

# FORM 4

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

OMB APPROVAL	
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## 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* <b>Ferrera Gary W</b>		2. Issuer Name and Ticker or Trading Symbol <b>Skillsoft Corp. [SKIL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>	
(Last) (First) (Middle) <b>C/O SKILLSOFT CORP., 300 INNOVATIVE WAY, SUITE 201</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>09/20/2021</b>			
(Street) <b>NASHUA, NH 03062</b>		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					
Restricted Stock Units	(1)	09/20/2021		A		126,863		(2)	(2)	Class A Common Stock	\$ 0	126,863	D	
Restricted Stock Units	(1)	09/20/2021		A		126,863		(3)	(3)	Class A Common Stock	\$ 0	126,863	D	
Employee Stock Option (right to buy)	\$ 10.51	09/20/2021		A		396,725		(4)	09/20/2031	Class A Common Stock	\$ 0	396,725	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ferrera Gary W C/O SKILLSOFT CORP. 300 INNOVATIVE WAY, SUITE 201 NASHUA, NH 03062			Chief Financial Officer	

## Signatures

/s/ Gary W. Ferrera	09/22/2021
**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) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock of Skillsoft Corp.

(2) The restricted stock units vest in four equal annual installments beginning September 20, 2022.

The restricted stock units vest in four equal annual installments beginning September 20, 2022, but only if the closing price of a share of Class A 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 September 20, 2025; if the specified price per share is not achieved when the annual

(3) installments are due to occur, then the restricted stock units will accumulate and first vest upon achievement of the specified price and then continue to vest in the remaining annual installments before September 20, 2025.

(4) The option vests one-quarter on September 20, 2022 and the remaining three-quarters in twelve equal quarterly installments thereafter.

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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