SEC Form 4

FORM 4

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
TORRES JOSE	Skillsoft Corp. [SKIL]	

1. Name and Address of Reporting Person [*]

TORRES JOSE

(Last)	(First)	(Middle)

C/O SKILLSOFT CORP.

7887 E. BELLEVIEW AVE, SUITE 600

(Street)

GREENWOOD VILLAGE	CO	80111

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Skillsoft Corp. [SKIL]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

CHIEF ACCOUNTING OFFICER

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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	11/01/2023		M		2,297	A	$0	4,797[(1)]	D	
Class A Common Stock	11/01/2023		F		559[(2)]	D	$17.24	4,238	D	

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	Title	Amount or Number of Shares				
Restricted Stock Units	[(3)]	11/01/2023		M			2,297	[(4)]	[(4)]	Class A Common Stock	2,297	$0	6,891	D	

Explanation of Responses:

1. All amounts of securities reported in this Form 4 reflect a 1-for-20 reverse stock split that became effective September 29, 2023, including the reporting person's receipt of cash in lieu of a fractional share.

2. Represents shares withheld by the Issuer to satisfy tax withholding obligations upon vesting.

3. Each restricted stock unit represents a contingent right to receive one share of Class A common stock of the Issuer.

4. The restricted stock units vest in four equal annual installments beginning November 1, 2023.

/s/ Richard Walker, as attorney-in-fact for Jose Torres   11/03/2023

** 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.