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**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>Searchlight IV KOR, L.P.</u> _____ (Last) (First) (Middle) <u>C/O SEARCHLIGHT CAPITAL PARTNERS, L.P.</u> <u>745 5TH AVENUE - 27TH FLOOR</u> _____ (Street) <u>NEW YORK NY 10151</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KORE Group Holdings, Inc. [ KORE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2023</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				
Series A-1 Preferred Stock <sup>(1)</sup>	12/13/2023		A		2,857	A	(1)	152,857 <sup>(1)</sup>	D <sup>(1)</sup>		

**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					
Warrant to purchase common stock <sup>(1)</sup>	\$0.01 <sup>(3)</sup>	12/13/2023		P		224,711 <sup>(3)</sup>		(2)	11/15/2033	Common Stock, par value \$0.0001 per share	224,711 <sup>(3)</sup>	(1)	12,024,711	D <sup>(4)(5)</sup>

1. Name and Address of Reporting Person * <u>Searchlight IV KOR, L.P.</u> _____ (Last) (First) (Middle) <u>C/O SEARCHLIGHT CAPITAL PARTNERS, L.P.</u> <u>745 5TH AVENUE - 27TH FLOOR</u> _____ (Street) <u>NEW YORK NY 10151</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>Searchlight Capital Partners IV GP AGG, LLC</u> _____ (Last) (First) (Middle) <u>C/O SEARCHLIGHT CAPITAL PARTNERS, L.P.</u> <u>745 5TH AVENUE - 27TH FLOOR</u> _____ (Street) <u>NEW YORK NY 10151</u> _____ (City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Searchlight Capital Partners IV GP, L.P.</a>		
(Last)	(First)	(Middle)
C/O SEARCHLIGHT CAPITAL PARTNERS, L.P.		
745 5TH AVENUE - 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City) (State) (Zip)		

  

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(Last)	(First)	(Middle)
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745 5TH AVENUE - 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City) (State) (Zip)		

**Explanation of Responses:**

- This Form 4 is being filed jointly pursuant to Rule 16a-1(a)(3) and Rule 16a-3(j) under the Securities Act of 1934, as amended (the "Exchange Act"), to report that on December 13, 2023, KORE Group Holdings, Inc. (the "Issuer") issued to Searchlight IV KOR, L.P. ("Searchlight IV KOR"), a warrant to acquire an aggregate of 224,711 shares of the Issuer's common stock, par value \$0.0001 per share (the "Common Stock"), at an exercise price of \$0.01 per share, subject to adjustment (the "Additional Warrant"), and 2,857 shares of Series A-1 Preferred Stock, \$0.0001 par value per share (the "Series A-1 Preferred Stock") in exchange for a purchase price of \$2,856,500. The Series A-1 Preferred Stock is not convertible into Common Stock. Previously, on November 15, 2023, Searchlight IV KOR acquired 150,000 shares of Series A-1 Preferred Stock and a warrant to acquire an aggregate of 11,800,000 shares of Common Stock, at an exercise price of \$0.01 per share, subject to adjustment.
- The Additional Warrant became exercisable upon the issuance of the Additional Warrant to Searchlight IV KOR. The Additional Warrant is exercisable at any time and from time to time until prior to the close of business on November 15, 2033, subject to the terms of the Additional Warrant.
- Pursuant to the terms of the Penny Warrant, the number of shares for which the Penny Warrant is exercisable and the exercise price for such shares may be adjusted for stock splits, reclassifications, share combinations, dividends or distributions made by the Issuer on the Common Stock, certain issuances of Common Stock or securities convertible into Common Stock and similar adjustments.
- Searchlight IV KOR is a Delaware limited partnership that was formed to effect the investment (the "Investment") in the Issuer's securities in connection with that certain Investment Agreement, dated as of November 9, 2023, by and between Searchlight IV KOR and the Issuer. The general partner of Searchlight IV KOR is Searchlight Capital Partners IV GP AGG, LLC, a Delaware limited liability company ("Searchlight IV GP AGG"). The sole member of Searchlight IV GP AGG is Searchlight Capital Partners IV GP, L.P., a Cayman limited partnership ("Searchlight IV GP LP"). The general partner of Searchlight IV GP LP is Searchlight Capital Partners IV GP, LLC, a Delaware limited liability company ("Searchlight IV GP").
- The reported securities may be deemed to be owned directly by Searchlight IV KOR and indirectly by Searchlight IV GP AGG, Searchlight IV GP LP and Searchlight IV GP. Each of the Reporting Persons disclaims beneficial ownership of the Penny Warrant and any shares of Common Stock and Series A-1 Preferred Stock that are not directly owned by such Reporting Persons, in each case except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity or person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Exchange Act, or for any other purpose.

[SEARCHLIGHT IV KOR, L.P.](#)  
 By: [Searchlight Capital Partners IV GP AGG, LLC, its General Partner, By: /s/ Andrew Frey.](#) 12/15/2023  
 Name: Andrew Frey, Title: Authorized Person

[SEARCHLIGHT CAPITAL PARTNERS IV GP AGG, LLC](#)  
 By: /s/ Andrew Frey, Name: Andrew Frey, Title: Authorized Person 12/15/2023

[SEARCHLIGHT CAPITAL PARTNERS IV GP, L.P. By: Searchlight Capital Partners IV GP, LLC, its General Partner, By: /s/ Andrew Frey, Name: Andrew Frey, Title: Authorized Person](#) 12/15/2023

[SEARCHLIGHT CAPITAL PARTNERS IV GP, LLC By: /s/ Andrew Frey, Name: Andrew Frey, Title: Authorized Person](#) 12/15/2023

\*\* 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.