

**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): **June 10, 2021**

Skillsoft Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

001-38960
(Commission File
Number)

83-4388331
(I.R.S. Employer
Identification No.)

300 Innovative Way, Suite 201
Nashua, NH
(Address of principal executive offices)

03062
(Zip Code)

(603) 324-3000
Registrant's telephone number, including area code

Churchill Capital Corp II
640 Fifth Avenue, 12th Floor
New York, NY 10019
(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))

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Shares of Class A common stock, \$0.0001 par value per share	SKIL	New York Stock Exchange
Warrants	SKIL WS	New York Stock Exchange

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.

Unless the context otherwise requires, "we," "us," "our" and the "Company" refer to Skillsoft Corp., a Delaware corporation, and its consolidated subsidiaries. All references herein to the "Board" refer to the board of directors of the Company.

Terms used but not defined herein, or for which definitions are not otherwise incorporated by reference herein, shall have the meaning given to such terms in the Registration Statement (as defined below) in the Section entitled "Basis of Presentation and Glossary" beginning on page i thereof, and such definitions are incorporated herein by reference.

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

On June 10, 2021, Churchill Capital Corp II (“Churchill”), now known as Skillsoft Corp., held a special meeting of stockholders (the “Churchill Special Meeting”). At the close of business on April 28, 2021, the record date for determination of stockholders entitled to vote at the Churchill Special Meeting, there were 86,250,000 shares of Churchill’s common stock outstanding and entitled to vote at the Churchill Special Meeting. At the Churchill Special Meeting, 63,099,075 shares Churchill’s common stock were represented by proxy, constituting a quorum and more than a majority of the shares of Churchill’s common stock entitled to vote at the Churchill Special Meeting. At the Churchill Special Meeting, Churchill’s stockholders considered the following proposals:

Proposal No. 1. A proposal to approve the business combination, including (a) adopting the Agreement and Plan of Merger (as it may be amended and/or restated from time to time, the “Skillsoft Merger Agreement”) on October 12, 2021 with Software Luxembourg Holding S.A., a public limited liability company (*société anonyme*), incorporated and organized under the laws of the Grand Duchy of Luxembourg, having its registered office at Bijou, 17 Boulevard Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés, Luxembourg*) under number B246188 (“Skillsoft”), and (b) approving the other transactions contemplated by the Skillsoft Merger Agreement and related agreements described in the joint proxy statement/prospectus (the “Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) on January 25, 2021 by Churchill, and as amended pursuant to the amendments to the Registration Statement filed with the Commission by Churchill on March 15, 2021, May 13, 2021, May 24, 2021 and May 27, 2021, respectively. The following is a tabulation of the votes with respect to this proposal, which was approved by Churchill’s stockholders:

For	Against	Abstain
61,659,940	1,409,025	30,110

Proposal No. 2. A proposal to approve, for purposes of complying with applicable listing rules of the New York Stock Exchange (“NYSE”), the issuance of shares of Churchill Class A common stock and Churchill Class C common stock pursuant to the Skillsoft Merger Agreement. The following is a tabulation of the votes with respect to this proposal, which was approved by Churchill’s stockholders:

For	Against	Abstain
61,657,198	1,411,458	30,419

Proposal No. 3. A proposal to adopt an amendment to Churchill’s amended and restated certificate of incorporation currently in effect. The following is a tabulation of the votes with respect to this proposal which was approved by Churchill’s stockholders:

For	Against	Abstain
61,394,593	1,669,953	34,529

Proposal No. 4. A proposal to adopt the second amended and restated certificate of incorporation. The following is a tabulation of the votes with respect to this proposal which was approved by Churchill’s stockholders:

For	Against	Abstain
61,655,956	1,410,371	32,748

Proposal No. 5. A proposal to act upon, on a non-binding advisory basis, with respect to certain governance provisions in the second amended and restated certificate of incorporation in order to give holders of Churchill common stock the opportunity to present their separate views on important corporate governance procedures. The following is a tabulation of the votes with respect to this proposal which was approved by Churchill’s stockholders:

For	Against	Abstain
63,005,646	60,505	32,924

Proposal No. 6. A proposal to elect seven directors to serve on the Board of Directors of the Post-Combination Company until the 2022 annual meeting of stockholders, in the case of Class I directors, the 2023 annual meeting of stockholders, in the case of Class II directors, and the 2024 annual meeting of stockholders, in the case of Class III directors, and, in each case, until their respective successors are duly elected and qualified. The following is a tabulation of the votes with respect to this proposal which was approved by Churchill’s stockholders:

