

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

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

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

1. Name and Address of Reporting Person * <u>NASPERS LTD</u> <hr/> (Last) (First) (Middle) <u>NASPERS LIMITED</u> <u>MEDIA24 CENTRE 40 HEERENGRACHT</u> <hr/> (Street) <u>CAPE TOWN T3 8001</u> <hr/> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/16/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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, par value \$0.0001 per share	09/16/2022		J		11,481	A	(1)(2)	61,261,708 ⁽³⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾

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					

1. Name and Address of Reporting Person *

NASPERS LTD

(Last) (First) (Middle)

NASPERS LIMITED

MEDIA24 CENTRE 40 HEERENGRACHT

(Street)

CAPE TOWN T3 8001

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Prosus N.V.

(Last) (First) (Middle)

SYMPHONY OFFICES

GUSTAV MAHLERPLEIN 5

(Street)

AMSTERDAM P7 1082 MS

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>MIH Learning B.V.</u>		
(Last)	(First)	(Middle)
SYMPHONY OFFICES GUSTAV MAHLERPLEIN 5		
(Street)		
AMSTERDAM	P7	1082 MS
(City)		
(State)	(Zip)	

Explanation of Responses:

- On April 4, 2022, the Issuer consummated the transactions contemplated by the Agreement and Plan of Merger, dated as of December 22, 2021 (the "Merger Agreement"), by and among the Issuer, Ryzac, Inc., a Delaware corporation ("Codecademy"), Skillsoft Finance II, Inc., a Delaware corporation and indirect wholly-owned subsidiary of the Issuer ("Borrower"), Skillsoft Newco I, Inc., a Delaware corporation and direct wholly-owned subsidiary of Borrower ("Merger Sub I"), Skillsoft Newco II, LLC, a Delaware limited liability company and direct wholly-owned subsidiary of Borrower ("Merger Sub II"), and Fortis Advisors LLC, a Delaware limited liability company, solely in its capacity as the representative of the equity holders of Codecademy, pursuant to which, subject to the terms and conditions set forth therein, Merger Sub I merged with and into Codecademy (the "First Merger"), with Codecademy being the surviving corporation of the First Merger (the "Surviving Corporation"),
- (Continued from footnote 1) and immediately following the First Merger and as part of the same overall transaction, the Surviving Corporation merged with and into Merger Sub II, with Merger Sub II being the surviving company and an indirect wholly-owned subsidiary of the Company (the "Second Merger" and, together with the First Merger, the "Mergers"). Pursuant to the purchase price adjustment provision of the Merger Agreement, the Reporting Persons received 11,481 shares of Class A common stock.
- Includes (i) 11,550 shares that were released from escrow in accordance with the terms of the Merger Agreement on September 16, 2022 and (ii) 181,896 shares currently held in escrow in accordance with the terms of the Merger Agreement.
- As described in the Schedule 13D filed with the Securities and Exchange Commission by Naspers Limited on June 11, 2021, as amended on April 6, 2022, Naspers Limited employs a differentiated voting structure involving two South African entities, Naspers Beleggings (RF) Beperk ("Nasbel") and Keeromstraat 30 Beleggings (RF) Beperk ("Keerom"), the sole remit of which is to protect the continued independence of Naspers. Each of Nasbel and Keerom disclaims beneficial ownership of all shares of Class A common stock owned by the Reporting Persons, except to the extent of their respective pecuniary interest therein.
- Represents shares of Class A common stock indirectly held by Naspers Limited and directly held by its indirect subsidiary MIH Learning B.V. MIH Learning B.V. is a wholly-owned subsidiary of NNV Holdings B.V., which is a wholly-owned subsidiary of MIH ecommerce Holdings B.V. MIH ecommerce Holdings B.V. is a wholly-owned subsidiary of MIH Internet Holdings B.V., which is a wholly-owned subsidiary of Prosus. N.V. Prosus N.V. is approximately 72.4% owned by Naspers Limited.

Remarks:

Patrick Kolek, who serves as Group Chief Operating Officer of Naspers and Prosus, and Lawrence Illg, who serves as Chief Executive Officer of Online Food Delivery & Edtech of Naspers and Prosus, are each Directors of the Issuer. Naspers and Prosus are each indirect parents of MIH Learning. For the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each of the reporting persons may be deemed a director by deputization with respect to the Issuer on the basis of Mr. Kolek's and Mr. Illg's service on the Issuer's board of directors.

<u>/s/ Patrick Kolek, Group Chief Operating Officer: Naspers Limited</u>	<u>09/21/2022</u>
<u>/s/ Patrick Kolek, Group Chief Operating Officer: Prosus N.V</u>	<u>09/21/2022</u>
<u>/s/ Serge de Reus, Director: MIH Learning B.V.</u>	<u>09/21/2022</u>
** 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.

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