

Prospectus Supplement No. 7 to Prospectus dated May 14, 2018



AERKOMM INC.

Up to \$60,000,000 of Shares of Common Stock

This Prospectus Supplement No. 7 (“Prospectus Supplement No. 7”) relates to the Prospectus of Aer Komm Inc., dated May 14, 2018 (the “Prospectus”), relating to the offering (the “Offering”) up to \$60,000,000 of shares of our common stock on a best efforts basis as described in the Prospectus, with a minimum offering amount of approximately \$5,000,000, and a maximum offering amount of \$60,000,000. The price to the public in this offering is \$8.50 per share. Boustead Securities, LLC is the underwriter for this offering. This Prospectus Supplement No. 6 should be read in conjunction with the Prospectus, Prospectus Supplement No. 1 filed with the Securities and Exchange Commission on June 20, 2018 (“Prospectus Supplement No. 1”), Prospectus Supplement No. 2 filed with the Securities and Exchange Commission on June 25, 2018 (“Prospectus Supplement No. 2”), Prospectus Supplement No. 3 filed with the Securities and Exchange Commission on July 12, 2018 (“Prospectus Supplement No. 3”), Prospectus Supplement No. 4 filed with the Securities and Exchange Commission on July 30, 2018 (“Prospectus Supplement No. 4”), Prospectus Supplement No. 5 filed with the Securities and Exchange Commission on August 14, 2018 (“Prospectus Supplement No. 5”), and Prospectus Supplement No. 6 filed with the Securities and Exchange Commission on August 31, 2018 (“Prospectus Supplement No. 6” and together with Prospectus Supplement No. 1, Prospectus Supplement No. 2, Prospectus Supplement No. 3, Prospectus Supplement No. 4 and Prospectus Supplement No. 5, the “Prior Prospectus Supplements”) and is qualified by reference to the Prospectus and the Prior Prospectus Supplements, except to the extent that the information in this Prospectus Supplement No. 7 supersedes the information contained in the Prospectus and the Prior Prospectus Supplements, and may not be delivered without the Prospectus and the Prior Prospectus Supplements.

This Prospectus Supplement No. 7 is being filed to include the information set forth in our Current Report on Form 8-K which was filed with the Securities and Exchange Commission on September 5, 2018.

Our common stock is traded in the OTCQX marketplace under the symbol “AKOM.”

INVESTING IN OUR SECURITIES INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY READ AND CONSIDER THE “RISK FACTORS” BEGINNING ON PAGE 8 OF THE PROSPECTUS.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement No. 7 is September 5, 2018.

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

Form 8-K - Date of Report (Date of earliest event reported): September 5, 2018 (September 4, 2018)

AERKOMM INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-55925

(Commission File Number)

46-3424568

(IRS Employer
Identification No.)

923 Incline Way #39, Incline Village, NV 89451

(Address of principal executive offices)

(877) 742-3094

(Registrant's telephone number, including area code)

(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:

- 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Background

As previously reported in the current report of the Company on Form 8-K that was filed with the Securities and Exchange Commission on July 12, 2018, on July 10, 2018, Aerkomm Inc. (the “**Company**”) and its newly formed, wholly-owned subsidiary, Aerkomm Taiwan Inc. (the “**Aerkomm Taiwan**”), entered into a certain Real Estate Sales Contract (the “**Definitive Agreement**”) with Tsai Ming-Yin (the “**Seller**”) pursuant to which the Company, Aerkomm Taiwan and the Seller agreed to definitive terms and conditions relating to the acquisition by Aerkomm Taiwan of a parcel of land (the “**Parcel**”) located at the Taishui Grottoes in the Xinyi District of Keelung City, Taiwan (the “**Acquisition**”). The Parcel consists of approximately 6.36 acres of undeveloped land and is expected to be used by the Company and Aerkomm Taiwan to build the Company’s first satellite ground station and data center. The purchase price for the Parcel (the “**Purchase Price**”), which is expressed in New Taiwan Dollars in the Definitive Agreement, is NT\$1,056,297,507.

