

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

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

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

1. Name and Address of Reporting Person * <u>WALKER RICHARD</u> (Last) (First) (Middle) <u>C/O SKILLSOFT CORP.</u> <u>7887 E. BELLEVIEW AVE, SUITE 600</u> (Street) <u>GREENWOOD VILLAGE CO 80111</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) CHIEF FINANCIAL OFFICER
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2023</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/01/2023		M		47,269	A	\$0	161,620	D	
Class A Common Stock	06/01/2023		F		13,589 ⁽¹⁾	D	\$1.54	148,031	D	
Class A Common Stock	06/01/2023		M		15,126	A	\$0	163,157	D	
Class A Common Stock	06/01/2023		F		4,348 ⁽¹⁾	D	\$1.54	158,809	D	

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						Title
Restricted Stock Units	(2)	06/01/2023		M			47,269	(3)	(3)	Class A Common Stock	47,269	\$0	141,807	D	
Restricted Stock Units	(2)	06/01/2023		M			15,126	(4)	(4)	Class A Common Stock	15,126	\$0	60,504	D	

Explanation of Responses:

- Represents shares withheld by the Issuer to satisfy tax withholding obligations upon vesting.
- Each restricted stock unit represents a contingent right to receive one share of Class A common stock of the Issuer.
- The restricted stock units vest in four equal annual installments beginning June 1, 2023.
- The restricted stock units vest 20% on the first anniversary of the grant date and 80% on the second anniversary of the grant date beginning June 1, 2023

/s/ Carrie Etherton, Attorney-in-Fact for Richard Walker 06/02/2023

** 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.