

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

KORE Group Holdings, Inc.

(Name of Issuer)

Warrants to Purchase Common Stock, \$0.0001 par value

(Title of Class of Securities)

000000000

(CUSIP Number)

Nadir Nurmohamed
Searchlight IV KOR, L.P., 745 5th Avenue - 27th Floor
New York, NY, 10151
(212) 293-3730

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

11/03/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 000000000

1	Name of reporting person Searchlight IV KOR, L.P.
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (b)
3	SEC use only

4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 2,404,942.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 2,404,942.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 2,404,942.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 13.7 %	
14	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person: Row 7, Row 9 and Row 11 reflect the number of shares of common stock, par value \$0.0001 per share ("Common Stock"), of KORE Group Holdings, Inc. (the "Issuer") issuable to Searchlight IV KOR, L.P. upon the exercise of the warrant to purchase up to 2,360,000 shares of Common Stock at an exercise price of \$0.05 per share issued on November 9, 2023 (the "Warrant") and the warrant to purchase up to 44,942 shares of Common Stock at an exercise price of \$0.05 per share issued on December 13, 2023 (the "Additional Warrant"), as further discussed in Items 1, 4 and 6 herein, giving effect to the Issuer's 1-for-5 reverse stock split that became effective on July 1, 2024 (the "Reverse Stock Split").

The percentage in Row 13 is calculated based on 17,493,073 shares of Common Stock outstanding as of August 12, 2025, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the SEC on August 14, 2025.

SCHEDULE 13D

CUSIP No.	000000000
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1	Name of reporting person Searchlight Capital Partners IV GP AGG, LLC
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

	☐	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 2,404,942.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 2,404,942.00
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13	Percent of class represented by amount in Row (11) 13.7 %	
14	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person: Row 7, Row 9 and Row 11 reflect the number of shares of Common Stock issuable to Searchlight IV KOR, L.P. upon the exercise of Warrant and the Additional Warrant, which may be deemed to be beneficially owned by Searchlight Capital Partners IV GP AGG, LLC, as further discussed in Items 1, 4 and 6 herein, giving effect to the Reverse Stock Split.

The percentage in Row 13 is calculated based on 17,493,073 shares of Common Stock outstanding as of August 12, 2025, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the SEC on August 14, 2025.

SCHEDULE 13D

CUSIP No.	000000000
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1	Name of reporting person Searchlight Capital Partners IV GP, L.P.
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 2,404,942.00
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	9	Sole Dispositive Power 2,404,942.00
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3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
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Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 2,404,942.00
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SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Warrants to Purchase Common Stock, \$0.0001 par value

(b) Name of Issuer:

KORE Group Holdings, Inc.

(c) Address of Issuer's Principal Executive Offices:

3 Ravinia Drive NE, Suite 500, Atlanta, GEORGIA , 30346.

Item 1 Comment: This Amendment No. 4 (this "Amendment No. 4") to Schedule 13D amends and supplements the statement on Schedule 13D filed with the United States Securities and Exchange Commission on November 20, 2023, as amended by Amendment No. 1, dated as of December 15, 2023, Amendment No. 2, dated as of December 19, 2024 and Amendment No. 3, dated as of August 5, 2025 (as it may be amended from time to time, collectively, the "Schedule 13D"), relating to KORE Group Holdings, Inc. (the "Issuer"). Except as set forth herein, the Schedule 13D is unmodified. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Item 1 is hereby amended and restated in its entirety to read as follows:

This statement on Schedule 13D relates to warrants to purchase a total of 2,404,942 shares of Common Stock of the Issuer, a Delaware corporation, with principal executive offices at 1155 Perimeter Center West, 11th Floor, Atlanta, GA 30338.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented as follows:

On November 3, 2025, Searchlight Capital Partners, L.P., on behalf of its affiliated investment funds (collectively, "Searchlight"), and Abry Partners, LLC ("Abry") submitted to the special committee of the board of directors of the Issuer (the "Special Committee") a letter to enter into discussions with the Issuer to acquire all of the outstanding shares of common stock of the Issuer ("Common Stock") that are not owned by Searchlight or Abry for cash consideration of \$5.00 per share of Common Stock (the "Letter"). A copy of the Letter is filed as Exhibit 10 to this Amendment No. 4, and the information set forth in the Letter is incorporated by reference herein.

