock issued for cash, net of issuance costs	556	1	5,431	—	5,432
Stock-based compensation	237	—	2,348	—	2,348
Common stock issued for exercise of warrants	4	—	24	—	24
Common stock issued for exercise of options	5	—	33	—	33
Net loss	—	—	—	(12,849)	(12,849)
Balance, September 30, 2021	52,038	$ 52	$ 272,966	$ (160,620)	$ 112,398

	Common Stock		Additional Paid In	Accumulated	Noncontrolling	
	Shares	Par Value	Capital	Deficit	Interest	Equity
Balance, September 30, 2021	52,038	$ 52	$ 272,966	$ (160,620)	$ —	$ 112,398
Common stock issued for cash, net of issuance costs	1,931	2	13,355	—	—	13,357
Stock-based compensation	356	—	2,900	—	—	2,900
Common stock issued for exercise of warrants	4	—	33	—	—	33
Common stock issued for exercise of options	15	—	107	—	—	107
ESPP purchase	53	1	311	—	—	312
Common stock issued in acquisition	263	—	2,297	—	—	2,297
Noncontrolling interest acquired	—	—	—	—	7,510	7,510
Net loss	—	—	—	(15,264)	18	(15,246)
Balance, December 31, 2021	54,660	$ 55	$ 291,969	$ (175,884)	$ 7,528	$ 123,668

See accompanying notes to the condensed consolidated financial statements.

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

	For the Six Months Ended December 31, 2020				
	Common Stock		Additional Paid In	Accumulated	
	Shares	Par Value	Capital	Deficit	Equity
Balance, June 30, 2020	37,990	$ 38	$ 145,072	$ (103,615)	$ 41,495
Stock-based compensation	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	38,582	$ 39	$ 150,711	$ (115,565)	$ 35,185

	Common Stock		Additional Paid In	Accumulated	
	Shares	Par Value	Capital	Deficit	Equity
Balance, September 30, 2020	38,582	$ 39	$ 150,711	$ (115,565)	$ 35,185

Common stock issued for cash, net of issuance costs	2,296	2	20,153	—	20,155
Stock-based compensation	350	—	2,066	—	2,066
Common stock issued for exercise of warrants	33	—	118	—	118
Common stock issued for exercise of options	73	—	422	—	422
ESPP purchase	32	—	204	—	204
Common stock issued in payment of note interest	33	—	244	—	244
Net loss	—	—	—	(11,910)	(11,910)
Balance, December 31, 2020	41,399	$ 41	$ 173,918	$ (127,475)	$ 46,484

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)

	Six Months Ended December 31, 2021	Six Months Ended December 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (28,095)	$ (23,860)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	3,174	2,080
Stock-based compensation	5,248	4,093
Amortization of debt discount	—	2,346
Amortization of operating lease right of use asset	130	110
Non cash interest payments	—	488
Change in fair value of derivative liabilities	—	184
Gain on disposal of fixed assets	(194)	—
Changes in operating assets and liabilities:		
Accounts receivable	(349)	(395)
Inventory	(698)	(515)
Other current assets	(832)	(443)
Accounts payable and accrued expenses	(1,611)	(204)
Lease liabilities	(135)	(111)
Deferred revenue	(176)	57
Net Cash Used in Operating Activities	(23,538)	(16,170)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash paid for machinery and equipment	(12,823)	(4,438)
Acquisition of business, net of cash acquired	(4,079)	—
Cash received from sale of fixed assets	287	—
Cash paid for intangibles	—	(53)
Net Cash Used in Investing Activities	(16,615)	(4,491)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	18,789	23,192
Proceeds from exercise of employee stock options	140	524
Proceeds from exercise of warrants	57	118
Proceeds from employee stock purchase plan	312	204
Net Cash Provided by Financing Activities	19,298	24,038
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash	(20,855)	3,377
Cash, Cash Equivalents and Restricted Cash - Beginning of Period	88,322	44,408
Cash, Cash Equivalents and Restricted Cash - End of Period	$ 67,467	$ 47,785
SUPPLEMENTARY CASH FLOW INFORMATION:		
Cash Paid During the Period for:		
Interest	—	325
SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued in payment of interest	—	488
Fixed assets included in accounts payable and accrued expenses	(223)	572

Acquisition of Business		
Tangible assets, excluding cash and cash equivalents	1,346	—
Intangibles	9,711	—
Goodwill	7,835	—
Deferred tax liability	(2,039)	—
Contingent consideration	(1,082)	—
Liabilities assumed	(1,885)	—
Issuance of common stock for acquisition	(2,297)	—
Noncontrolling interest	(7,510)	—

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 wholly-owned 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, Wi-Fi 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. In October 2021, the Company acquired a 51% ownership interest in RFM Integrated Device, Inc. ("RFMi"), a fabless supplier of acoustic wave RF resonators and filters. Through RFMi, the Company makes sales of surface-acoustic-wave ("SAW") resonators, RF filters, crystal (Xtal) resonators and oscillators, and ceramic products.

Note 2. Liquidity

As of December 31, 2021, the Company had cash and cash equivalents of $67.5 million and working capital of $68.3 million. The Company has historically incurred recurring operating losses and experienced net cash used in operating activities.

The Company expects cash and cash equivalents 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 for the approximately $7.0 million of common stock remaining available to be sold pursuant to its ATM Equity Offering℠ Sales Agreement, dated May 8, 2020, 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 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 ("U.S. 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 for annual financial statements. 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 December 31, 2021 are not necessarily indicative of the results that may be expected for the year ending June 30, 2022 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 30, 2021 (the "2021 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. For RFMi, a consolidated entity in which we have 51% of ownership, the Company records net loss (income) attributable to noncontrolling interest on the condensed consolidated statements of operations equal to the percentage of the ownership interest retained in such entity by the respective noncontrolling parties.

