

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Skillsoft Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-4388331
(I.R.S. Employer
Identification Number)

7887 E Belleview Ave., Suite 600
Greenwood Village, CO 80111
(Address of principal executive offices) (Zip Code)

Skillsoft Corp. 2020 Omnibus Incentive Plan
(Full titles of the plan)

Richard George Walker
Chief Financial Officer
7887 E Belleview Ave., Suite 600
Greenwood Village, CO 80111
(603) 821-3902
(Name, address, and telephone number, including area code, of agent for service)

Copies to:

Ron Levine
Arnold & Porter Kaye Scholer LLP
1144 Fifteenth Street, Suite 3100
Denver, Colorado 80202
(303) 863-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Skillsoft Corp. (the “Registrant” or the “Company”) is filing this registration statement on Form S-8 (this “Registration Statement”) with the U.S. Securities and Exchange Commission (the “SEC”) for the purpose of registering 1,100,000 additional shares (the “Shares”) of the Company’s Class A common stock, par value \$0.0001 per share, that may be issued to participants under the Company’s 2020 Omnibus Incentive Plan, following an amendment thereto that was approved by the Registrant’s stockholders at its annual meeting of stockholders held on July 18, 2024 (the “Plan Amendment,” and as amended, the “2020 Plan”). The Shares are being registered in addition to (a) 13,105,902 shares registered on that registration statement on Form S-8 filed with the SEC on August 17, 2021 (File No. 333-258867); (b) 10,211,499 shares registered on that registration statement on Form S-8 filed with the SEC on May 24, 2022 (File No. 333-265182); (c) 12,353,687 shares registered on that registration statement on Form S-8 filed with the SEC on April 14, 2023 (File No. 333-271269); and (d) 579,647 shares registered on that registration statement on Form S-8 filed with the SEC on April 15, 2024 (File No. 333-278684) (collectively, the “Prior Registration Statements”). The Shares registered by this Registration Statement represent an increase in the number of shares previously reserved for issuance under the 2020 Plan pursuant to the Plan Amendment.

This Registration Statement relates to securities of the same class as to which the Prior Registration Statements relate and hereby incorporates by reference the contents of the Prior Registration Statements, to the extent relating to the registration of Common Stock issuable under the 2020 Plan, except to the extent amended hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference into this Registration Statement (in each case excluding any information furnished pursuant to Item 2.02 or Item 7.01 and any corresponding exhibits thereto on any Current Report on Form 8-K):

- (a) The Registrant’s [Annual Report on Form 10-K for the year ended January 31, 2024, filed with the SEC on April 15, 2024](#) and the [amendment to the Registrant’s Annual Report on Form 10-K for the year ended January 31, 2024, filed with the SEC on May 30, 2024](#);
- (b) The Registrant’s [Quarterly Report on Form 10-Q, filed with the SEC on June 10, 2024](#);
- (c) The Registrant’s Current Reports on Form 8-K, filed with the SEC on [April 15, 2024](#), [May 20, 2024](#), [May 24, 2024](#), [July 11, 2024](#), [July 18, 2024](#), [July 19, 2024](#) and [July 19, 2024](#); and
- (d) The description of the Registrant’s Class A common stock contained in the Registration Statement on [Form 8-A \(File No. 001-38960\) filed June 26, 2019](#), pursuant to Section 12(b) of the Exchange Act, as updated by the description of the Registrant’s Class A common stock in the Description of Securities filed as Exhibit 4.1 to the Registrant’s [Annual Report on Form 10-K for the year ended January 31, 2024](#) including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the Registration Statement which indicates that all of the shares registered hereunder have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with SEC rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Exhibit Index

Exhibit Number	Description
4.1	<u>Second Amended and Restated Certificate of Incorporation of Skillsoft Corp., as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed with the SEC on April 15, 2024)</u>
4.2	<u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Skillsoft Corp. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 24, 2023).</u>
4.3	<u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Skillsoft Corp. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on September 29, 2023).</u>
4.4	<u>Second Amended and Restated Bylaws of Skillsoft Corp. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on June 17, 2021).</u>
4.5	<u>Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Registrant's Annual Report on Form 10-K filed with the SEC on April 14, 2023).</u>
5.1*	<u>Opinion of Arnold & Porter Kaye Scholer LLP.</u>
10.1	<u>Skillsoft Corp. 2020 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1 (File No. 333-257718) filed by the Registrant on July 6, 2021).</u>
10.2	<u>First Amendment to Skillsoft Corp. 2020 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 19, 2024).</u>
23.1*	<u>Consent of Ernst & Young LLP.</u>
23.2*	<u>Consent of Arnold & Porter Kaye Scholer LLP (included as part of Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included in signature pages of this Registration Statement)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Greenwood Village, Colorado, on this 19th day of July, 2024.

SKILLSOFT CORP.

