

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 10, 2022**

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

Delaware

(State or Other Jurisdiction
of Incorporation)

001-38029

(Commission File Number)

33-1229046

(I.R.S. Employer
Identification Number)

9805 Northcross Center Court, Suite A
Huntersville, NC 28078
(Address of principal executive offices, including zip code)

704-997-5735
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to 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)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

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.

Item 2.02. Results of Operations and Financial Conditions.

On November 14, 2022, Akoustis Technologies, Inc. (the "Company") announced its financial results for the fiscal quarter ended September 30, 2022. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 10, 2022, the stockholders of the Company approved an amendment to the Company's 2018 Stock Incentive Plan (the "2018 Plan Amendment") at the Company's 2022 Annual Meeting of Stockholders (the "Annual Meeting"). The 2018 Plan Amendment increased the number of shares of the Company's common stock, par value \$0.001 per share ("Common Stock"), authorized for issuance under the Company's 2018 Stock Incentive Plan, including pursuant to incentive stock options, from 6,000,000 to 12,000,000 shares.

A description of the terms of the 2018 Plan Amendment is set forth in the Company's Proxy Statement for the Annual Meeting, as filed with the U.S. Securities and Exchange Commission (the "SEC") on September 26, 2022 (the "Proxy Statement"), under the heading "Proposal 4—Amendment to 2018 Stock Incentive Plan" which description is incorporated herein by reference.

This summary is qualified in its entirety by reference to the text of the 2018 Plan Amendment, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 10, 2022, the Company filed a Certificate of Amendment (the "Certificate of Amendment") to its Certificate of Incorporation with the Secretary of State of the State of Delaware for the purpose of increasing the number of authorized shares of Common Stock, from 100,000,000 shares to 125,000,000 shares. The Certificate of Amendment became effective on upon filing with the Secretary of State.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held the Annual Meeting on November 10, 2022. The certified results of the matters voted upon at the Annual Meeting, which are more fully described in the Proxy Statement, are as follows:

Proposal 1 – The Company’s stockholders elected the seven nominees to the Company’s board of directors to serve one-year terms expiring at the 2023 annual meeting of stockholders and until their successors are duly elected and qualified, or until their earlier resignation or removal, with the votes cast as follows:

	For	Withheld	Broker Non- Votes
Steven P. DenBaars	22,430,915	1,727,342	12,273,938
Arthur E. Geiss	23,377,933	780,324	12,273,938
J. Michael McGuire	22,368,434	1,789,823	12,273,938
Jeffrey K. McMahon	22,975,402	1,182,855	12,273,938
Jerry D. Neal	21,566,834	2,591,423	12,273,938
Suzanne B. Rudy	22,111,107	2,047,150	12,273,938
Jeffrey B. Shealy	22,064,576	2,093,681	12,273,938

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Proposal 2 – The Company’s stockholders approved, on a non-binding, advisory basis, the compensation paid to the Company’s named executive officers, with the votes cast as follows:

For	Against	Abstain	Broker Non-Votes
18,675,169	5,331,822	151,266	12,273,938

Proposal 3 – The Company’s stockholders approved, as required by Nasdaq Marketplace Rule 5635(d), the potential issuance of shares of Common Stock in respect of the Company’s 6.0% Convertible Senior Notes due 2027 (the “2027 Notes”) exceeding 19.99% of the number of shares of Common Stock outstanding at the time of the issuance of the 2027 Notes, including upon the conversion of the 2027 Notes, upon payment of interest thereon, and upon certain make-whole payments, with the votes cast as follows:

For	Against	Abstain	Broker Non-Votes
20,568,036	3,466,347	123,874	12,273,938

Proposal 4 – The Company’s stockholders approved the 2018 Plan Amendment, with the votes cast as follows:

For	Against	Abstain	Broker Non-Votes
15,610,980	8,437,414	109,863	12,273,938

Proposal 5 – The Company’s stockholders approved the Certificate of Amendment, with the votes cast as follows:

For	Against	Abstain	Broker Non-Votes
30,905,950	5,302,136	224,109	N/A

Proposal 6 – The Company’s stockholders did not approve an amendment to the Company’s Certificate of Incorporation to update the exculpation provision to limit the liability of certain officers of the Company, which proposal required the affirmative vote of the holders of a majority of the voting power of the outstanding shares of Common Stock for approval, with the votes cast as follows:

For	Against	Abstain	Broker Non-Votes
21,340,924	2,706,241	111,092	12,273,938

Proposal 7 – The Company’s stockholders ratified the appointment of Marcum LLP as the Company’s independent public accounting firm for the fiscal year ending June 30, 2023, with the votes cast as follows:

For	Against	Abstain	Broker Non-Votes
35,758,666	414,908	258,621	N/A

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of the Company
10.1	Amendment to 2018 Stock Incentive Plan
99.1	Press release dated November 14, 2022, furnished herewith
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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 hereunto duly authorized.

AKOUSTIS TECHNOLOGIES, INC.

Date: November 14, 2022

By: /s/ Kenneth E. Boller

Name: Kenneth E. Boller

Title: Chief Financial Officer

AMENDMENT
TO
2018 STOCK INCENTIVE PLAN
OF
AKOUSTIS TECHNOLOGIES, INC.

This Amendment (“Amendment”) to the 2018 Stock Incentive Plan (as amended, the “Existing Plan”; as amended hereby, the “Plan”) of Akoustis Technologies, Inc., a Delaware corporation (the “Company”), is adopted by the Company’s Board of Directors (the “Board”) as of August 26, 2022, subject to approval by the Company’s stockholders (the “Stockholders”).

Statement of Purpose

The Existing Plan was originally approved by the Board on August 24, 2018, and by the Stockholders on November 1, 2018, upon which date it became effective. Under Section 16(a) of the Existing Plan, the Board may amend the Existing Plan at any time, contingent on the approval of the Stockholders if Stockholder approval is required by applicable law. The Board has determined that it is in the best interests of the Company to amend the Existing Plan to: (1) increase the number of shares authorized for issuance and (2) increase the number of shares that may be issued as Incentive Stock Options.

NOW, THEREFORE, the Existing Plan is hereby amended as follows, subject to the approval of the Stockholders:

1. Capitalized Terms. All capitalized terms used and not defined in this Amendment shall have the meanings given thereto in the Existing Plan.

2. Amendment to Existing Plan.

Section 5(a) “*Shares of Stock Subject to the Plan*” is hereby deleted in its entirety and replaced with the following:

“(a) *Shares of Stock Subject to the Plan*. Subject to adjustments as provided in this Section 5, the maximum aggregate number of shares of Common Stock that may be issued pursuant to Awards granted under the Plan shall not exceed 12,000,000 shares, plus any shares subject to an award granted under any of the Prior Plans, which Prior Plan award is at any time forfeited, cancelled, terminated, expires or lapses for any reason without the issuance of shares or pursuant to which such shares are forfeited or reacquired by the Company. Shares delivered under the Plan shall be authorized but unissued shares, treasury shares or shares purchased on the open market or by private purchase. The Company hereby reserves sufficient authorized shares of Common Stock to meet the grant of Awards hereunder.”

Section 5(b)(i) is hereby deleted in its entirety and replaced with the following:

“The maximum aggregate number of shares of Common Stock that may be issued under the Plan pursuant to the grant of Incentive Options shall not exceed 12,000,000 shares of Common Stock.”

3. Reference to and Effect on the Plan. The Plan, as amended hereby, and all other documents, instruments and agreements executed or delivered in connection therewith, shall remain in full force and effect, and are hereby ratified and confirmed.

4. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware.

* * *

Effective this 26th day of August 2022, subject to Stockholder approval.

