

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

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Foulkes Helena</u> (Last) (First) (Middle) <u>C/O SKILLSOFT CORP.</u> <u>300 INNOVATIVE WAY #2210</u> (Street) <u>NASHUA</u> <u>NH</u> <u>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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/17/2025</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	Title	Amount or Number of Shares				
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>07/17/2025</u>		<u>M</u>			<u>20,306</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>20,306</u>	<u>\$0</u>	<u>0</u>	<u>D</u>	
<u>Phantom Stock</u>	<u>(3)</u>	<u>07/17/2025</u>		<u>M</u>		<u>20,306</u>		<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>20,306</u>	<u>\$0</u>	<u>20,306</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>07/17/2025</u>		<u>M</u>		<u>12,430</u>		<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>12,430</u>	<u>\$0</u>	<u>12,430</u>	<u>D</u>	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock of the Issuer.
2. The restricted stock units vest on the earlier of (i) the one-year anniversary of the date of grant or (ii) the date of the Issuer's next annual meeting of stockholders following the date of grant, subject to the Reporting Person's continued service.
3. Each share of phantom stock represents a contingent right to receive one share of Class A Common Stock of the Issuer and resulted from the deferral of vested restricted stock unit award shares. The Reporting Person elected to defer the settlement of the vested restricted stock units on the scheduled vesting date such that the restricted stock units were converted into an equal number of shares of phantom stock.

/s/ John Frederick, as attorney-in-
fact for Helena Foulkes 07/18/2025

** 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.