

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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) <u>3 RAVINIA DR NE</u> <u>SUITE 500</u> (Street) <u>ATLANTA</u> <u>GA</u> <u>30346</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Legal Officer & Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/02/2025</u>	

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	03/31/2025		M		5,768 ⁽¹⁾	A	\$0 ⁽²⁾	30,210	D	
Common Stock	03/31/2025		F		1,682 ⁽³⁾	D	\$2.47 ⁽⁴⁾	28,528	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	Amount or Number of Shares				
Restricted Stock Units ⁽⁵⁾	(6)	03/31/2025		M			5,768 ⁽⁷⁾	(5)(6)	(5)	Common Stock	5,768	\$0	0	D	

Explanation of Responses:

1. The original Form 4, filed on April 2, 2025, is being amended by this Form 4 amendment solely to correct an administrative error, which misreported the number of shares issued upon vesting of performance-based Restricted Stock Units ("RSUs"). As a result of this administrative error, the number of shares reported as acquired and the number of shares beneficially owned by the reporting person following the corrected transaction reflects an increase of 3,513 shares.
2. Represents shares of common stock received upon the vesting of 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 and the Reporting Person's continuous employment with the Company through March 31, 2025.
3. The original Form 4, filed on April 2, 2025, is being amended by this Form 4 amendment solely to correct an administrative error, which misreported the number of shares surrendered to satisfy tax withholding obligations. As a result of this administrative error, the number of shares reported as forfeited reflects an increase of 1,025 shares.
4. Surrender of common stock upon vesting of RSUs to satisfy tax withholding obligations.
5. Each RSU represents a right to receive one share of the issuer's common stock.
6. The RSUs were awarded to the Reporting Person on January 4, 2022 and were subject to both a performance-based vesting condition (which condition was satisfied on April 4, 2024) and a time-based vesting condition (which condition was satisfied on March 31, 2025).
7. The original Form 4, filed on April 2, 2025, is being amended by this Form 4 amendment solely to correct an administrative error, which misreported the number of the number of shares issued upon vesting of performance-based RSUs. As a result of this administrative error, the number of RSUs reported as vesting and the number of shares of the issuer's common stock issuable upon such vesting to the reporting person following the corrected transaction reflects an increase of 3,513.

Remarks:

Jack William Kennedy Jr. 05/28/2025
** 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.