

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>PURAKAYASTHA APRATIM</u>  (Last) (First) (Middle) <u>C/O SKILLSOFT CORP.</u> <u>300 INNOVATIVE WAY #201</u>  (Street) <u>NASHUA NH 03062</u>  (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) Director 10% Owner Officer (give title below) Other (specify below) X <u>CHIEF PRODUCT &amp; TECH. OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			

**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					
Restricted Stock Units	(1)	05/01/2023		D		129,000		(1)	(1)	Class A Common Stock	\$0	0	D	
Restricted Stock Units	(2)	05/01/2023		A		96,750		(3)	(3)	Class A Common Stock	\$0	96,750	D	

**Explanation of Responses:**

- The restricted stock units ("RSUs") were canceled by mutual agreement of the reporting person and the Issuer. The reporting person received replacement RSUs, relating to 96,750 shares of Class A common stock (75% of the original RSU grant), as consideration for the cancellation. The original RSUs were disclosed in a Form 4 filed on June 14, 2021 and were scheduled to vest in four equal annual installments if the closing price of a share of Class A common stock, as reported on the New York Stock Exchange, equaled or exceeded \$12.50 on at least 20 out of 30 consecutive trading days prior to June 11, 2025.
- Each RSU represents a contingent right to receive one share of Class A common stock of the Issuer. These RSUs replace RSUs previously granted to recipient on June 11, 2021.
- The RSUs vest in two equal annual installments beginning May 1, 2024.

/s/ Carrie Etherton, Attorney-in-Fact for Apratim Purakayastha 05/03/2023

\*\* 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.

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