Significant Accounting Policies and Estimates

The Company's significant accounting policies are disclosed in Note. 3-Summary of Significant Accounting Policies in the 2021 Annual Report. Since the date of the 2021 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, deferred taxes and related valuation allowances, contingent consideration, goodwill, intangible assets, initial fair value of the non-controlling interest, revenue recognition, and the fair values of long-lived assets. Actual results could differ from the estimates.

Business Combinations - Business combinations are accounted for under the acquisition method in accordance with ASC 805, Business Combinations. The acquisition method requires identifiable assets acquired and liabilities assumed and any noncontrolling interest in the business acquired be recognized and measured at fair value on the acquisition date, which is the date that the acquirer obtains control of the acquired business. The amount by which the fair value of consideration transferred as the purchase price exceeds the net fair value of assets acquired and liabilities assumed is recorded as goodwill. Transaction costs are expensed in a business combination.

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.

Recently Issued Accounting Pronouncements

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. 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 December 31, 2021 (in thousands):

	Foundry Fabrication Services Revenue	Product Sales Revenue	Total Revenue with Customers
NRE	$ 383	$ —	$ 383
Filters/Amps	—	3,289	3,289
Total	**$ 383**	**$ 3,289**	**$ 3,672**

The following table summarizes the revenues of the Company's reportable segments for the six months ended December 31, 2021 (in thousands):

	Foundry Fabrication Services Revenue	Product Sales Revenue	Total Revenue with Customers
NRE	$ 796	$ —	$ 796
Filters/Amps	—	4,744	4,744
Total	**$ 796**	**$ 4,744**	**$ 5,540**

The following table summarizes the revenues of the Company's reportable segments for the three months ended December 31, 2020 (in thousands):

	Foundry Fabrication Services Revenue	Product Sales Revenue	Total Revenue with Customers
NRE - RF Filters	$ 670	$ —	$ 670
Filters/Amps	—	638	638
Total	**$ 670**	$ **638**	$ **1,308**

The following table summarizes the revenues of the Company's reportable segments for the six months ended December 31, 2020 (in thousands):

	Foundry Fabrication Services Revenue	Product Sales Revenue	Total Revenue with Customers
NRE - RF Filters	$ 727	$ —	$ 727
Filters/Amps	—	1,217	1,217
Total	**$ 727**	**$ 1,217**	**$ 1,944**

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 six months of fiscal years 2022 and 2021 (in thousands):

	Contract Assets	Contract Liability
Balance, June 30, 2021	$ 411	$ 41
Closing, December 31, 2021	823	101
Increase/(Decrease)	$ 412	$ 60
Balance, June 30, 2020	$ 125	$ —
Closing, December 31, 2020	383	57
Increase/(Decrease)	$ 258	$ 57

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). The amount of revenue recognized in the six months ended December 31, 2021 that was included in the opening contract liability balance was $41 thousand which related to non-recurring engineering services.

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 six months ended December 31, 2021 that was included in the opening contract asset balance was $293 thousand, which primarily related to non-recurring engineering services.

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 $5.4 million at December 31, 2021.

Note 5: Inventory

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

Inventory consisted of the following as of December 31, 2021 and June 30, 2021 (in thousands):

	December 31, 2021	June 30, 2021
Raw Materials	$ 858	$ 124
Work in Process	718	1,188
Finished Goods	710	78
Total Inventory	**$ 2,286**	**$ 1,390**

Note 6. Property and Equipment, net

Property and equipment, net consisted of the following as of December 31, 2021 and June 30, 2021 (in thousands):

	Estimated Useful Life	December 31, 2021	June 30, 2021
Land	n/a	$ 1,000	$ 1,000
Building	11 years	3,000	3,000
Equipment	2-10 years	45,033	35,120
Leasehold Improvements	*	3,598	1,946
Software	3 years	617	580
Furniture & Fixtures	5 years	80	73
Computer Equipment	3 years	642	310
Total		53,970	42,029
Less: Accumulated Depreciation		(13,722)	(11,299)
Total		**$ 40,248**	**$ 30,730**

(*) 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 $1.6 million and $1.1 million for the three months ended December 31, 2021 and 2020, respectively. The Company recorded depreciation expense of $3.1 million and $2.1 million for the six months ended December 31, 2021 and 2020, respectively.

As of December 31, 2021, equipment with a net book value totaling $11.7 million had not been placed in service and therefore was not depreciated during the period. As of June 30, 2021, fixed assets with a net book value totaling $4.9 million had not been placed in service and therefore was not depreciated during the period.

Note 7. Business Acquisition

On October 15, 2021, the Company acquired a majority ownership position in RFM Integrated Device, Inc. ("RFMi"), a fabless supplier of acoustic wave RF resonators and filters, to expand product offerings and provide access to new markets. The Company acquired a 51% ownership interest in RFMi from Tai-Saw Technology Co., Ltd.

(“TST”) in exchange for $6.0 million in cash and approximately $2.5 million payable in common stock of the Company. The Company has the option to acquire the remaining 49% ownership interest in RFMi from TST on or before June 30, 2022, for an additional $3.5 million in cash and approximately $4.0 million in unregistered shares of common stock of the Company.

