

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): **December 11, 2017**

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 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))

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 1.01 Entry into a Material Definitive Agreement

Private Placement

On each of December 11, 2017 and December 15, 2017, Akoustis Technologies, Inc. (the “Company”) held a closing (together the “December Closings”) of a private placement offering (the “Offering”) in which the Company sold 1,476,865 shares of its common stock, par value \$0.001 per share (the “Common Stock”) to accredited investors, at a purchase price of \$5.50 per share (the “Offering Price”) for aggregate gross proceeds of approximately \$8,122,757. The Offering concluded with the closing on December 15, 2017. As previously reported in the Company’s Current Reports on Form 8-K, filed with the Securities and Exchange Commission (the “SEC”) on November 17, 2017 (the “November 8-K”) and December 7, 2017 (the “December 8-K” and together with the November 8-K, the “Prior 8-Ks”), the Company previously sold 1,163,954 shares of Common Stock in the Offering, bringing the total number of shares of Common Stock subscribed for in the Offering to 2,640,819 shares, for aggregate gross proceeds before expenses of \$14,524,504. The Offering was exempt from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon the safe harbor provided by Rule 506(b) of Regulation D.

The investors in the December Closings purchased Common Stock on the same terms and conditions described in the Prior 8-Ks, including the price-protection terms described in the December 8-K. Investors in the December Closings also became a party to the Registration Rights Agreement described in the November 8-K. For a description of the terms and conditions of the Offering, the price-protection terms, and of the Registration Rights Agreement, see “Item 1.01 Entry into a Material Definitive Agreement” in each of the Prior 8-Ks. The descriptions of such terms and conditions in the Prior 8-Ks are specifically incorporated herein by reference.

In connection with the December Closings, the Company agreed to pay cash commissions of up to approximately \$788,562 to certain placement agents, each of which is a registered U.S. broker-dealer (collectively, the “Placement Agents”). In addition, the Company is obligated to issue to the Placement Agents additional warrants to purchase approximately 154,177 shares of Common Stock. In total, warrants to purchase approximately (i) 88,507 shares of Common Stock at a purchase price of \$5.50 per share and (ii) 65,670 shares of Common Stock at a purchase price of \$8.16 per share are issuable to the Placement Agents in connection with the Offering. The warrants are exercisable after six months and have a five and a half-year term.

Amendments to Subscription Agreements

On December 11, 2017, the Company completed the execution of amendments to each of the subscription agreements (the “May Subscription Agreements”) by and among the Company and the investors in the Company’s May 2017 private placement offering of Common Stock (the “May Offering”). The May Subscription Agreements provided that if the Company were to issue additional shares of Common Stock or Common Stock equivalents (subject to customary exceptions) (the “Lower Price”), each investor in the May Offering would be entitled to receive from the Company additional shares of Common Stock equal to (i)(a) the total purchase price paid for the shares in the May Offering that are then held by the investors, divided by (b) 90% of the Lower Price, minus (ii) the number of shares in the May Offering that are then held by the investors. The amendments to the May Subscription Agreements amend these price protection provisions to provide that the additional shares of Common Stock issuable pursuant to such provisions will equal (i)(a) the total purchase price paid for the shares in the May Offering that are then held by the investors, divided by (b) 90% of the greater of (A) the Lower Price and (B) \$5.50, minus (ii) the number of shares in the May Offering that are then held by the investors.

The foregoing description of the amendments to the May Subscription Agreements is qualified in its entirety by reference to the text therefor, which is filed as Exhibit 10.2 hereto and incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities

The information set forth under “Private Placement” in Item 1.01 above is incorporated herein by reference.

The shares of Common Stock issued in the Offering have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This Current Report on Form 8-K is neither an offer to sell any securities, nor a solicitation of an offer to buy any securities, nor will there be any offer or sale of any securities in any state or jurisdiction absent registration or compliance with an applicable exemption from registration requirements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
<u>10.1</u>	<u>Form of Registration Rights Agreement by and among the Company and the investors in the Offering (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on November 17, 2017).</u>
<u>10.2</u>	<u>Form of Amendment No. 1 to Subscription Agreement in the May 2017 Private Placement Offering</u>

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/ John T. Kurtzweil

Name: John T. Kurtzweil

Title: Chief Financial Officer

Date: December 15, 2017

**AMENDMENT ONE
TO
SUBSCRIPTION AGREEMENT**

This Amendment One to Subscription Agreement (this “Agreement”) has been executed by and between the subscriber set forth on the signature page hereof (the “Subscriber”) and **Akoustis Technologies, Inc.**, a Delaware corporation (the “Company”) and amends the Subscription Agreement dated May ___ (“Agreement”) between the Subscriber and the Company.

The parties agree that the first paragraph of Section 18 of the Agreement (“Price Protection”) shall be amended and restated in its entirety as follows:

“Price Protection. If during the period from the first Closing of the Offering until the May 1, 2019, the Company shall issue Additional Shares of Common Stock (as defined below) for a consideration per share, or with an exercise or conversion price per share, less than the Purchase Price (adjusted proportionately (or if it cannot be adjusted proportionately, then equitably)) (the “Lower Price”), the Subscriber shall be entitled to receive from the Company (for no additional consideration) additional Shares equal to: (i)(a) the total Purchase Price paid pursuant to this Agreement for the Unsold Shares (defined below), divided by (b) Ninety Percent (90%) of the greater of (A) the Lower Price, and (B) Five and a Half United States Dollars (US\$5.50); minus (ii) the number of Unsold Shares. “Unsold Shares” shall mean, as of the time of the closing of the transaction for any issuance of Additional Shares, the total number of Shares Subscriber purchased pursuant to this Agreement (the “Purchased Shares”) minus the total number of Purchased Shares the Subscriber has, as of that time, sold, assigned, or transferred to a person not affiliated with the Subscriber.”

The parties acknowledge and agree that the second paragraph Section 18 (which begins ““ Additional Shares of Common Stock” shall mean...”) shall remain unchanged by this amendment.

[Signature pages follow on the next page]

IN WITNESS WHEREOF, the Company has duly executed this Subscription Agreement as of the ____ day of December, 2017.

AKOUSTIS TECHNOLOGIES, INC.

By: _____

Name: John T. Kurtzweil

Title: Chief Financial Officer

[customize signature block below for subscriber(s)]

SUBSCRIBER (individual)

SUBSCRIBER (entity)

Signature

Name of Entity

Print Name

Signature

Signature (if Joint Tenants or Tenants in Common)

Print Name: _____

Title: _____

Address of Principal Residence:

Address of Executive Offices:

