

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

☐ 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 * <u>HOVSEPIAN RONALD W</u>  (Last) (First) (Middle) <u>C/O SKILLSOFT CORP.</u> <u>300 INNOVATIVE WAY #2210</u>  (Street) <u>NASHUA</u> <u>NH</u> <u>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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>CEO &amp; Executive Chair</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/19/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			
<u>Class A Common Stock</u>	<u>05/19/2025</u>		<u>A</u>		<u>133,809<sup>(1)</sup></u>	<u>A</u>	<u>\$0</u>	<u>231,091</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>05/19/2025</u>		<u>F</u>		<u>59,344<sup>(2)</sup></u>	<u>D</u>	<u>\$22.42</u>	<u>171,747</u>	<u>D</u>	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Restricted Stock Units</u>	<u>(3)</u>	<u>05/19/2025</u>		<u>A</u>		<u>90,093</u>	<u>(4)</u>	<u>(4)</u>	<u>Class A Common Stock</u>	<u>90,093</u>	<u>\$0</u>	<u>90,093</u>	<u>D</u>	

Explanation of Responses:

1. Represents the number of shares earned with respect to a grant of a performance award based on the level of performance achieved as certified by the Issuer's Board on May 18, 2025, and which vested on May 18, 2025. Such amount represents 50% of the Full First Tranche (as defined in the Reporting Person's offer letter with the Issuer dated September 4, 2024) based on the closing price of the Issuer's Class A Common Stock on May 19, 2025, which was the payment date.
2. Represents shares withheld by the Issuer to satisfy tax withholding obligations upon vesting.
3. Represents an annual grant of restricted stock units. 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 May 1, 2026, subject to the Reporting Person remaining continuously employed through each vesting date.

/s/ John Frederick, as attorney-in-  
fact for Ronald W. Hovsepian 05/22/2025

\*\* 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.