

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Klein Michael Stuart			2. Issuer Name and Ticker or Trading Symbol Skillsoft Corp. [SKIL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) C/O SKILLSOFT CORP., 300 INNOVATIVE WAY #201			3. Date of Earliest Transaction (Month/Day/Year) 06/23/2022					
(Street) NASHUA, NH 03062			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/23/2022		M		21,621	A	\$ 0	21,621	D	
Class A Common Stock								6,694,338 (1)	I	By M. Klein Associates, Inc.
Class A Common Stock								3,559,690 (1)	I	By Garden State Capital Partners LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	06/23/2022		M		21,621		(3)	(3)	Class A Common Stock	21,621	\$ 0	0	D	
Restricted Stock Units	(2)	06/23/2022		A		35,398		(4)	(4)	Class A Common Stock	35,398	\$ 0	35,398	D	
Warrants	\$ 11.5							07/11/2021	06/11/2026	Class A Common Stock	6,955,978		6,955,978 (5)	I	By M. Klein Associates, Inc.
Warrants	\$ 11.5							07/11/2021	06/11/2026	Class A Common Stock	3,260,470		3,260,470 (5)	I	By Garden State Capital Partners LLC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klein Michael Stuart C/O SKILLSOFT CORP. 300 INNOVATIVE WAY #201 NASHUA, NH 03062	X			

Signatures

/s/ Sarah Hilty, as attorney-in-fact for Michael Stuart Klein		06/24/2022
Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Consists of shares of Class A common stock received for no additional consideration in a pro-rata distribution in-kind by Churchill Sponsor II LLC ("Sponsor") on June 17, 2022 as disclosed by Sponsor on a Form 4 filed June 22, 2022, which was exempt from reporting pursuant to Rule 16a-9.
- (2) Each restricted stock unit represents a contingent right to receive one share of Class A common stock of the Issuer.
- (3) The restricted stock units vest on the earlier of December 28, 2022 or the date of the Issuer's next annual meeting of stockholders following the date of grant, subject to the Reporting Person's continued service.
- (4) The restricted stock units vest on the earlier of (i) the one-year anniversary of the date of grant or (ii) the date of the Issuer's next annual meeting of stockholders following the date of grant, subject to the Reporting Person's continued service.
- (5) Consists of warrants to purchase an equal number of shares of Class A common stock received for no additional consideration in a pro-rata distribution in-kind by Sponsor on June 17, 2022 as disclosed by Sponsor on a Form 4 filed June 22, 2022, which was exempt from reporting pursuant to Rule 16a-9.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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