**Akoustis Reports Fourth Consecutive Quarter of Record Revenue as First Quarter Fiscal
2023 Sales Grew over 195% Year-Over-Year**

- **Ramp in XBAW Filter Revenue Expected to Continue in the Current Q2 FY23 with an Estimated Greater than 100% Year-Over-Year Revenue Increase**
- **Akoustis Now has Fifteen Customers in Production with Finished XBAW Filter Products**
- **Customer Activity Remains Robust with Expanding Pipelines in 5G Mobile, Wi-Fi CPE, 5G Infrastructure, Automotive, Timing Control and Other Markets**
- **Akoustis Is Ideally Positioned to Expand its Chip Manufacturing in Upstate New York, USA and Benefit from the Recently Passed CHIPS and Science Act of 2022**
- **Company to Host Investor Update Call Today at 8:00 am ET**

Charlotte, N.C., November 14, 2022 (GLOBE NEWSWIRE) – Akoustis Technologies, Inc. (NASDAQ: AKTS) (“Akoustis” or the “Company”), an integrated device manufacturer (IDM) of patented bulk acoustic wave (BAW) high-band RF filters for mobile and other wireless applications, announced today a 195% year-over-year increase in quarterly revenue to a record \$5.6 million for the fiscal quarter ended September 30, 2022.

Based on robust activity in both the sales and design win pipelines, the Company expects to report another quarter of record revenue in the current December quarter with a year-over-year increase of 55%-70% despite the ongoing supply chain challenges in the consumer electronics industry.

Akoustis will host an investor call to provide a business update and outlook, followed by a Q & A session, this morning at 8:00 am ET. The call-in numbers are 877-407-3982 (domestic) and +01 201-493-6780 (international). The conference call will be webcast live on the Company’s website and will be available for playback at the following URL: <https://ir.akoustis.com/ir-calendar>.

Jeff Shealy, founder and CEO of Akoustis, stated, “Akoustis was able to achieve another quarter of record revenue and continued unit growth in the first quarter of fiscal 2023 despite the persistent macro challenges presented by COVID lockdowns, supply chain disruptions and semiconductor chip shortages. Our current growth is being driven largely by production ramps of our patented XBAW[®] RF filter solutions to multiple customers across our diverse end markets, including Wi-Fi 6 and Wi-Fi 6E, 5G mobile and infrastructure, timing control, automotive and other markets.”

Mr. Shealy added, “As Akoustis manufactures its XBAW[®] semiconductor chips exclusively in Upstate New York, USA, we believe we are an attractive candidate to receive funding from the recently passed CHIPS and Science Act of 2022. Such funding could position Akoustis to expand manufacturing to deliver billions of XBAW[®] RF filter chips annually and enable the Company to service both tier-1 and tier-2 mobile companies for 5G smartphones, as well as other end markets, including 5G networks, high-frequency Wi-Fi devices, and other high-volume wireless markets.”

Akoustis continues to experience strong demand and a growing sales funnel for its Wi-Fi, 5G mobile and 5G infrastructure products, including CBRS XBAW[®] filters, as well as its new XBAW[®] and RFMi resonator and oscillator products. During the June and September quarters, the Company shipped multiple samples of its new 5G XBAW[®] wafers complete with its new, advanced wafer-level packaging (WLP) technology. Akoustis continues to add new Wi-Fi design wins, many of which are expected to ramp into production in calendar 2022.