The Letter may result in one or more of the transactions, events or actions specified in clauses (a) through (j) of Item 4 of the Schedule 13D, including, without limitation, an acquisition of additional securities of the Issuer, an extraordinary corporate transaction (such as a merger) involving the Issuer, delisting of the shares of the Issuer's Common Stock, from the New York Stock Exchange and other material changes in the Issuer's business or corporate structure.

While the Letter remains under consideration by the Special Committee referred to in the Letter, the Reporting Persons and their affiliates and representatives expect to discuss the Letter and related matters with the Company, the Special Committee and their respective representatives, as well as potential financing sources, stockholders and other interested parties.

The Reporting Persons do not intend to provide additional disclosures regarding the Letter until a definitive agreement has been reached unless disclosure is otherwise required under applicable U.S. securities laws. No assurances can be given that a definitive agreement will be reached or that the transactions contemplated by the Letter will be consummated. The Reporting Persons reserve the right to modify or withdraw the Letter at any time.

As a result of submitting the Letter Searchlight and ABRY may be deemed to be "group" (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and Searchlight and ABRY each hereby expressly disclaims being a "group" and expressly disclaims beneficial ownership of each other's securities.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented to incorporate by reference the information set forth above in Item 4.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, as required by Rule 13d-1(k)(1) under the Act (filed previously).

Exhibit 2 Investment Agreement, dated as of November 9, 2023, by and between the Issuer and Searchlight IV KOR (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed on November 9, 2023).

Exhibit 3 Amendment to Investment Agreement, dated as of December 13, 2023, by and between the Issuer and Searchlight IV KOR (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed on December 13, 2023).

Exhibit 4 Amended and Restated Common Stock Purchase Warrant (Penny Warrant), dated as of December 13, 2023, issued by the Issuer to Searchlight IV KOR (incorporated by reference to Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed on December 13, 2023).

Exhibit 5 Common Stock Purchase Warrant (Penny Warrant), dated as of December 13, 2023, issued by the Issuer to Searchlight IV KOR (incorporated by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed on December 13, 2023).

Exhibit 6 Amended and Restated Investor Rights Agreement, dated as of November 15, 2023, by and among the Issuer, Searchlight IV KOR and certain stockholders of the Issuer (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed on November 16, 2023).

Exhibit 7 Certificate of Designations of Series A-1 Preferred Stock (incorporated by reference to Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed on November 16, 2023).

Exhibit 8 Certificate of Designations of Series A-2 Preferred Stock (incorporated by reference to Exhibit 3.2 to the Issuer's Current Report on Form 8-K filed on November 16, 2023).

Exhibit 9 Agreement by and between the Issuer and Searchlight IV KOR, L.P., dated as of August 1, 2025.

Exhibit 10 Letter to Special Committee, dated as of November 3, 2025, from Searchlight and Abry.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Searchlight IV KOR, L.P.

Signature: /s/ Andrew Frey
Name/Title: Andrew Frey, Authorized Person
Date: 11/04/2025

Signature: /s/ Searchlight Capital Partners IV GP AGG, LLC
Name/Title: General Partner
Date: 11/04/2025

Searchlight Capital Partners IV GP AGG, LLC

Signature: /s/ Andrew Frey
Name/Title: Andrew Frey, Authorized Person
Date: 11/04/2025

Searchlight Capital Partners IV GP, L.P.

Signature: /s/ Andrew Frey
Name/Title: Andrew Frey, Authorized Person
Date: 11/04/2025

Signature: /s/ Searchlight Capital Partners IV GP, LLC

Name/Title: General Partner

Date: 11/04/2025

Searchlight Capital Partners IV GP, LLC

Signature: /s/ Andrew Frey

Name/Title: Andrew Frey, Authorized Person

Date: 11/04/2025



PRIVATE & CONFIDENTIAL

November 3, 2025

Special Committee of the Board of Directors
KORE Group Holdings, Inc.
1155 Perimeter Center
West 11th Floor
Atlanta, GA 30338

Dear Members of the Special Committee of the Board of Directors:

Searchlight Capital Partners, L.P., on behalf of its affiliated investment funds (collectively, "Searchlight"), and Abry Partners, LLC, on behalf of its affiliated investment funds (collectively, "Abry," and together with Searchlight, "we" or "our"), are pleased to submit this letter to enter into discussions to acquire all of the outstanding shares of common stock (the "Common Stock") of KORE Group Holdings, Inc. (the "Company" or "Kore") not already owned by Searchlight or Abry for cash consideration of \$5.00 per share (our "Letter").

