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Â Table of Contents UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â Â FORM 10-Q Â â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the quarterly period ended July 31, 2024 Â or Â â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the transition period from Â Â Â Â Â Â Â Â Â Â to Â Â Â Â Â Â Â Â Â Â Â Commission File Number: 001-38960 Â Â Skillsoft Corp. (Exact name of registrant as specified in its charter) Â Delaware83-4388331 (State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.) Â 300 Innovative Way,Â Suite 2210 Nashua, NH 03062 (Address of principal executive offices) (Zip Code) Â Tel: (603) 821-3902 (Registrantâ€™s telephone number, including area code) Â Securities registered pursuant to Section 12(b) of the Act: Title of each classÂ Trading Symbol(s)Name of each exchange on which registered Class A Common Stock, par value $0.0001 per shareSKILNew York Stock Exchange Â Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜ Â Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting companyâ€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer â˜Accelerated filer â˜’ Non-accelerated filer â˜Smaller reporting companyÂ â˜’ Emerging growth companyÂ â˜’Â Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Â Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ Â The number of shares of registrantâ€™s common stock outstanding as of September 4, 2024Â wasÂ 8,230,259. . Â Â Â Â Â Â Table of Contents Â Â SKILLSOFT CORP. Â FORM 10-Q FOR THE QUARTER ENDEDÂ July 31, 2024 INDEX Â Â PAGE NO. PART I â€” FINANCIAL INFORMATION - UNAUDITED Â Item 1. Unaudited Financial Statements: 2 Unaudited Condensed Consolidated Balance Sheets as of July 31, 2024 and January 31, 2024 2 Unaudited Condensed Consolidated Statements of Operations for the three and six months ended July 31, 2024 and 2023 3 Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended July 31, 2024 and 2023 4 Unaudited Condensed Consolidated Statements of Shareholdersâ€™Â Equity (Deficit) for the three and six months ended July 31, 2024 and 2023 5 Unaudited Condensed Consolidated Statements of Cash Flows for the six months ended July 31, 2024 and 2023 7 Notes to Unaudited Condensed Consolidated Financial Statements 9 Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 20

Item 3. Quantitative and Qualitative Disclosures about Market Risk 28 Item 4. Controls and Procedures 28 PART II â€”Â OTHER INFORMATION 29 Item 1. Legal Proceedings 29 Item 1A. Risk Factors 29 Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 29 Item 3. Defaults Upon Senior Securities 29 Item 4. Mine Safety Disclosures 29 Item 5. Other Information 29 Item 6. Exhibits 30 SIGNATURES 31 Â Â Table of Contents Â Â CAUTIONARY NOTES REGARDING FORWARD-LOOKING STATEMENTS Â This Quarterly Report on Form 10-Q (this â€œForm 10-Qâ€) includes statements that are, or may be deemed to be, â€œforward-looking statementsâ€ within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created by those laws. All statements, other than statements of historical facts, are forward-looking statements. These forward-looking statements include but are not limited to, statements that address activities, events or developments that we expect or anticipate may occur in the future, including such things as our outlook, our product development and planning, future capital expenditures, financial results, the impact of regulatory changes, our current and evolving business strategies, including with respect toÂ acquisitions and dispositions, demand for our services, our competitive strengths, the benefits of new initiatives, growth of our business and operations, the effectiveness of our products, the outcome of litigation proceedings and claims, the state and future of skilling in the workplace,Â our ability to successfully implement our plans, strategies, objectives, expectations and intentions are forward-looking statements. Also, when we use words such as â€œmayâ€,Â â€œwillâ€, â€œwouldâ€, â€œanticipateâ€, â€œbelieveâ€, â€œestimateâ€, â€œexpectâ€, â€œintendâ€, â€œplanâ€,Â â€œprojectâ€, â€œforecastâ€, â€œseekâ€, â€œoutlookâ€, â€œtargetâ€, "goalâ€, â€œprobablyâ€, or similar expressions, we are making forward-looking statements. Such statements are based upon the current beliefs and expectations of Skillsoftâ€™s management and are subject to significant risks and uncertainties. Actual results may differ materially from those set forth in the forward-looking statements. All forward-looking disclosure is speculative by its nature,Â and we caution you against unduly relying on these forward-looking statements. Â Factors that could cause or contribute to such differences include those described under â€œPart I - Item 1A. Risk Factorsâ€ in our Annual Report on FormÂ 10-Kâ€™ (as amended) for the fiscalÂ year ended January 31, 2024Â (the â€œ2024 Form 10-Kâ€).