By: /s/ Richard George Walker
Richard George Walker, *Chief Financial Officer*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stephen Martin and Richard George Walker, and each of them, individually, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of Skillsoft Corp., and any or all amendments (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Ronald W. Hovsepian</u> Ronald W. Hovsepian	Executive Chair and Director <i>(Principal Executive Officer)</i>	July 17, 2024
<u>/s/ Richard Walker</u> Richard Walker	Chief Financial Officer <i>(Principal Financial Officer)</i>	July 16, 2024
<u>/s/ Jose Torres</u> Jose Torres	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	July 16, 2024
<u>/s/ Lawrence Charles IIIg</u> Lawrence Charles IIIg	Director	July 16, 2024
<u>/s/ Helena B. Foulkes</u> Helena B. Foulkes	Director	July 17, 2024
<u>/s/ Patrick Kolek</u> Patrick Kolek	Director	July 17, 2024
<u>/s/ Michael S. Klein</u> Michael S. Klein	Director	July 17, 2024
<u>/s/ Karen G. Mills</u> Karen G. Mills	Director	July 18, 2024
<u>/s/ Peter Schmitt</u> Peter Schmitt	Director	July 16, 2024
<u>/s/ Lawrence H. Summers</u> Lawrence H. Summers	Director	July 18, 2024

Arnold & Porter

July 19, 2024

Skillsoft Corp.
7887 E. Belleview Ave. Suite 600
Greenwood Village, CO 80111

Re: Skillsoft - Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Skillsoft Corp., a corporation organized under the laws of Delaware (the “**Company**”), in connection with the preparation of the Company’s registration statement on Form S-8 (the “**Registration Statement**”) to be filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of 1,100,000 shares (the “**Shares**”) of the Company’s Class A Common Stock, par value \$0.0001 per share, reserved for issuance pursuant to the Company’s 2020 Omnibus Incentive Plan (as amended, the “**Plan**”), following an amendment to the Plan that was approved by the Company’s stockholders at its annual meeting of stockholders held on July 18, 2024.

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act.

In rendering the opinions set forth below, we have examined and relied upon such certificates, corporate records, agreements, instruments and other documents, and examined such matters of law, that we considered necessary or appropriate as a basis for the opinions. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such latter documents, that all parties to such documents (other than the Company) had the power, corporate or other, to enter into and perform all obligations thereunder, that all such documents have been duly authorized by all requisite action, corporate or other, and duly executed and delivered by all parties thereto (other than the Company) and that all such documents constitute the valid and binding obligation of each party thereto (other than the Company) enforceable against each such party in accordance with their terms. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Arnold & Porter Kaye Scholer LLP
250 West 55th Street | New York, NY 10019-9710 | www.arnoldporter.com

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized, and when issued and delivered by the Company in connection with awards granted under the Plan in accordance with the terms and conditions set forth in the Plan, subject to the full payment of the exercise price therefor (if any), the Shares will be validly issued, fully paid and non-assessable.

The opinions expressed herein are based solely upon the General Corporation Law of the State of Delaware (including the statutory provisions contained therein, the applicable rules and regulations underlying these provisions and reported judicial decisions interpreting the foregoing). We express no opinion herein as to any other laws, statutes, rules, regulations or ordinances.

The opinions set forth above are limited to the matters expressly set forth herein, and no opinion is implied or may be inferred beyond the matters expressly stated. The foregoing opinions are rendered as of the date hereof, and we assume no obligation to update such opinions to reflect any acts, events, facts or circumstances occurring after the date hereof or which may hereafter come to our attention, or any change in the law which may hereafter occur.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or the rules and regulations of the Commission or that this consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Arnold & Porter Kaye Scholer LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2020 Omnibus Incentive Plan of Skillsoft Corp. of our report dated April 15, 2024, with respect to the consolidated financial statements of Skillsoft Corp. and Software Luxembourg Holding S.A. included in Skillsoft Corp.'s Annual Report (Form 10-K) for the year ended January 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
July 19, 2024

Calculation of Filing Fees Table

Form S-8
(Form Type)

Skillssoft Corp.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	1,100,000 shares(1)	\$15.87	\$17,457,000	\$ 0.00014760	\$2,576.65
Total Offering Amounts					\$17,457,000		\$2,576.65
Total Fee Offsets							\$0
Net Fee Due							\$2,576.65

(1)Represents 1,100,000 shares of Class A common stock reserved for issuance under Skillssoft Corp.'s 2020 Omnibus Incentive Plan, as amended (the "2020 Plan"). Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), there are also registered hereunder such indeterminate number of additional shares as may become available for issuance pursuant to the 2024 Plan as a result of the antidilution provisions contained therein, including stock splits and other similar transactions.

(2)Estimated in accordance with paragraphs (c) and (h) of Rule 457 of the Securities Act, based upon the average of the daily high and low prices of shares of the registrant's common stock on July 12, 2024, as reported on the New York Stock Exchange.