Additionally, earn-out payments payable in cash and/or shares of common stock of the Company may be payable to TST based on the achievement of sales targets for RFMi products in each of calendar year 2022 and 2023, with potential payouts in the range of $0 to $3.0 million. The estimated fair value of the associated liability was based on the present value of the expected future payouts resulting from the projected RFMi product sales, applying a volatility rate of 30% against those future projected revenues and, using a discount rate of 9.9% and 10.2% for the first and second earnouts, respectively, and thus represented a Level 3 fair value measurement. The contingent consideration is re-measured to fair value at each reporting date until the contingency is resolved, and those changes in fair value are recognized in earnings. There have been no material changes in the fair value of the contingent consideration at December 31, 2021 since the acquisition date.

The purchase price was preliminarily allocated based on the estimated fair values of the assets acquired and liabilities assumed as follows (in thousands):

Consideration:		
Cash paid	$	6,000
Common stock		2,297
Fair value of contingent consideration		1,082
Total consideration	$	9,379
Cash	$	1,921
Other tangible assets		1,346
Intangible assets		9,711
Goodwill		7,835
Liabilities assumed		(1,885)
Deferred tax liability	$	(2,039)
Total assets acquired	$	16,889
Noncontrolling interest		(7,510)
Net assets acquired	$	9,379

The Company will continue to evaluate the fair market value and other estimates of certain assets, liabilities and tax estimates over the measurement period (up to one year from the acquisition date) as provided for in ASC 805-10.

The provisional values of the intangible assets acquired included trademarks of $1.6 million, developed technology of $1.2 million and customer relationships of $6.9 million.

The fair value of the trademarks acquired was determined based on an income approach using the “relief-from-royalty” method which estimated the value of the intangible asset by discounting the future cash flows of the asset to present value. Key inputs include a royalty rate of 3% and a discount rate of 19.5% as of the valuation date. The acquired trademarks assets are being amortized on a straight-line basis over their estimated useful lives of five years.

The fair value of the developed technology acquired was determined based on an income approach using the “relief-from-royalty” method which estimated the value of the intangible asset by discounting the future cash flows of the asset to present value. Key inputs include a royalty rate of 4% and a discount rate of 19.5% as of the valuation date. The acquired developed technology assets are being amortized on a straight-line basis over their estimated useful lives of seven years.

The fair value of the customer relationships acquired was determined based on an income approach using the “multi-period excess earnings” method in which the value of the intangible asset is determined by discounting the future cash flows of the asset to present value. Key inputs include a discount rate of 19.5%, an attrition rate of 5% and an operating expense adjustment factor of 5% as of the valuation date. These customer relationships are being amortized on a straight-line basis over their estimated useful life of seven years.

The fair value of the noncontrolling interest was determined by applying a lack of control discount of 16.7% to the implied fair value based on the total consideration paid for the 51% ownership.

The goodwill resulting from the acquisition of RFMi, which has been recorded in the RF Product segment, is attributed to synergies and other benefits that are expected to be generated from this transaction and is not deductible for income tax purposes. During the three and six months ended December 31, 2021, the Company recorded acquisition costs associated with the acquisition of RFMi totaling $0.1 million in “General and administrative expenses” in the Condensed Consolidated Statements of Operations.

Pro Forma Results

The following unaudited pro forma financial information summarizes the revenues for the three and six months ended December 31, 2021 and 2020, as if the acquisition had been completed as of July 1, 2020 (in thousands). The unaudited pro forma information does not purport to be indicative of the results that would have been obtained if the acquisitions had actually occurred at the beginning of the year prior to acquisition, nor of the results that may be reported in the future. Pro-forma earnings were not materially different from reported results for the periods presented and thus have not been included.

	Three Months Ended December 31,		Six Months Ended December 31,	
	2021	2020	2021	2020
	Unaudited	Unaudited	Unaudited	Unaudited
Revenues	$ 3,735	$ 2,175	$ 7,417	$ 3,541

Note 8: Goodwill and Intangible Assets

Intangible assets consisted of the following as of December 31, 2021 (in thousands):

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life in Years
Goodwill	$ 7,835	$ —	$ 7,835	indefinite
Trademarks	$ 1,569	$ (16)	$ 1,553	5

Developed Technology	$ 1,847	$ (88)	$ 1,759	10
Customer Relationships	$ 6,927	$ (72)	$ 6,855	7
Total	$ 18,178	$ (176)	$ 18,002	

Intangible assets consisted of the following as of June 30, 2021 (in thousands):

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life in Years
Developed Technology	$ 634	$ (62)	$ 572	15

Amortization expense totaled $108 thousand for the three months ended December 31, 2021 and $115 thousand for the six months ended December 31, 2021. Estimated future amortization expense of intangible assets for each of the next five fiscal years and thereafter are as follows (in thousands):

2022	$ 966
2023	$ 1,519
2024	$ 1,519
2025	$ 1,519
2026	$ 1,519
Thereafter	$ 3,125
Total	**$ 10,167**

Note 9. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following at December 31, 2021 and June 30, 2021 (in thousands):

	December 31, 2021	**June 30, 2021**
Accounts payable	$ 1,818	$ 1,188
Accrued salaries and benefits	2,639	4,415
Accrued professional fees	226	49
Accrued utilities	131	127
Accrued goods received not invoiced	1,404	761
Other accrued expenses	502	414
Totals	**$ 6,720**	**$ 6,954**

Note 10. Concentrations

Vendors

Vendor concentration as a percentage of purchases for the three months ended December 31, 2021 and 2020 are as follows:

	Three Months 12/31/2021	**Three Months 12/31/2020**
Vendor 1	-	13%
Vendor 2	17%	-