As previously disclosed, pursuant to the terms of the Definitive Agreement, payments by the Company to the Seller have been made from the net proceeds of the Company’s ongoing public offering (effective registration statement on Form S-1 on file with the Securities and Exchange Commission - SEC File No. 333-222208, the “**Offering**”). The Company and the Seller acknowledged that the balance of payments against the Purchase Price was expected to be made from the net proceeds of additional closings of the Offering and that if the Company was not able to raise sufficient additional funds in the Offering to pay the balance of the Purchase Price prior to July 31, 2018 (the “**Payment Deadline**”), the Company could notify the Seller of this fact and cancel the Definitive Agreement. In such case, the full amount paid by the Company to the Seller would be returned to the Company, without interest, in cash or in an equivalent amount of securities (the “**Securities**”) if the Seller were not to have sufficient cash on hand to return the payments in full in cash.

On July 30, 2018, the parties to the Definitive Agreement entered into Amendment No. 1 to the Definitive Agreement (the “**Amendment No. 1**”) to, among other things, (i) fix the exchange rate between the U.S. Dollar and the New Taiwan Dollar, to determine the exact U.S. Dollar amount that will be required to pay the full Purchase Price, which is denominated in New Taiwan Dollars, (ii) extend the Payment Deadline from July 31, 2018 to September 4, 2018, (iii) extend the Seller’s right to cancel the Definitive Agreement from August 31, 2018 to October 4, 2018, (iv) extend the Company’s right to cancel the Definitive Agreement from July 31, 2018 until September 4, 2018, and (v) to clarify the type of Securities that can be delivered to the Company if the Definitive Agreement is cancelled by either party and the Seller does not have sufficient cash to return the amount previously deposited by the Company with the Seller in cash. Such Securities will be of the kind that are traded or quoted on a US national securities exchange or the over-the-counter (“OTC”) market or a foreign equivalent.

Amendment to Definitive Agreement

Pursuant to the terms of the Definitive Agreement and the earlier binding memorandum of understanding relating to the Acquisition that was entered into on May 1, 2018, the Company has the right to make deposit payments to the Seller towards the Purchase Price in U.S. Dollars. To date, the Company has deposited with the Seller cash totaling US\$33.85 million.

On September 4, 2018, the parties to the Definitive Agreement entered into Amendment No. 2 to the Definitive Agreement (the “**Amendment No. 2**”) to further (i) extend the Payment Deadline from September 4, 2018 to November 4, 2018, (ii) extend the Seller’s right to cancel the Definitive Agreement from October 4, 2018 to December 4, 2018, (iii) extend the Company’s right to cancel the Definitive Agreement from September 4, 2018 until November 4, 2018.

The foregoing summary of the Amendment No. 2 to the Definitive Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of Amendment No. 2, which is attached to this Current Report on Form 8-K in Chinese and in English as Exhibits 10.1 and 10.2, respectively, which exhibits are incorporated by reference into Item 1.01.

ITEM 9.01. FINANCIAL STATEMENT AND EXHIBITS

(d) Exhibits

The following exhibits are filed herewith:

Exhibit No.	Description of Exhibit
10.1	<u>Amendment dated September 4, 2018 to Real Estate Sales Contract dated July 10, 2018 by and between the Registrant and Tsai Ming-Yin (Official Chinese Version)</u>
10.2	<u>Amendment dated September 4, 2018 to Real Estate Sales Contract dated July 10, 2018 by and between the Registrant and Tsai Ming-Yin (Unofficial English Translation)</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.

Date: September 5, 2018

AERKOMM INC.

