

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): **February 27, 2017**



Akoustis Technologies, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

333-193467
(Commission File
Number)

33-1229046
(I.R.S. Employer
Identification Number)

9805 Northcross Center Court, Suite H
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))
-

Item 7.01. Regulation FD Disclosure.

The unaudited pro forma balance sheet attached as Exhibit 99.1 hereto and incorporated herein by reference is based on the Company's unaudited balance sheet as of December 31, 2016, as contained in its Form 10-Q for the quarter ended December 31, 2016, which was filed with the Securities and Exchange Commission on February 14, 2017. The unaudited pro forma balance sheet has been prepared to reflect the Company's receipt of proceeds from the sale of its common stock, which occurred subsequent to the December 31, 2016 quarter, as if the events occurred on December 31, 2016. The unaudited pro forma balance sheet does not reflect any other subsequent events.

This unaudited pro forma balance sheet is for informational purposes only, and should be read in conjunction with the more detailed unaudited condensed consolidated financial statements and related notes thereto included in the Company's Form 10-Q for the quarter ended December 31, 2016.

The information contained in this Item 7.01 of this report is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Unaudited Pro Forma Balance Sheet of the Company as of December 31, 2016

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.

By: /s/ Jeffrey B. Shealy
Name: Jeffrey B. Shealy
Title: Chief Executive Officer

Date: February 27, 2017

EXHIBIT INDEX

Exhibit No.	Description
99.1	Unaudited Pro Forma Balance Sheet of the Company as of December 31, 2016

Akoustis Technologies, Inc.
PRO FORMA CONSOLIDATED BALANCE SHEET
(Unaudited)

	December 31, 2016	Pro Forma Adjustments	Note Reference	As Adjusted December 31, 2016
ASSETS				
<i>Assets</i>				
Cash and cash equivalents	\$ 5,001,466	\$ 6,299,035	(1) (2)	\$ 11,300,501
Accounts receivable	29,000			29,000
Inventory	43,185			43,185
Prepaid expenses	93,249			93,249
Total Current Assets	<u>5,166,900</u>	<u>6,299,035</u>		<u>11,465,935</u>
Property and equipment, net	625,580			625,580
Intangibles, net	107,771			107,771
Other Assets	20,715			20,715
Total Assets	<u>\$ 5,920,966</u>	<u>\$ 6,299,035</u>		<u>\$ 12,220,001</u>
LIABILITIES AND STOCKHOLDERS' EQUITY				
<i>Current liabilities</i>				
Accounts payable and accrued expenses	\$ 918,370			\$ 918,370
Deferred revenue	29,000			29,000
Total Current Liabilities	<u>947,370</u>			<u>947,370</u>
<i>Long-term liabilities</i>				
Derivative Liabilities	396,828	-		396,828
Total Liabilities	<u>1,344,198</u>	<u>-</u>		<u>1,344,198</u>
<i>Stockholders' Equity</i>				
Preferred stock, par value \$0.001: 5,000,000 shares authorized; none issued and outstanding	-			-
Common stock, \$0.001 par value; 45,000,000 shares authorized; 16,569,978 shares issued and outstanding at December 31, 2016, and 17,958,974 on a pro forma basis at December 31, 2016	16,570	1,389	(1) (2)	17,959
Additional Paid In Capital	16,703,677	6,297,646	(1) (2)	23,001,323
Accumulated Deficit	(12,143,479)	-		(12,143,479)
Total Stockholders' Equity	<u>4,576,768</u>	<u>6,299,035</u>		<u>10,875,803</u>
Total Liabilities and Stockholders' Equity	<u>\$ 5,920,966</u>	<u>\$ 6,299,035</u>		<u>\$ 12,220,001</u>

NOTES TO THE PROFORMA CONSOLIDATED BALANCE SHEET:

This Pro Forma Balance Sheet reflects the Akoustis Technologies, Inc. (AKTS) Balance Sheet as reported in the Company's 10-Q for the quarter ended December 31, 2016, filed with the Securities and Exchange Commission on February 14, 2017, adjusted to reflect the closings of the 2016-2017 Offering held on January 18, 2017 and February 7, 2017, as described below:

PRO FORMA ADJUSTMENTS:

- (1) On January 18, 2017, there was an increase in cash related to the sale of 1,258,996 shares of common stock at \$5.00 per share, net of commissions and fees of \$605,195, and the issuance of placement agent warrants for 123,900 shares of common stock.
- (2) On February 7, 2017, there was an increase in cash related to the sale of 130,000 shares of common stock at \$5.00 per share, net of commissions and fees of \$40,750, and the issuance of placement agent warrants for 7,350 shares of common stock.