Customers

Customer concentration as a percentage of revenue for the three months ended December 31, 2021 and 2020 are as follows:

	Three Months 12/31/2021	**Three Months 12/31/2020**
Customer 1	-	18%
Customer 2	22%	29%
Customer 3	-	32%
Customer 4	-	15%

Customer concentration as a percentage of revenue for the six months ended December 31, 2021 and 2020 are as follows:

	Six Months 12/31/2021	**Six Months 12/31/2020**
Customer 1	-	22%
Customer 2	-	10%
Customer 3	27%	44%
Customer 4	-	12%

Note 11. Equity

Equity Offering Program

The Company has in place an ATM Equity Offering[SM] Sales Agreement with BofA Securities, Inc. and Piper Sandler & Co. (the "Sales Agreement"), pursuant to which the Company may sell from time-to-time shares of its common stock having an aggregate offering price of up to $100 million (the "Equity Offering Program"). As of December 31, 2021, the Company had sold an aggregate of $93.0 million of its shares in the Equity Offering Program.

The following table summarizes sales through the Equity Offering Program during the six months ended December 31, 2021:

Three months ended	Avg price per share	Number of Shares	Gross Proceeds (in millions)	Offering Expenses (in millions)	Net Proceeds (in millions)
September 30, 2021	$ 9.99	555,455	$ 5.5	$ 0.1	$ 5.4
December 31, 2021	$ 7.04	1,931,022	$ 13.6	$ 0.2	$ 13.4
Total	$ 7.70	2,486,477	$ 19.1	$ 0.3	$ 18.8

Equity Incentive Plans

During the six months ended December 31, 2021, the Company granted employees options to purchase an aggregate of approximately0.6 million shares of common stock. 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:

	Six Months Ended December 31, 2021
Exercise price	$ 6.76 –10.15
Expected term (years)	4.75 – 5.00
Volatility	66-67%
Risk-free interest rate	0.76%–1.14%
Dividend yield	0%
Weighted Average Grant Date Fair Value of Options granted during the period	$ 5.23

During the six months ended December 31, 2021 the Company awarded certain employees and directors grants of an aggregate of approximately0.9 million restricted stock units ("RSUs") with a weighted average grant date fair value of $9.23. 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 December 31,		Six Months Ended December 31,	
	2021	2020	2021	2020
Research and Development	$ 1,716	$ 928	$ 2,948	$ 1,942
General and Administrative	1,184	1,138	2,300	2,151
Total	$ 2,900	$ 2,066	$ 5,248	$ 4,093

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

	As of December 31, 2021	
	Unrecognized stock-based compensation	Weighted-average years to be recognized
Options	$ 4,082	2.53
Restricted stock units	$ 12,271	2.37

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 December 31, 2021	Three Months Ended December 31, 2020	Six Months Ended December 31, 2021	Six Months Ended December 31, 2020
Operating Lease Expense	$ 82	$ 75	$ 157	$ 150

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

	Classification on the Condensed Consolidated Balance Sheet	December 31, 2021	June 30, 2021
Assets			
Operating lease assets	Other non-current assets	$ 389	$ 471
Liabilities			

Other current liabilities	Current liabilities	291	270
Operating lease liabilities	Other non-current liabilities	94	202
Weighted Average Remaining Lease Term:			
Operating leases		1.25	1.76
Weighted Average Discount Rate:			
Operating leases		11.9%	12.5%

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

For the year ending June 30,	
2022	$ 176
2023	231
2024	7
2025	—
Thereafter	—
Total lease payments (undiscounted cash flows)	414
Less imputed interest	(29)
Total	$ 385

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 leases 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 leases 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

On October 4, 2021, the Company and its subsidiary, Akoustis, Inc., were named as defendants in a complaint filed by Qorvo, Inc. in the United States District Court for the District of Delaware alleging, among other things, patent infringement, false advertising, false patent marking, and unfair competition. The complaint alleges that the defendants misappropriated proprietary information, made misleading statements about the characteristics of certain of its products, and sold products infringing on the certain of the plaintiff's patents. The plaintiff seeks an injunction enjoining the defendants from the alleged infringement and damages, including punitive and statutory enhanced damages, in an unspecified amount. The Company believes this lawsuit is without merit and intends to defend against it vigorously. However, it can provide no assurance as to the outcome of such dispute, and such action may result in judgments against the Company for an injunction, significant damages or other relief, such as future royalty payments to Qorvo, Inc. Even if ultimately settled or resolved in the Company's favor, this action may result in significant expenses, diversion of management and technical personnel attention and disruptions and delays in the Company's business, all of which could have a material adverse effect on its business, financial condition and results of operations.

Note 13. 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 and six months ended December 31, 2021 and 2020 are as follows (in thousands):

	Foundry/ Fabrication Services	**RF Product**	**Total**
Three months ended December 31, 2021			
Revenue with customers	$ 384	$ 3,288	$ 3,672
Cost of revenue	377	4,172	4,549
Gross margin	7	(884)	(877)
Research and development	—	9,192	9,192
General and administrative	—	5,146	5,146
Income (Loss) from Operations	**$ 7**	**(15,222)**	**(15,215)**