Â These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements included in theÂ Annual Report and in our other periodic filings with the Securities and Exchange Commission. The forward-looking statements contained in this Form 10-Q represent our estimates only as of the date of this filing and should not be relied upon as representing our estimates as of any subsequent date. While we may elect to update these forward-looking statements in the future, we specifically disclaim any obligation to do so, whether to reflect actual results, changes in assumptions, changes in other factors affecting such forward-looking statements, or otherwise, except as required by law. Â Although we believe that the assumptions underlying our forward-looking statements are reasonable, any of these assumptions, and therefore also the forward-looking statements based on these assumptions, could themselves prove to be inaccurate. Given the significant uncertainties inherent in the forward-looking statements included in this document, our inclusion of this information is not a representation or guarantee by us that our objectives and plans will be achieved. Annualized, pro forma, projected and estimated numbers are used for illustrative purposes only, are not forecasts and may not reflect actual results.Â Â INDUSTRY AND MARKET DATA Â Within this Form 10-Q, we reference information and statistics regarding market share, industry data and our market position. Certain of this information has been obtained from various independent third-party sources, including independent industry publications, news reports, reports by market research firms and other independent sources. We believe that these external sources and estimates are reliableÂ but have not independently verified them. In addition, certain of this information and statistics are based on our own internal surveys and assessments, which are developed in good faith using reasonable estimates.Â These data are based on the most current informationÂ available to us and our estimates regarding market position or other industry statisticsÂ included in this document or otherwise discussed by us involve risks and uncertainties and are subject to change based on various factors, including as set forth above. Â Â 1 Table of Contents Â PART I â€“ FINANCIAL INFORMATION Â ITEM 1. UNAUDITED FINANCIAL STATEMENTS. Â Â SKILLSOFT CORP. UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands, except number of shares) Â Â Â July 31, 2024 Â Â January 31, 2024 Â ASSETS Â Â Â Â Â Â Â Â Current assets: Â Â Â Â Â Â Â Â Cash and cash equivalents Â $122,652Â Â Â $136,308Â Restricted cash Â Â Â 7,491Â Â Â Â 10,215Â Accounts receivable, net of allowance for credit losses of approximately $618 and $562 as of July 31, 2024 and January 31, 2024, respectively Â Â Â 110,042Â Â Â Â 185,638Â Prepaid expenses and other current assets Â Â Â 60,873Â Â Â Â 53,170Â Total current assets Â Â Â 301,058Â Â Â Â 385,331Â Property and equipment, net Â Â Â 4,319Â Â Â Â 6,639Â Goodwill Â Â Â 317,071Â Â Â Â 317,071Â Intangible assets, net Â Â Â 484,294Â Â Â Â 539,293Â Right of use assets Â Â Â 5,336Â Â Â Â 8,044Â Other assets Â Â Â 14,314Â Â Â Â 17,256Â Total assets Â $1,126,392Â Â Â $1,273,634Â LIABILITIES AND SHAREHOLDERS' EQUITY Â Â Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Â Â Current maturities of long-term debt Â $6,404Â Â Â $6,404Â Borrowings under accounts receivable facility Â Â Â 40,406Â Â Â Â 44,980Â Accounts payable Â Â Â 14,072Â Â Â Â 14,512Â Accrued compensation Â Â Â 28,602Â Â Â Â 31,774Â Accrued expenses and other current liabilities Â Â Â 23,724Â Â Â Â 29,939Â Lease liabilities Â Â Â 2,613Â