

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person * <u>WALKER RICHARD</u>  (Last) (First) (Middle) <u>C/O SKILLSOFT CORP.</u> <u>300 INNOVATIVE WAY #201</u>  (Street) <u>NASHUA NH 03062</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Skillsoft Corp. [ SKIL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>CHIEF FINANCIAL OFFICER</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(1)	05/01/2023		D		97,000		(1)	(1)	Class A Common Stock	\$0	0	D	
Restricted Stock Units	(2)	05/01/2023		A		72,750		(3)	(3)	Class A Common Stock	(2)	72,750	D	

**Explanation of Responses:**

- The restricted stock units ("RSUs") were canceled by mutual agreement of the reporting person and the Issuer. The reporting person received replacement RSUs, relating to 72,750 shares of Class A common stock (75% of the original RSU grant), as consideration for the cancellation. The original RSUs were disclosed in a Form 4 filed on June 14, 2021 and were scheduled to vest in four equal annual installments if the closing price of a share of Class A common stock, as reported on the New York Stock Exchange, equaled or exceeded \$12.50 on at least 20 out of 30 consecutive trading days prior to June 11, 2025.
- Each RSU represents a contingent right to receive one share of Class A common stock of the Issuer. These RSUs replace RSUs previously granted to recipient on June 11, 2021.
- The RSUs vest in two equal annual installments beginning May 1, 2024.

/s/ Carrie Etherton, Attorney-in-Fact for Richard Walker 05/03/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.