

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person Klein Michael Stuart		2. Issuer Name and Ticker or Trading Symbol Skillsoft Corp. [SKIL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O SKILLSOFT CORP., 300 INNOVATIVE WAY #201		3. Date of Earliest Transaction (Month/Day/Year) 06/11/2021			
(Street) NASHUA, NH 03062		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		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	06/11/2021		M		17,250,000	A	(2)	17,250,000	I	See footnotes (1) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: 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				
Class B common stock	(2)	06/11/2021		M		17,250,000		(2)	(2)	Class A common stock	17,250,000	(2)	0	I	See footnotes (1) (4)
Warrants	\$ 11.5	06/11/2021		A		1,500,000		07/11/2021	06/11/2026	Class A common stock	1,500,000	(3)	16,300,000	I	See footnotes (1) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klein Michael Stuart C/O SKILLSOFT CORP. 300 INNOVATIVE WAY #201 NASHUA, NH 03062	X			
M. Klein Associates, Inc. C/O SKILLSOFT CORP. 300 INNOVATIVE WAY #201 NASHUA, NH 03062		X		
Churchill Sponsor II LLC C/O SKILLSOFT CORP. 300 INNOVATIVE WAY #201 NASHUA, NH 03062		X		

Signatures

See Signatures included in Exhibit 99.1	06/14/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* 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).

- (1) This Form 4 is filed by the following Reporting Persons: Michael Stuart Klein, M. Klein Associates, Inc., and Churchill Sponsor II LLC ("Sponsor"). Because of the relationships among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests.
- (2) Upon the consummation of the Issuer's business combination with Software Luxembourg Holding S.A. on June 11, 2021 (the "Business Combination"), each issued and outstanding share of Class B common stock of the Issuer automatically converted into one share of Class A common stock of the Issuer pursuant to the Issuer's certificate of incorporation in effect prior to the Business Combination.
- (3) In connection with the consummation of the Business Combination, the Issuer issued 1,500,000 warrants to purchase one share of Class A common stock of the Issuer, subject to adjustment pursuant to the terms of the warrants, to Sponsor in satisfaction of the \$1,500,000 working capital loan from the Sponsor to the Issuer. The warrants become exercisable on July 10, 2021 and expire at 5:00 p.m., New York City time, on June 11, 2026, or earlier upon their redemption or the liquidation of the Issuer pursuant to the terms of the warrants.
- (4) Mr. Klein has a minority interest in M. Klein & Company, LLC, and is the controlling stockholder of M. Klein Associates, Inc., which is the managing member of Sponsor. Following the consummation of the Business Combination, the Reporting Persons own less than 10% of the outstanding Class A common stock of the Issuer. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, or otherwise, any of the Reporting Persons is the beneficial owner of any securities reported herein. The Reporting Persons disclaim beneficial ownership of any securities of the Issuer except to the extent of such Reporting Person's pecuniary interest therein.

Remarks:

Exhibit 99.1 (Joint filer information) is incorporated by reference here.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

This statement on Form 4 is filed jointly by each of the undersigned.

Name of Designated Filer: Klein Michael Stuart

Date of Event Requiring Statement: June 11, 2021

Issuer Name: Skillsoft Corp. [SKIL]

MICHAEL KLEIN

/s/ Michael Klein

Michael Klein

M. KLEIN ASSOCIATES, INC.

By: /s/ Jay Taragin

Name: Jay Taragin

Title: Authorized Signatory

CHURCHILL SPONSOR II LLC

By: /s/ Jay Taragin

Name: Jay Taragin

Title: Authorized Signatory