Three months ended December 31, 2020			
Revenue with customers	$ 670	$ 638	$ 1,308
Cost of revenue	350	2,252	2,602
Gross margin	320	(1,614)	(1,294)
Research and development	—	5,566	5,566
General and administrative	—	3,361	3,361
Income (Loss) from Operations	**$ 320**	**(10,567)**	**(10,221)**
Six months ended December 31, 2021			
Revenue with customers	$ 796	$ 4,744	$ 5,540
Cost of revenue	947	6,504	7,451
Gross margin	(151)	(1,760)	(1,911)
Research and development	—	17,166	17,166
General and administrative	—	9,022	9,022
Income (Loss) from Operations	**$ (151)**	**(27,948)**	**(28,099)**
Six months ended December 31, 2020			
Revenue with customers	$ 727	$ 1,217	$ 1,944
Cost of revenue	403	3,848	4,251
Gross margin	324	(2,631)	(2,307)
Research and development	—	11,946	11,946
General and administrative	—	6,288	6,288
Income (Loss) from Operations	**$ 324**	**(20,865)**	**(20,541)**
As of December 31, 2021			
Accounts receivable	$ 365	$ 2,137	$ 2,502
As of June 30, 2021			
Accounts receivable	$ 242	$ 928	$ 1,170

Note 14. 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 and six months ended December 31, 2021 and December 31, 2020 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 December 31, 2021 and 2020:

	December 31, 2021	December 31, 2020
Convertible Notes	—	4,960,800
Options	2,981,627	2,589,719
Warrants	158,759	359,570
Total	3,140,386	7,910,089

Note 15. Income Taxes

On October 15, 2021, the Company acquired a majority ownership position in RFMi, a fabless supplier of acoustic wave RF resonators and filters. The Company acquired a 51% ownership interest in RFMi from Tai-Saw Technology Co., Ltd. ("TST") in exchange for $6.0 million in cash and approximately $2.5 million payable of common stock of the Company. The Company's preliminary allocation of purchase price for this acquisition is included in Note 7 – Business Acquisition, and includes an approximately $2.0 million deferred tax liability related to the acquired identifiable intangible assets. AKTS and RFMi will not file a consolidated tax return. Therefore, the valuation allowance remains in place on the net AKTS deferred tax assets.

Note 16. Fair Value Measurement

Fair value is defined as the price that would be received upon selling an asset or the price paid to transfer a liability on the measurement date. It focuses on the exit price in the principal or most advantageous market for the asset or liability in an orderly transaction between willing market participants. A three-tier fair value hierarchy is established as a basis for considering such assumptions and for inputs used in the valuation methodologies in measuring fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair values are as follows:

Level 1: Observable prices in active markets for identical assets and liabilities.

Level 2: Observable inputs other than quoted prices in active markets for identical assets and liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities.

The following table sets forth a summary of the changes in the fair value of Level 3 contingent consideration that are measured at fair value on a recurring basis:

Contingent consideration	December 31, 2021	December 31, 2020
Beginning balance	$ —	$ —
Initial fair value of contingent consideration	1,082	—
Change in fair value of contingent consideration	—	—

Ending balance	**$ 1,082**	**$ —**

The fair value of contingent consideration liabilities that was classified as Level 3 in the table above was estimated using a Monte Carlo simulation in an option pricing framework with significant inputs that are not observable in the market and thus represents a Level 3 fair value measurement as defined in ASC 820. The significant inputs in the Level 3 measurement not supported by market activity include the probability assessments of expected future sales revenue of RFMi products in each of calendar year 2022 and 2023 and the volatility of those revenues, appropriately discounted considering the uncertainties associated with the obligation, and as calculated in accordance with the terms of the acquisition agreements. The development and determination of the unobservable inputs for Level 3 fair value measurements and the fair value calculations are the responsibility of the Company's chief financial officer and are approved by the chief executive officer.

Note. 17. Subsequent Events

The Company performed a review of events subsequent to the balance sheet date through the date the financial statements were issued and determined that there were no such events requiring recognition or disclosure in the financial statements.

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 subsidiaries.

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 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; shortages in supplies needed to manufacture our products, or needed by our customers to manufacture devices incorporating our products; our limited number of patents; failure to obtain, maintain, and enforce our intellectual property rights; claims of infringement, misappropriation or misuse of third party intellectual property that, regardless of merit, could result in significant expense and loss of our intellectual property rights; our inability to attract and retain qualified personnel; the outcome of current and any future litigation; 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 manufacture, market and sell products based on our technologies; our ability to meet the required specifications of customers and achieve qualification of our products for commercial manufacturing in a timely manner; 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; the possibility that the anticipated benefits from our business acquisitions (including the acquisition of RFM Integrated Device, Inc. ("RFMi") will not be realized in full or at all or may take longer to realize than expected; the possibility that costs or difficulties related to the integration of acquired businesses' (including RFMi's) operations will be greater than expected and the possibility of disruptions to our business during integration efforts and strain on management time and resources; risks related to doing business in foreign countries, including China; any security breaches, cyber-attacks 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; and our failure to maintain effective internal control over financial reporting.

These and other risks and uncertainties, which are described in more detail in Part II, Item 1A. "Risk Factors" of this report and in our Annual Report on Form 10-K, filed with the SEC on August 21, 2021 (the "2021 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, Wi-Fi 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 5G, Wi-Fi 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 5G, Wi-Fi 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 5G, and Wi-Fi. We have prototyped, sampled and begun commercial shipment of our single-band low loss BAW filter designs for 5G frequency bands and 5 GHz and 6 GHz Wi-Fi bands which are suited to competitive BAW solutions and historically cannot be addressed with low-band, lower power handling surface acoustic wave ("SAW") technology. Additionally, through our majority-owned subsidiary, RFMi, we make sales of complementary SAW resonators, RF filters, crystal (Xtal) resonators and oscillators, and ceramic products.

