

FORM 4

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

OMB APPROVAL

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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* WALKER RICHARD		2. Issuer Name and Ticker or Trading Symbol Skillsoft Corp. [SKIL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ 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		See Remarks.	
(Street) NASHUA, NH 03062		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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			

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					
Employee stock option (right to buy)	\$ 10.75	06/11/2021		A		194,000		(1)	06/11/2031	Class A common stock	\$ 0	194,000	D	
Restricted Stock Units	(2)	06/11/2021		A		97,000		(3)	(3)	Class A common stock	\$ 0	97,000	D	
Restricted Stock Units	(2)	06/11/2021		A		97,000		(4)	(4)	Class A common stock	\$ 0	97,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER RICHARD C/O SKILLSOFT CORP. 300 INNOVATIVE WAY #201 NASHUA, NH 03062			See Remarks.	

Signatures

/s/ Richard Walker	06/14/2021
Signature of Reporting Person	Date

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) 25% of the options will vest on June 11, 2022. The remaining 75% of the options will vest in twelve equal quarterly installments thereafter.

(2) Each restricted stock unit represents a contingent right to receive one share of Class A common stock, par value \$0.001 per share, of Skillsoft Corp. ("Common Stock").

(3) The restricted stock units vest in four equal annual installments beginning June 11, 2022.

(4) The restricted stock units vest in four equal annual installments beginning June 11, 2022, but only if the closing price of a share of Common Stock, as reported on the New York Stock Exchange, equals or exceeds \$12.50 on at least 20 out of 30 consecutive trading days prior to June 11, 2025.

Remarks:

Chief Strategy and Corporate Development Officer and President, SumTotal

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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