Recent Business Highlights

- Announced three new Wi-Fi 6E design wins for MU-MIMO architectures, bringing the total number of Wi-Fi design wins to 20
- Started sampling next generation 5.5 GHz and 6.5 GHz Wi-Fi 6E / 7 XBAW[®] filters in chip-scale-packaging offering 4x smaller size compared to prior generations of Akoustis parts and superior out-of-band rejection
- Completed development of new 5.6 GHz and 6.6 GHz Wi-Fi 6E / 7 XBAW[®] filter solutions and started sampling with multiple OEMs and ODMs
- Received a new development order from a Fortune 100 Internet company for multiple new Wi-Fi 7 diplexer products for the AR/VR and wearable markets
- Received first purchase order from tier-1 RF module maker for 5G filter
- Iterated first RF filter design for 5G mobile foundry customer and received a purchase order for two additional filters
- Completed process flow for new WLP and chip-scale package (CSP) products and design-locked first WLP for tier-1 5G mobile customer, received volume order from this customer for production ramp in early calendar 2023
- Continued the migration of the development and manufacture of Akoustis’ new WLP process into the New York fab
- Announced new design win for a 3.5 GHz 5G network infrastructure filter, bringing the total number of 5G design wins to five
- Continued ramping production for three Citizens Broadband Radio Service (CBRS) customers with a total of four additional network infrastructure design wins
- Scaled CBRS production capacity given stronger than expected demand from leading customer
- Began sampling new 3.7-3.98 GHz C-band filter for the US 5G infrastructure market
- RFMi product line awarded significant new design win from a leading integrated circuit supplier for a secure battery management system for use in electric vehicles (EVs)
- Started multi-year, multi-million-dollar contract from the Defense Advanced Research Projects Agency (DARPA) to advance XBAW[®] technology to 18 GHz
- Started qualification of two timing control resonator products for first customer

- Received order from second timing control customer for resonator products
- Continued DARPA direct-to-phase II (DP2) contract to advance design and manufacturing of XBAW[®] technology for filters and other sensors
- Company's XBAW[®] patent portfolio grew to 73 issued and licensed patents plus 123 patents pending as of October 28, 2022

Akoustis is actively delivering volume production of its Wi-Fi 6 tandem filter solutions, shipping multiple 5G small cell XBAW[®] filter solutions, and delivering initial designs of its new 5G mobile filter solutions to multiple customers and is now entering the market with its new Wi-Fi 6E coexistence XBAW[®] filter solutions. To date, Akoustis has received more than 20 customer design wins for its patented XBAW[®] filter solutions.

Given the rapidly growing sales funnel activity, as well as ongoing interaction with customers regarding expected ramps in 5G mobile, Wi-Fi 6 and Wi-Fi 6E in calendar 2022, the Company is completing the annual production capacity increase at its New York fab to approximately 0.5 billion filters per year.

First Fiscal Quarter Financial Performance

**Akoustis Technologies, Inc.
Consolidated Balance Sheets
(In thousands, except per share data)**

Assets	September 30, 2022	June 30, 2022
Assets:		
Cash and cash equivalents	60,664	80,485
Accounts receivable	2,976	3,793
Inventory	4,525	4,094
Other current assets	4,519	3,566
Total current assets	72,684	91,938
Property and equipment, net	54,188	51,157
Goodwill	8,051	8,051
Intangibles, net	8,639	8,994
Operating lease right-of-use asset, net	1,029	1,126
Other assets	71	72
Total Assets	\$ 144,662	\$ 161,338
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable and accrued expenses	10,929	11,204
Contingent consideration	1,268	591
Operating lease liability	147	313
Deferred revenue	305	286
Total current liabilities	12,649	12,394
Long-term Liabilities:		
Convertible notes payable, net	43,854	43,731
Contingent consideration	624	855
Operating lease liability	732	811
Other long-term liabilities	116	117
Total long-term liabilities	45,326	45,514
Total Liabilities	57,975	57,908
Stockholders' Equity		
Preferred Stock, par value \$0.001: 5,000,000 shares authorized; none issued and outstanding	—	—
Common stock, \$0.001 par value; 100,000,000 shares authorized; 57,341,047 and 57,079,347 shares issued and outstanding at September 30, 2022 and June 30, 2022, respectively	57	57
Additional paid in capital	312,519	310,171
Accumulated deficit	(225,889)	(206,798)
Total Stockholders' Equity	\$ 86,687	\$ 103,430
Total Liabilities and Stockholders' Equity	\$ 144,662	\$ 161,338