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, Wi-Fi, 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 Akoustis' 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 (the "NY Facility"), which we acquired in June 2017. RFMi products are manufactured by a third party and sold either directly to consumers or sold and shipped with Akoustis products.

Intellectual Property. As of January 17, 2022, our IP portfolio included 56 patents, including a blocking patent that we have licensed from Cornell University. Additionally, as of January 17, 2022, we have 93 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 Wi-Fi 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, 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, Wi-Fi 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.

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 2022 or beyond.

Recent Developments

On October 13, 2021, Akoustis announced that it had received a design win and increased volume shipments of its 5.5 GHz and 6.5 GHz XBAW™ filters to a tier-1 Wi-Fi 6E original equipment manufacturer.

On October 14, 2021, Akoustis announced that it was entering the timing control market with ultra-high frequency XBAW™ resonators.

On October 18, 2021, Akoustis announced that it was acquiring a majority position in RFMi, a fabless supplier of acoustic wave resonators and filters.

On November 3, 2021, Akoustis announced that it had engaged with a third mobile customer, a RF front-end module maker.

On November 16, 2021, Akoustis announced that it had received a Wi-Fi 6E design win for a MU-MIMO gateway product from a new customer.

On December 16, 2021, Akoustis announced that it had received a purchase order from a new tier-1 5G mobile customer.

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 2021 Annual Report.

Results of Operations

Three Months Ended December 31, 2021 and 2020

Revenue

The Company recorded revenue of $3.7 million for the three months ended December 31, 2021 as compared to $1.3 million for the three months ended December 31, 2020. The increase of $2.4 million was primarily due to an increase in RF product revenue of $2.8 million or 633%, which includes revenue from sales of RFMi products. Partially offsetting this increase was a decrease in non-recurring engineering services of $0.4 million.

Cost of Revenue

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. The Company recorded cost of revenue of $4.5 million for the three months ended December 31, 2021 as compared to $2.6 million for the three months ended December 31, 2020. The $1.9 million increase is primarily due to costs associated with RF product revenue which increased by $2.0 million, which includes cost of revenue from sales of RFMi products.

Research and Development Expenses

R&D expenses were $9.2 million for the three months ended December 31, 2021 and were $3.6 million, or 65.1% higher than the prior year amount for the same period of $5.6 million. Personnel costs, including stock-based compensation, were $5.3 million compared to $3.0 million in the prior year period, an increase of $2.3 million or 77.4%. Facility costs of $2.2 million primarily associated with the NY Facility were $1.3 million higher than the prior period.

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 December 31, 2021 were $5.1 million, which is an increase of $1.8 million compared to the three months ended December 31, 2020. Year-over-year changes within G&A expenses include an increase in employee compensation (including stock-based compensation) of $0.7 million as well as increased general expenses of $1.0 million, primarily professional fees.

Other (Expense)/Income

Other income for the three months ended December 31, 2021 was $28 thousand, which was comprised of interest income. Other expenses for the three months ended December 31, 2020 were $1.7 million, consisting of $1.7 million of debt discount amortization and interest expense.

Net Loss

The Company recorded a net loss of $15.2 million for the three months ended December 31, 2021, compared to a net loss of $11.9 million for the three months ended December 31, 2020. The period-over-period incremental loss of $3.3 million, or 28.0%, was primarily driven by an increase in cost of revenue of $1.9 million, an increase in G&A expenses and R&D expenses of $5.4 million. These expense increases were partially offset by a revenue increase of $2.4 million and a decrease in other expenses of $1.7 million.

Six Months Ended December 31, 2021 and 2020

Revenue

The Company recorded revenue of $5.5 million for the six months ended December 31, 2021 as compared to $1.9 million for the six months ended December 31, 2020. The increase of $3.6 million was primarily due to an increase in RF product revenue of $3.7 million or 371%, which includes revenue from sales of RFMi products.

Cost of Revenue

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. The Company recorded cost of revenue of $7.5 million for the six months ended December 31, 2021 as compared to $4.3 million for the six months ended December 31, 2020. The $3.2 million increase is primarily due to costs associated with RF product revenue which increased by $2.7 million, which includes cost of revenue from sales of RFMi products. In addition, non-recurring engineering costs increased by $0.5 million.

Research and Development Expenses

R&D expenses were $17.2 million for the six months ended December 31, 2021 and were $5.3 million, or 43.7% higher than the prior year amount for the same period of $11.9 million. Personnel costs, including stock-based compensation, were $9.5 million compared to $6.4 million in the prior year period, an increase of $3.1 million or 47.8%. Facility costs of $4.0 million primarily associated with the NY Facility were $1.8 million higher than the prior period. Material costs of $3.3 million were $0.4 million higher than the prior period.

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 six months ended December 31, 2021 were $9.0 million, which is an increase of $2.7 million compared to the six months ended December, 2020. Year-over-year changes within G&A expenses include an increase in employee compensation (including stock-based compensation) of $1.3 million as well as increased general expenses of $1.4 million, primarily professional fees.

Other (Expense)/Income

Other income for the six months ended December 31, 2021 was $62 thousand, which was comprised of interest income. Other expenses for the six months ended December 31, 2020 were $3.3 million, consisting of $3.1million of debt discount amortization and interest expense and a loss on derivative liability valuation of $0.2 million.

Net Loss

The Company recorded a net loss of $28.1 million for the six months ended December 31, 2021, compared to a net loss of $23.9 million for the six months ended December 31, 2020. The period-over-period incremental loss of $4.2 million, or 17.7%, was primarily driven by an increase in cost of revenue of $3.2 million, an increase in G&A expenses and R&D expenses of $8.0 million. These expense increases were partially offset by a revenue increase of $3.6 million and a decrease in other expenses of $3.3 million.