/s/ Y. Tristan Kuo

Name: Y. Tristan Kuo

Title: Chief Financial Officer

不動產買賣增補契約書（二）

出賣人：蔡明吟 (以下簡稱甲方)
 受託人：昇陽開發實業股份有限公司 (以下簡稱乙方)

立契約書人：



Aerkonn Inc. (以下簡稱丙方)
 買受人：愛爾康資料處理股份有限公司 (以下簡稱丁方)


緣甲乙丙丁四方前於民國(以下同)107年7月10日就甲方所有之座落於基隆市信義區大木窟段89-49地號土地訂有不動產買賣契約書(以下簡稱原契約)，并于107年7月30日簽訂增補契約書(以下簡稱增補契約一)在案。特訂本第二次增補契約書，以資信守：

- 一、甲乙丙丁四方同意將原契約第三條第二項中丙、丁方之付款期限自107年9月4日再次展延至107年11月4日、原契約第九條第一項甲方之特別解約權自107年10月4日再次展延至107年12月4日、原契約第九條第二項丙方因籌資不順利的解約權自107年9月4日再次展延至107年11月4日。
- 二、除此增補契約之修訂外，甲乙丙丁四方之一切權利義務悉依原契約之約定辦理。
- 三、本契約書壹式四份，由各方各自收執乙份，並自各方完成簽訂之日起生效。

立契約書人：

甲 方：出 賣 人：蔡明吟  (簽章)
 身分證字號：

乙 方：受 託 人：昇陽開發實業股份有限公司 
 法定代理人：田啟祥 
 統一編號：70777671

丙 方：Aerkonn Inc.
 法定代理人：Jeffrey Wun 

丁 方：買 受 人：愛爾康資料處理股份有限公司
 法定代理人：徐志明

中 華 民 國 1 0 7 年 9 月 4 日

Amendment No. 2 to the Real Estate Sales Contract
(English Translation)

Seller: TSAI MING-YIN (hereinafter referred to as Party A)
Trustee: Sunty Development Co., Ltd. (hereinafter referred to as Party B)
Contracting Party:
Aerkomm Inc. (hereinafter referred to as Party C)
Buyer: Aerkomm Taiwan Inc. (hereinafter referred to as Party D)

Party A, Party B, Party C and Party D have entered into a real estate sales contract ("Sales Contract") on July 10, 2018 (hereinafter referred to as "Sales Contract") in respect of the land which is located at No. 89-49 Dashuiku Section, Xinyi District, Keelung City. The Sales Contract was subsequently amended on July 30, 2018. The parties now hereby further amend the Sales Contract as follows:

- I. All parties agreed to further amend the payment deadline under III.(2) of the Sales Contract from September 4, 2018 to November 4, 2018. It is also agreed that the deadline for Party A to exercise its special contract termination right under IX.(1) of the Sales Contract is further amended from October 4, 2018 to December 4, 2018. Furthermore, Party D's termination right due to the situation of its public offering under IX.(2) of the Sales Contract is further amended from September 4, 2018 to November 4, 2018.
- II. Except as otherwise specifically amended by this amendment, all other terms and conditions of the Sale Contract remain unchanged and in full force and effect.
- III. This Agreement is executed in four copies, one of which shall be held by each party respectively, and this Agreement shall become effective from the date of the execution by the last party hereto.

Contracting parties:

Party A: Seller: TSAI MING-YIN /s/ *Tsai Ming-Yin (Personal Seal)* (Signature or Seal)

Party B: Trustee: Sunty Development Co., Ltd. /s/ *Sunty Development Co., Ltd. (Corporate Seal)*
Legal Representative: TIAN, CHI-HSIANG /s/ *Tian, Chi-Hsiang (personal Seal)*
Uniform Number: 70777671

Party C: Aerkomm Inc.
Legal Representative: JEFFREY WUN /s/ *Jeffrey Wun*

Party D: Buyer: Aerkomm Taiwan Inc.
Legal Representative: HSU, CHIH-MING /s/ *Hsu, Chih-ming*

The 4th day of September, 2018

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AERKOMM INC.
Registrant

Date: September 5, 2018

By: /s/ Jeffrey Wun
Name: Jeffrey Wun
Title: Chief Executive Officer

Date: September 5, 2018

By: /s/ Y. Tristan Kuo
Name: Y. Tristan Kuo
Title: Chief Financial Officer