	For the Three Months Ended September 30, 2022	For the Three Months Ended September 30, 2021
Revenue	\$ 5,566	1,868
Cost of revenue	6,453	2,902
Gross profit	(887)	(1,034)
Operating expenses		
Research and development	10,097	7,974
General and administrative expenses	6,982	3,876
Total operating expenses	17,079	11,850
Loss from operations	(17,966)	(12,884)
Other (expense) income		
Interest (expense) income	(743)	35
Change in fair value of contingent liability	(446)	-
Other (expense) income	(14)	-
Change in fair value of derivative liabilities	21	0
Total Other (expense) income	(1,182)	35
Net loss before income taxes	\$ (19,148)	\$ (12,849)
Income taxes	\$ (57)	-
Net loss	\$ (19,091)	(12,849)
Net loss per common share - basic and diluted	\$ (0.33)	\$ (0.25)
Weighted average common shares outstanding - basic and diluted	57,154,393	51,436,075

The following non-GAAP measures should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP. These non-GAAP measures exclude significant expenses that are required by GAAP to be recorded in the Company's financial statements and are subject to inherent limitations. Please see reconciliations to comparable GAAP measures below and descriptions of these non-GAAP measures under "Non-GAAP Measures."

Akoustis Technologies, Inc.
Unaudited Reconciliations of Non-GAAP Financial Measures

Non-GAAP Operating Loss and Non-GAAP Net Loss for the quarters ended September 30, 2022 and 2021 were as follows:

	Three Months Ended	
	September 30, 2022	September 30, 2021
(in thousands)		
GAAP operating loss	\$ (17,966)	\$ (12,884)
Gain on sale of Fixed Assets	-	(197)
Common stock issued for services	2,348	2,348
Non-GAAP operating loss	\$ (15,618)	\$ (10,733)
(in thousands)		
GAAP net loss	\$ (19,091)	\$ (12,849)
Change in fair value of contingent consideration	446	-
Change in fair value of derivative liabilities	(21)	-
Amortization of acquisition-related intangible assets	348	-
Debt discount amortization	143	-
Loss/(Gain) on disposal of Fixed Assets	1	(197)
Common stock issued for services	2,348	2,348
Non-GAAP net loss	\$ (15,825)	\$ (10,698)
Weighted average common shares outstanding - basic and diluted	57,154,393	51,436,075
Non-GAAP net loss per common share - basic and diluted	\$ (0.28)	\$ (0.21)

Non-GAAP Measures

We regularly review a number of metrics, including Non-GAAP Operating Loss and Non-GAAP Net Loss, which are not financial measures calculated in accordance with generally accepted accounting principles in the United States (“GAAP”). Non-GAAP Operating Loss represents operating loss before common stock issued for services and gain or loss on the sale of fixed assets. Non-GAAP Net Loss represents net loss before change in fair value of contingent consideration, change in fair value of derivative liabilities, debt discount amortization, gain on extinguishment of debt, gain or loss on disposal of fixed assets, tax adjustments related to acquisitions and common stock issued for services. The Company believes these non-GAAP measures provide useful information to management, investors and financial analysts regarding certain financial and business trends relating to the Company’s financial condition and results of operations. We use these non-GAAP measures to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections and make strategic decisions.

About Akoustis Technologies, Inc.

Akoustis® (<http://www.akoustis.com/>) is a high-tech BAW RF filter solutions company that is pioneering next-generation materials science and MEMS wafer manufacturing to address the market requirements for improved RF filters - targeting higher bandwidth, higher operating frequencies and higher output power compared to legacy polycrystalline BAW technology. The Company utilizes its proprietary and patented XBAW® manufacturing process to produce bulk acoustic wave RF filters for mobile and other wireless markets, which facilitate signal acquisition and accelerate band performance between the antenna and digital back end. Superior performance is driven by the significant advances of poly-crystal, single-crystal and other high purity piezoelectric materials and the resonator-filter process technology which enables optimal trade-offs between critical power, frequency and bandwidth performance specifications.