Liquidity and Capital Resources

Financing Activities

During the six months ended December 31, 2021, the Company sold a total of 2,468,477 shares of its common stock at a price to the public of an average of $7.70 per share under the ATM Equity Offering SM Sales Agreement with BofA Securities, Inc. and Piper Sandler & Co., as amended on February 19, 2021 (the “Sales Agreement”) for aggregate gross proceeds of approximately $19.1 million, before deducting compensation paid to the sales agents and other offering expenses of approximately $0.3 million.

Balance Sheet and Working Capital

The Company had $67.5 million of cash and cash equivalents on hand as of December 31, 2021, which reflects a decrease of $20.9 million compared to $88.3 million as of June 30, 2021. The decrease is primarily due to cash used in operations of $23.5 million and cash used for investing activities of $16.6 million. These cash uses were partially offset by cash provided by financing activities of $19.3 million. The Company estimates that cash on hand will be sufficient to fund its operations, including current capital expense commitments, beyond the next twelve months from the date of filing of this Form 10-Q. However, the Company has historically incurred recurring operating losses and will continue to do so until it generates sufficient revenues from operations; 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 liquidity risks.

December 31, 2021 compared to June 30, 2021

As of December 31, 2021, the Company had current assets of $75.4 million made up primarily of cash on hand of $67.5 million. As of June 30, 2021, current assets were $93.2 million comprised primarily of cash on hand of $88.3 million.

Property, Plant and Equipment was $40.2 million as of December 31, 2021 as compared to a balance of $30.7 million as of June 30, 2021.

Total assets as of December 31, 2021 and June 30, 2021 were $134.1 million and $125.0 million, respectively.

Current liabilities as of December 31, 2021 and June 30, 2021 were $7.1 million and $7.3 million, respectively.

Long-term liabilities totalled $3.3 million as of December 31, 2021, compared to $0.3 million as of June 30, 2021. The increase is primarily due to the contingent liability and deferred tax liability which are discussed in Note 7 – Business Acquisition.

Equity was $123.7 million as of December 31, 2021, compared to $117.4 million as of June 30, 2021, an increase of $6.3 million, or 5.3%. This increase was primarily due to the increase in additional paid-in-capital (“APIC”) of $26.8 million for the six months ended December 31, 2021 which was offset by the net loss for the three months ended December 31, 2021 of $28.1 million. The increase in APIC was primarily due to common stock issued for cash of $18.8 million, stock-based compensation of $5.2 million.

Cash Flow Analysis

Operating activities used cash of $23.5 million during the six months ended December 31, 2021 and $16.2 million during the comparative period ended December 31, 2020. The $7.3 million period- over-period increase in cash used was attributable to higher operating expenses associated with the ramp of development and commercialization activities (primarily R&D and production personnel and material costs).

Investing activities used cash of $16.6 million for the six months ended December 31, 2021 compared to $4.5 million for the comparative period ended December 31, 2020. The $12.1 million period-over-period increase was primarily due to increased purchases of production equipment of $8.4 million and net cash paid for acquisitions of $4.1 million. On October 15, 2021, the Company acquired a 51% ownership interest in RFMi from Tai-Saw Technology Co., Ltd. (“TST”) in exchange for $6.0 million in cash and approximately $2.5 million payable in common stock of the Company. The Company has the option to acquire the remaining 49% ownership interest in RFMi from TST on or before June 30, 2022, for an additional $3.5 million in cash and approximately $4.0 million in common stock of the Company. Additionally, earn-out payments aggregating up to $3.0 million payable in cash and/or shares of common stock of the Company may be payable to TST based on the future operating results of RFMi.

Financing activities increased cash by $19.3 million during the six months ended December 31, 2021 primarily due to proceeds from issuance of common stock pursuant to the Sales Agreement. In addition, stock option grants, warrant exercises and the employee stock purchase plan resulted in cash proceeds of $0.5 million.

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 December 31, 2021, 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 December 31, 2021, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

During the quarter ended December 31, 2021, 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.

Except for the matter described in "Note-12 – Commitments and Contingencies" of the condensed consolidated financial statements in this Item 1 of Part I of this Quarterly Report on Form 10-Q, which description is incorporated in this "Item 1. Legal Proceedings" by reference, 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 risk factors set forth below and 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, 2021. 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. Except as set forth below, there have been no material changes to the risk factors described in Part I, Item 1A, "*Risk Factors*," included in our 2021 Annual Report.

We are, and may become, subject to claims of infringement, misappropriation or misuse of third party intellectual property that, regardless of merit, could result in significant expense and loss of our intellectual property rights.

The semiconductor industry is characterized by the vigorous pursuit and protection of intellectual property rights. We have not undertaken a comprehensive review of the rights of third parties in our field. From time to time, we may be named in lawsuits or receive notices or inquiries from third parties regarding our products or the manner in which we conduct our business suggesting that we may be infringing, misappropriating or otherwise misusing patent, copyright, trademark, trade secret and other intellectual property rights. Any claims that our technology infringes, misappropriates or otherwise misuses the rights of third parties, regardless of their merit or resolution, could be expensive to litigate or settle and could divert the efforts and attention of our management and technical personnel, cause significant delays and materially disrupt the conduct of our business. We may not prevail in such proceedings given the complex technical issues and inherent uncertainties in intellectual property litigation. If such proceedings result in an adverse outcome, we could be required to:

- pay substantial damages, including treble damages if we were held to have willfully infringed;
- cease the manufacture, offering for sale or sale of the infringing technology or processes;
- expend significant resources to develop non-infringing technology or processes;
- obtain a license from a third party, which may not be available on commercially reasonable terms, or may not be available at all; or
- lose the opportunity to license our technology to others or to collect royalty payments based upon successful protection and assertion of our intellectual property against others.