Director	For	Against	Abstain
Class I			
Ronald W. Hovsepien	59,398,834	60,322	3,639,919
Peter Schmitt	62,989,355	61,278	48,442
Jeffrey R. Tarr	59,416,503	60,044	3,622,528
Class II			
Michael Klein	59,034,260	423,155	3,641,660
Lawrence H. Summers	62,970,279	81,985	46,811
Class III			
Helena B. Foulkes	62,991,269	61,878	45,928
Karen G. Mills	58,547,254	164,571	4,387,250

Proposal No. 7. A proposal to approve, for purposes of complying with the applicable listing rules of the NYSE, the issuance of shares of Churchill Class A common stock pursuant to the subscription agreement (the “Prosus Subscription Agreement”), dated as of October 12, 2020, by and among Churchill, MIH Edtech Investments B.V. (formerly known as MIH Ventures B.V.) (“MIH Edtech Investments”) and Churchill Sponsor II LLC, which on February 16, 2021 MIH Edtech Investments assigned all of its rights, title and interest in and to, and obligations under, to MIH Learning B.V. (“Prosus”), and Prosus accepted such assignments. (including the shares issuable (i) upon Prosus’s exercise of the Prosus Top-Up Right and (ii) upon Prosus’s exercise of the Prosus Warrants). The following is a tabulation of the votes with respect to this proposal which was approved by Churchill’s stockholders:

For	Against	Abstain
61,650,591	1,392,303	56,181

Proposal No. 8. A proposal to approve, for purposes of complying with the applicable listing rules of the NYSE, the issuance of shares of Churchill Class A common stock pursuant to the subscription agreement, dated as of October 14, 2020, by and between Churchill and SuRo Capital Corp. ("SuRo"), pursuant to which SuRo subscribed for 1,000,000 newly-issued shares of Churchill Class A common stock, at a purchase price of \$10.00 per share, to be issued upon the consummation of the Skillssoft Merger Agreement. The following is a tabulation of the votes with respect to this proposal which was approved by Churchill's stockholders:

For	Against	Abstain
61,650,501	1,391,638	56,936

Proposal No. 9. A proposal to approve and adopt the Churchill Capital Corp II 2020 Omnibus Incentive Plan. The following is a tabulation of the votes with respect to this proposal which was approved by Churchill's stockholders:

For	Against	Abstain
59,649,659	3,332,738	116,678

Item 8.01. Other Events.

On June 10, 2021, the parties issued a joint press release announcing the results of the Churchill Special Meeting, a copy of which is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

The list of exhibits is set forth on the Exhibit Index of this Report on Form 8-K and is incorporated herein by reference.

<u>Exhibit Number</u>	<u>Description</u>
<u>99.1</u>	<u>Press release, dated June 10, 2021</u>

SIGNATURE

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.

Dated: June 16, 2021

SKILLSOFT CORP.

By: /s/ Ryan Murray
Ryan Murray
Chief Accounting Officer and Interim Chief Financial Officer

Churchill Capital Corp II Stockholders and Skillsoft Shareholders Approve Merger

- Merger is expected to close on June 11, 2021
- Combined company to be named Skillsoft Corp. and begin trading on the New York Stock Exchange under ticker "SKIL" on June 14, 2021

NEW YORK – June 10, 2021 – Churchill Capital Corp II ("Churchill II") (NYSE: CCX.U), a special purpose acquisition company, today announced that in a special meeting held today, its stockholders voted to approve its combination with Software Luxembourg Holding S.A. ("Skillsoft"), a global leader in digital learning and talent management solutions. Approximately 97.7% of the votes cast at the meeting, representing approximately 71.5% of Churchill II's outstanding shares, voted to approve the business combination. In addition, at the extraordinary general meeting of the shareholders of Skillsoft held today, its shareholders voted to approve its merger with Churchill II.

The consummation of the business combination is expected to occur tomorrow, June 11, 2021, subject to the satisfaction or waiver of all other closing conditions. Following the completion of this transaction, the combined company expects to acquire Albert DE Holdings Inc. ("Global Knowledge"), a worldwide leader in IT and professional skills development.

The combined company will be named Skillsoft Corp., and it is anticipated that on June 14, 2021, the ticker symbol of its Class A Common Stock will be changed to "SKIL."