Akoustis plans to service the fast growing multi-billion-dollar RF filter market using its integrated device manufacturer (IDM) business model. The Company owns and operates a 120,000 sq. ft. ISO-9001:2015 registered commercial wafer-manufacturing facility located in Canandaigua, NY, which includes a class 100 / class 1000 cleanroom facility - tooled for 150-mm diameter wafers - for the design, development, fabrication and packaging of RF filters, MEMS and other semiconductor devices. Akoustis Technologies, Inc. is headquartered in the Piedmont technology corridor near Charlotte, North Carolina.

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Forward-Looking Statements

This document includes “forward-looking statements” within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, each as amended, that are intended to be covered by the “safe harbor” created by those sections. These forward-looking statements include, but are not limited to, statements about our estimates, expectations, beliefs, intentions, plans or strategies for the future (including our possible future results of operations, business strategies, competitive position, potential growth opportunities, potential market opportunities and the effects of competition), the anticipated benefits of the acquisition of RFMi and supply agreement with Tai-Saw, including estimated synergies and other financial impacts, and the assumptions underlying such statements. Forward-looking statements include all statements that are not historical facts and typically are identified by use of terms such as “may,” “might,” “would,” “will,” “should,” “could,” “project,” “expect,” “plan,” “strategy,” “anticipate,” “attempt,” “develop,” “help,” “believe,” “think,” “estimate,” “predict,” “intend,” “forecast,” “seek,” “potential,” “possible,” “continue,” “future,” and similar words (including the negative of any of the foregoing), although some forward-looking statements are expressed differently. Forward-looking statements are neither historical facts nor assurances of future results, performance, events or circumstances. Instead, these forward-looking statements are based on management’s current beliefs, expectations and assumptions and are subject to risks and uncertainties. Factors that could cause actual results to differ materially from those currently anticipated include, without limitation, risks relating to 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 activities; our inability to achieve acceptance of our products in the market; the possibility that the anticipated benefits from business acquisitions 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’ operations will be greater than expected and the possibility of disruptions to our business during integration efforts and strain on management time and resources; the impact of a pandemic or epidemic or a natural disaster, including the COVID-19 pandemic, the Russian-Ukrainian conflict and other sources of volatility on our operations, financial condition and the worldwide economy, including its impact on our ability to access the capital markets; increases in prices for raw materials, labor, and fuel caused by rising inflation; 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, including the lawsuit filed by Qorvo, Inc. in October 2021, that, regardless of merit, could result in significant expense and negatively impact our business results; 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 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; the rate and degree of market acceptance of any of our products; our ability to achieve design wins from current and future customers; contracting with customers and other parties with greater bargaining power and agreeing to terms and conditions that may adversely affect our business; risks related to doing business in foreign countries, 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, including in relation to our competitors; our failure to comply with regulatory requirements; results of any arbitration or litigation that may arise; stock volatility and illiquidity; dilution caused by any future issuance of common stock or securities that are convertible into or exercisable for common stock; our failure to implement our business plans or strategies; and our ability to maintain effective internal control over financial reporting. These and other risks and uncertainties are described in more detail in the Risk Factors and Management’s Discussion and Analysis of Financial Condition and Results of Operations sections of the Company’s most recent Annual Report on Form 10-K and in subsequently filed Quarterly Reports on Form 10-Q. Considering these risks, uncertainties and assumptions, the forward-looking statements regarding future events and circumstances discussed in this document may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. The forward-looking statements included in this document speak only as of the date hereof and, except as required by law, we undertake no obligation to update publicly or privately any forward-looking statements, whether written or oral, for any reason after the date of this document to conform these statements to new information, actual results or to changes in our expectations.

Contact:

COMPANY:
Tom Sepenzis
Akoustis Technologies
VP of Corporate Development & IR
(980) 689-4961
tsepenzis@akoustis.com

The Del Mar Consulting Group, Inc.
Robert B. Prag, President
(858) 794-9500
bprag@delmarconsulting.com