On October 4, 2021, the Company was named as a defendant in a complaint filed by Qorvo, Inc. in the United States District Court for the District of Delaware alleging, among other things, patent infringement, false advertising, false patent marking, and unfair competition. The plaintiff seeks an injunction enjoining us from the alleged infringement and damages, including punitive and statutory enhanced damages, in an unspecified amount. We believe this lawsuit is without merit and intend to defend against it vigorously. However, we can provide no assurance as to the outcome of such dispute, and such action may result in judgments against us for an injunction, significant damages or other relief, such as future royalty payments to Qorvo, Inc. or restrictions on certain of our activities. Resolution of such matter may be prolonged and costly, and the ultimate result or judgment is uncertain due to the inherent uncertainty in litigation and other proceedings. Even if ultimately settled or resolved in our favor, this and other possible future actions may result in significant expenses, diversion of management and technical personnel attention and disruptions and delays in our business and product development, and other collateral consequences, all of which could have a material adverse effect on our business, financial condition and results of operations. Any out-of-court settlement of this or other actions may also have an adverse effect on our business, financial condition and results of operations, including, but not limited to, substantial expenses, the payment of royalties, licensing or other fees payable to third parties, or restrictions on our ability to develop, manufacture and sell our products.

Defense of any intellectual property infringement claims against us, regardless of their merit, would involve substantial litigation expense and would be a significant diversion of resources from our business. In the event of the foregoing or another successful claim of infringement against us, we may have to pay substantial damages, obtain one or more licenses from third parties, limit our business to avoid the infringing activities, pay royalties and/or redesign our infringing technology or alter related formulations, processes, methods or other technologies, any or all of which may be impossible or require substantial time and monetary expenditure. The occurrence of any of the above events could prevent us from continuing to develop and commercialize our filters and our business could materially suffer.

In addition, our agreements with prospective customers and manufacturing partners may require us to indemnify such customers and manufacturing partners for third party intellectual property infringement claims. Pursuant to such agreements, we may be required to defend such customers and manufacturing partners against certain claims that could cause us to incur additional costs. While we endeavor to include as part of such indemnification obligations a provision permitting us to assume the defense of any indemnification claim, not all of our current agreements contain such a provision and we cannot provide any assurance that our future agreements will contain such a provision, which could result in increased exposure to us in the case of an indemnification claim.

We have recently engaged, and may in the future engage, in acquisitions that could disrupt our business, cause dilution to our shareholders and harm our financial condition and operating results.

In October 2021, we acquired a majority ownership position in RFM Integrated Device, Inc. (“RFMi”), with the right to purchase the remaining 49% on or before June 30, 2022. The consideration for the acquisition includes cash and common stock as well as possible earn-out payments that may be paid in cash or common stock based on its future trading price. We may in the future make additional acquisitions of, or investments in, companies that we believe have products or capabilities that are a strategic or commercial fit with our current business or otherwise offer opportunities for our company. In connection with these acquisitions or investments, we may:

- issue common stock or other forms of equity that would dilute our existing shareholders’ percentage of ownership,
- incur debt and assume liabilities, and
- incur amortization expenses related to intangible assets or incur large and immediate write-offs.

We may not be able to complete acquisitions on favorable terms, if at all. If we do complete an acquisition, such as of RFMi, we cannot assure you that it will ultimately strengthen our competitive position, that it will be viewed positively by customers, financial markets or investors or that we will otherwise realize the expected benefits of such an acquisition to the anticipated extent or at all. Furthermore, the acquisition of RFMi and any future acquisitions could pose numerous additional risks to our expected operations, including, but not limited to:

- problems integrating the purchased business, products or technologies,
- challenges in achieving strategic objectives, cost savings and other anticipated benefits,
- increases to our expenses,
- the assumption of significant liabilities, which may have been previously unknown or not discoverable through diligence, that exceed the limitations of any applicable indemnification provisions or the financial resources of any indemnifying party,
- inability to maintain relationships with prospective key customers, vendors and other business partners of the acquired businesses,
- diversion of management’s attention from its day-to-day responsibilities,
- difficulty in maintaining controls, procedures and policies during the transition and integration,
- entrance into marketplaces where we have no or limited prior experience and where competitors have stronger marketplace positions,
- potential loss of key employees, particularly those of the acquired entity, and
- historical financial information may not be representative or indicative of our results as a combined company.

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

Unregistered Sales of Equity Securities

Other than as described below and 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.

On November 12, 2021, the Company issued 262,533 shares of its common stock to Tai-Saw Technology Co. Ltd. as partial payment for its 51% ownership interest in RFMi. These shares of Company common stock were issued in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), pursuant to Section 4(a)(2) thereof as transactions by an issuer not involving any public offering.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

Not applicable

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*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith

† Management contract or compensatory plan or arrangement

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: January 31, 2022

Akoustis Technologies, Inc.

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

Exhibit 31.1

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: January 31, 2021

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

Exhibit 31.2

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: January 31, 2021

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

Exhibit 32.1

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 December 31, 2021, 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: January 31, 2021

/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.

Exhibit 32.2

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 December 31, 2021, 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: January 31, 2021

/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.