About Churchill Capital Corp II

Churchill Capital Corp II was formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

About Skillsoft

Skillsoft delivers digital learning, training, and talent solutions to help organizations unleash their edge. Leveraging immersive, engaging content, Skillsoft enables organizations to unlock the potential in their best assets — their people — and build teams with the skills they need for success. Empowering 45 million learners and counting, Skillsoft democratizes learning through an intelligent learning experience and a customized, learner-centric approach to skills development with resources for Leadership Development, Business Skills, Technology and Developer, Digital Transformation, and Compliance.

About Global Knowledge

Global Knowledge is a world leader in technology skills training, supporting major enterprises and IT professionals with innovative and flexible learning solutions and offering authorized content from major technology providers. Global Knowledge delivers training in multiple modalities, both on-demand and instructor-led through virtual delivery and classrooms, blended formats and customized on-site training, directly and through a worldwide partner network.

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, Churchill II's, Skillsoft's and Global Knowledge's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Generally, statements that are not historical facts, including statements concerning the completion of the transactions, the expected benefits of the transactions, other possible or assumed future actions, business strategies, events or results of operations, are forward-looking statements. These statements may be preceded by, followed by or include the words "believes," "estimates," "expects," "projects," "forecasts," "may," "will," "should," "seeks," "plans," "scheduled," "anticipates," "target," "goal" or "intends" or similar expressions. Such forward-looking statements involve risks and uncertainties that may cause actual events, results or performance to differ materially from those indicated by such statements. Certain of these risks are identified and discussed in Churchill II's Form 10-K/A for the year ended December 31, 2020 under Risk Factors in Part I, Item 1A and in the definitive proxy statement/prospectus discussed above. These risk factors will be important to consider in determining future results and should be reviewed in their entirety. These forward-looking statements are expressed in good faith, and Churchill II, Skillsoft and Global Knowledge believe there is a reasonable basis for them. However, there can be no assurance that the events, results or trends identified in these forward-looking statements will occur or be achieved. Forward-looking statements speak only as of the date they are made, and none of Churchill II, Skillsoft or Global Knowledge is under any obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. Readers should carefully review the statements set forth in the reports, which Churchill II has filed or will file from time to time with the SEC.

In addition to factors previously disclosed in Churchill II's reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: failure to realize the benefits expected from the proposed transactions; the effects of pending and future legislation; risks related to disruption of management time from ongoing business operations due to the proposed transactions; business disruption following the transactions; risks related to the impact of the COVID-19 pandemic on the financial condition and results of operations of Churchill II, Skillsoft and Global Knowledge; risks related to Churchill II's, Skillsoft's or Global Knowledge's indebtedness; other consequences associated with mergers, acquisitions and divestitures and legislative and regulatory actions and reforms; demand for, and acceptance of, our products and for cloud-based technology learning solutions in general; our ability to compete successfully in competitive markets and changes in the competitive environment in our industry and the markets in which we operate; our ability to develop new products; failure of our information technology infrastructure or any significant breach of security; future regulatory, judicial and legislative changes in our industry; the impact of natural disasters, public health crises, political crises, or other catastrophic events; our ability to attract and retain key employees and qualified technical and sales personnel; fluctuations in foreign currency exchange rates; our ability to protect or obtain intellectual property rights; our ability to raise additional capital; the impact of our indebtedness on our financial position and operating flexibility; and our ability to successfully defend ourselves in legal proceedings.

Any financial projections in this communication are forward-looking statements that are based on assumptions that are inherently subject to significant uncertainties and contingencies, many of which are beyond Churchill II's, Skillsoft's and Global Knowledge's control. While all projections are necessarily speculative, Churchill II, Skillsoft and Global Knowledge believe that the preparation of prospective financial information involves increasingly higher levels of uncertainty the further out the projection extends from the date of preparation. The assumptions and estimates underlying the projected results are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the projections. The inclusion of projections in this communication should not be regarded as an indication that Churchill II, Skillsoft and Global Knowledge, or their representatives, considered or consider the projections to be a

reliable prediction of future events.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

This communication is not intended to be all-inclusive or to contain all the information that a person may desire in considering an investment in Churchill II and is not intended to form the basis of an investment decision in Churchill II. All subsequent written and oral forward-looking statements concerning Churchill II, Skillsoft and Global Knowledge, the proposed transactions or other matters and attributable to Churchill II, Skillsoft and Global Knowledge or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.

Contacts

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