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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>Kennedy Jack William Jr.</u>  (Last) (First) (Middle) 3 RAVINIA DR NE SUITE 500  (Street) ATLANTA GA 30346  (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 10% Owner Officer (give title below) Other (specify below) X EVP, Chief Legal Officer & Sec
	3. Date of Earliest Transaction (Month/Day/Year) 04/04/2024	
	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			
Common Stock	04/04/2024		A		11,276	A	\$0 <sup>(1)</sup>	85,472	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 <sup>(2)</sup>	<sup>(3)</sup>	04/04/2024		A		11,276		<sup>(2)</sup> / <sup>(3)</sup>	<sup>(2)</sup>	Common Stock	11,276	\$0	11,276	D	

**Explanation of Responses:**

- Represents shares of common stock received upon the vesting of a portion of the performance-based restricted stock units ("RSUs") awarded to the Reporting Person on January 4, 2022 under the Issuer's 2021 Long-Term Stock Incentive Plan, which vested based on the Issuer's satisfaction of certain performance criteria. In light of the performance-based vesting criteria of the RSUs, such shares were not previously reportable under Section 16.
- Each restricted stock unit ("RSU") represents a right to receive one share of the issuer's common stock.
- The RSUs were awarded to the Reporting Person on January 4, 2022 and were subject to both a performance-based vesting condition (which condition has been satisfied as of April 4, 2024) and a time-based vesting condition (which condition will be satisfied on March 31, 2025, assuming continuous service of the Reporting Person through such date). In light of the performance-based vesting criteria of the RSUs, such RSUs were not previously reportable under Section 16.

**Remarks:**

Jack William Kennedy Jr.      04/08/2024  
 \*\* 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.