

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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* Churchill Sponsor II LLC		2. Issuer Name and Ticker or Trading Symbol Skillsoft Corp. [SKIL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ Officer (give title below) _____ <input checked="" type="checkbox"/> 10% Owner Other (specify below) _____	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2022		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ Form filed by More than One Reporting Person <input checked="" type="checkbox"/>
640 FIFTH AVENUE, 12TH FLOOR			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street) NEW YORK, NY 10019					
(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	06/17/2022		J(2)		17,250,000	D	\$ 0	0	D (1) (3)	

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

SEC 1474 (9-02)
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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					
Warrants	\$ 11.5	06/17/2022		J(2)		16,300,000		07/11/2021	06/11/2026	Class A Common Stock	\$ 0	0 (2)	D (1) (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Churchill Sponsor II LLC 640 FIFTH AVENUE 12TH FLOOR NEW YORK, NY 10019		X		
M. Klein Associates, Inc. 640 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10019		X		

Signatures

See Signatures included in Exhibit 99.1	06/22/2022
	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) This Form 4 is filed by the following Reporting Persons: Churchill Sponsor II LLC ("Sponsor") and M. Klein Associates, Inc. Because of the relationships between the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests.
- (2) On June 17, 2022, the Sponsor distributed 17,250,000 shares of Class A Common Stock and 16,300,000 warrants to purchase one share, representing all of the securities of the Issuer owned by Sponsor, to its members on a pro rata basis for no additional consideration in accordance with Sponsor's organizational documents.
- M. Klein Associates, Inc. is the managing member of Sponsor. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, any of the Reporting Persons is the beneficial owner of any securities reported herein. The Reporting Persons disclaim beneficial ownership of any securities of the Issuer except to the extent of such Reporting Person's pecuniary interest therein.
- (3)

Remarks:

Exhibit 99.1 (Joint filer information) is incorporated by reference herein.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

This statement on Form 4 is filed jointly by each of the undersigned.

Name of Designated Filer: Churchill Sponsor II LLC

Date of Event Requiring Statement: June 17, 2022

Issuer Name: Skillsoft Corp. [SKIL]

CHURCHILL SPONSOR II LLC

/s/ Jay Taragin

Jay Taragin

Title: Authorized Signatory

M. KLEIN ASSOCIATES, INC.

/s/ Jay Taragin

Jay Taragin

Title: Authorized Signatory