We believe that \$5.00 per share in cash offers the Company's stockholders a highly attractive opportunity to obtain immediate liquidity and certainty of value at a significant premium to the current share price and trading levels over the past 12 months. Specifically, \$5.00 per share represents a premium of 61%, 99%, and 112% to the Company's 30-day, 180-day, and 12 month-trading day volume weighted average prices, respectively, through October 31, 2025. It also represents a 327% premium to the unaffected stock price before Searchlight filed its Schedule 13D/A on December 19, 2024, where Searchlight indicated that it is considering making an offer to acquire the Company.

We firmly believe that our Letter is in the best interests of Kore's stockholders and other stakeholders, including its employees and customers. The Company is in the middle of an operational and sales transformation, which would be best executed as a private company. In addition, as a public company, Kore remains challenged with its low float, lack of liquidity and high leverage, which negatively impact public investor sentiment and end-customer perception of Kore as compared to its peers. Furthermore, we believe there is significant unnecessary expense, distraction and administrative burden of public quarterly filing requirements and Sarbanes-Oxley compliance obligations on the company as a micro-cap public company. In summary, Kore should not be a public company. We do not believe there are any near-to-medium term catalysts to re-rate the stock. We also believe the more than 300% increase in Kore's stock price relative to the unaffected price is based on the prospect of a control transaction and not based on business fundamentals.

Abry and Searchlight are longtime investors in Kore and have a long-term, patient perspective to create value at Kore. We are focused on owning the Company and providing management with the privacy, support and capital to complete the operational and sales transformation and make the necessary investment to restart growth.

Abry and Searchlight together own 7.3 million shares of Kore's Common Stock¹ or 36.5% of the outstanding shares. In addition, Searchlight owns preferred stock in Kore with an accreted value of approximately \$200 million. As the two largest holders of Kore's Common Stock with 36.5% Common Stock ownership, our Letter should provide Kore's shareholders with high confidence of transaction deliverability.

¹ Including warrants held by Searchlight that are convertible into Common Stock with a strike price of \$0.01.

Given our history and knowledge of the Company we believe we can be in position to execute a definitive agreement to acquire the Company expeditiously, and with limited due diligence. Furthermore, as existing stockholders we would have little-to-no regulatory approval risk. We have engaged TD Cowen as financial and Wachtell, Lipton, Rosen & Katz and Kirkland & Ellis as legal advisors.

It is our expectation that the fully empowered special committee composed of independent and disinterested directors that was appointed by the Company's Board of Directors will consider our Letter and make a recommendation to the Company's Board of Directors. We will not move forward with our Letter unless it is recommended to the Company's Board of Directors by such special committee, advised by independent legal and financial advisors.

Our Letter is a non-binding expression of interest to enter into discussions with the Company regarding the Letter only, does not constitute an offer subject to binding acceptance, constitutes only a statement of the intentions of the parties hereto and does not contain all matters upon which an agreement must be reached for our Letter to be consummated. We reserve the right to withdraw or modify our Letter at any time. No legal obligation with respect to our Letter or any other matter will arise unless and until we have executed definitive transaction documentation with the Company. Searchlight intends to promptly file an amendment to its Schedule 13D reflecting the submission of this Letter.

In connection with this Letter, in order to finalize discussions with the Special Committee, Searchlight requests an extension of the Holiday Period (as defined in that certain Agreement, dated as of August 1, 2025, by and between KORE Group Holdings, Inc. and Searchlight IV KOR, L.P.), from November 30, 2025 to December 31, 2025.

We look forward to working with the special committee and its advisors in completing this transaction expeditiously. We are available to offer any clarification with respect to the above.

Very truly yours,

/s/ Robert MacInnis

Abry Partners, LLC

/s/ Andrew Frey

Searchlight Capital Partners, L.P.