

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

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

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**Skillsoft Corp.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

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

**300 Innovative Way, Suite 2210  
Nashua, NH 03062**  
(Address of principal executive offices) (Zip Code)

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

**Richard Walker**  
Chief Financial Officer  
**300 Innovative Way, Suite 2210**  
**Nashua, NH 03062**  
**(603) 821-3902**  
(Name, address, and telephone number, including area code, of agent for service)

*Copies to:*

**Kathleen Wechter**  
**Arnold & Porter Kaye Scholer LLP**  
**250 West 55th Street**  
**New York, NY 10019-9710**  
**(212) 836-8000**

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 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.

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## 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 667,340 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, as amended by the First Amendment to Skillsoft Corp. 2020 Omnibus Incentive Plan (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); (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); and (e) 1,100,000 shares registered on that registration statement on Form S-8 filed July 19, 2024 (File No. 333-280917) (collectively, the “Prior Registration Statements”). The Shares consist of (i) an additional 414,236 Shares that have or will become reserved for issuance pursuant to Section 6(a) (the “evergreen” provision) of the 2020 Plan, which provides for an automatic annual increase in the number of shares of Class A common stock available for issuance under the 2020 Plan, and (ii) 253,104 Shares that have become available for issuance under the 2020 Plan as a result of expiration, cancellation, forfeiture or termination, which were previously registered on the Prior Registration Statements. Other than the 414,236 Shares that have become available for issuance pursuant to the “evergreen” provision of the 2020 Plan, the Shares registered by this Registration Statement do not represent an increase in the number of shares previously reserved for issuance under the 2020 Plan.

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, except to the extent amended or superseded by the information set forth herein, or by any subsequently filed document that is incorporated by reference herein or therein.

## 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:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended January 31, 2025, filed with the SEC on April 14, 2025; and
- (b) 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, 2025, 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, including any information furnished pursuant to Item 2.02 or Item 7.01 (or related exhibits) of Form 8-K. 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**

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#">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).</a>
4.2	<a href="#">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).</a>
4.3	<a href="#">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).</a>
4.4	<a href="#">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).</a>
4.5	<a href="#">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).</a>
5.1*	<a href="#">Opinion of Arnold &amp; Porter Kaye Scholer LLP,</a>
10.1	<a href="#">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).</a>
10.2	<a href="#">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).</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP,</a>
23.2*	<a href="#">Consent of Arnold &amp; Porter Kaye Scholer LLP (included as part of Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included in signature pages of this Registration Statement)</a>
107*	<a href="#">Filing Fee Table</a>

\* 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 Nashua, New Hampshire, on this 14th day of April, 2025.

### SKILLSOFT CORP.

By: /s/ Richard Walker  
Richard 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 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ronald W. Hovsepian</u> Ronald W. Hovsepian	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	April 14, 2025
<u>/s/ Richard Walker</u> Richard Walker	Chief Financial Officer <i>(Principal Financial Officer)</i>	April 14, 2025
<u>/s/ Jose Torres</u> Jose Torres	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	April 14, 2025
<u>/s/ Fahd Beg</u> Fahd Beg	Director	April 14, 2025
<u>/s/ Helena B. Foulkes</u> Helena B. Foulkes	Director	April 14, 2025
<u>/s/ Jim Frankola</u> Jim Frankola	Director	April 14, 2025
<u>/s/ Michael S. Klein</u> Michael S. Klein	Director	April 14, 2025
<u>/s/ Karen G. Mills</u> Karen G. Mills	Director	April 14, 2025
<u>/s/ Paul Peake</u> Paul Peake	Director	April 14, 2025
<u>/s/ Peter Schmitt</u> Peter Schmitt	Director	April 14, 2025
<u>/s/ Lawrence H. Summers</u> Lawrence H. Summers	Director	April 14, 2025

# Arnold & Porter

April 14, 2025

Skillsoft Corp.  
300 Innovative Way, Suite 2210  
Nashua, NH 03062

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 667,340 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 (the “**Plan**”).

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](http://www.arnoldporter.com)

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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 reports dated April 14, 2025, with respect to the consolidated financial statements of Skillsoft Corp. and the effectiveness of internal control over financial reporting of Skillsoft Corp. included in its Annual Report (Form 10-K) for the year ended January 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
April 14, 2025

## 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	Other	667,340 shares (1)	\$17.76	\$11,851,958	\$153.10 per \$1,000,000	\$1,814.53
<b>Total Offering Amounts</b>					\$11,851,958		\$1,814.53
<b>Total Fee Offsets</b>							\$0
<b>Net Fee Due</b>							\$1,814.53

- (1) Represents 667,340 shares of Class A common stock reserved for issuance under Skillssoft Corp.'s 2020 Omnibus Incentive Plan, as amended by the First Amendment to Skillssoft Corp. 2020 Omnibus Incentive Plan (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 2020 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 high and low prices of shares of the registrant's Class A common stock on April 9, 2025, as reported on the New York Stock Exchange.