Â Â Â 3,049Â Deferred revenue Â Â Â 226,573Â Â Â Â 282,570Â Total current liabilities Â Â Â 342,394Â Â Â Â 413,228Â Â Â Â Â Â Â Â Â Â Long-term debt Â Â Â 575,364Â Â Â Â 577,487Â Deferred tax liabilities Â Â Â 45,891Â Â Â Â 52,148Â Long-term lease liabilities Â Â Â 7,156Â Â Â Â 9,251Â Deferred revenue - non-current Â Â Â 1,688Â Â Â Â 2,402Â Other long-term liabilities Â Â Â 12,477Â Â Â Â 13,531Â Total long-term liabilities Â Â Â 642,576Â Â Â Â 654,819Â Commitments and contingencies Â Â Â Â Â Â Â Â Â Â Shareholdersâ€™ equity: Â Â Â Â Â Â Â Â Shareholdersâ€™ common stock - Class A common shares, $0.0001 par value: 18,750,000 shares authorized and 8,504,829 shares issued and 8,205,052 shares outstanding at July 31, 2024, and 8,380,436 shares issued and 8,080,659 shares outstanding at January 31, 2024 Â Â Â 1Â Â Â Â 1Â Additional paid-in capital Â Â Â 1,556,865Â Â Â Â 1,551,005Â Accumulated equity (deficit) Â Â Â (1,388,680)Â Â Â (1,321,478) Treasury stock, at cost - 299,777 shares as of July 31, 2024 and January 31, 2024 Â Â Â (10,891)Â Â Â (10,891) Accumulated other comprehensive income (loss) Â Â Â (15,873)Â Â Â (13,050) Total shareholdersâ€™ equity Â Â Â 141,422Â Â Â Â 205,587Â Total liabilities and shareholdersâ€™ equity Â $1,126,392Â Â Â $1,273,634Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 2 Table of Contents Â Â SKILLSOFT CORP. UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (in thousands, except per share amounts) Â Â Â Three Months Ended July 31, Â Â Â Six Months Ended July 31, Â Â Â 2024 Â Â Â 2023 Â Â Â 2024 Â Â Â 2023 Â Revenues: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total revenues Â $132,223Â Â Â $141,187Â Â Â $260,016Â Â Â $276,741Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Costs of revenues Â Â Â 32,471Â Â Â Â 40,467Â Â Â Â 66,942Â Â Â Â 78,291Â Content and software development Â Â Â 14,993Â Â Â Â 17,863Â Â Â Â 30,499Â Â Â Â 34,898Â Selling and marketing Â Â Â 40,684Â Â Â Â 40,411Â Â Â Â 82,976Â Â Â Â 86,338Â General and administrative Â Â Â 19,395Â Â Â Â 25,085Â Â Â Â 44,704Â Â Â Â 50,381Â Amortization of intangible assets Â Â Â 31,788Â Â Â Â 39,221Â Â Â Â 63,371Â Â Â Â 77,466Â Acquisition and integration related costs Â Â Â 921Â Â Â Â 937Â Â Â Â 2,418Â Â Â Â 2,328Â Restructuring Â Â Â 11,299Â Â Â Â 2,501Â Â Â Â 12,266Â Â Â Â 7,719Â Total operating expenses Â Â Â 151,551Â Â Â Â 166,485Â Â Â Â 303,176Â Â Â Â 337,421Â Operating income (loss) Â Â Â (19,328)Â Â Â (25,298)Â Â Â (43,160)Â Â Â (60,680) Other income (expense), net Â Â Â (418)Â Â Â (934)Â Â Â 1,799Â Â Â Â (1,309) Fair value adjustment of warrants Â Â Â â€”Â Â Â 793Â Â Â Â â€”Â Â Â 3,645Â Fair value adjustment of interest rate swaps Â Â Â (6,506)Â Â Â 6,935Â Â Â Â 1,240Â Â Â Â 7,205Â Interest income Â Â Â 1,045Â Â Â Â 871Â Â Â Â 1,973Â Â Â Â 1,516Â Interest expense Â Â Â (16,415)Â Â Â (16,255)Â Â Â (32,693)Â Â Â (32,191) Income (loss) before provision for (benefit from) income taxes Â Â Â (41,622)Â Â Â (33,888)Â Â Â (70,841)Â Â Â (81,814) Provision for (benefit from) income taxes Â Â Â (2,056)Â Â Â (1,889)Â Â Â (3,639)Â Â Â (6,273) Income (loss) from continuing operations Â Â Â (39,566)Â Â Â (31,999)Â Â Â (67,202)Â Â Â (75,541) Gain (loss) on sale of business Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â (682) Net income (loss) Â $(39,566)Â $(31,999)Â $(67,202)Â $(76,223) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net income (loss) per share: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Ordinary â€“ Basic and diluted - continuing operations Â $(4.84)Â $(4.00)Â $(8.26)Â $(9.39) Ordinary â€“ Basic and diluted - discontinued operations Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â (0.09) Ordinary â€“ Basic and diluted Â $(4.84)Â $(4.00)Â $(8.26)Â $(9.48) Weighted average common shares outstanding: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Ordinary â€“ Basic and diluted Â Â Â 8,180Â Â Â Â 8,005Â Â Â Â 8,135Â Â Â Â 8,042Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 3 Table of Contents Â Â SKILLSOFT CORP. UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (in thousands) Â Â Â Three Months Ended July 31, Â Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Comprehensive income (loss): Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net income (loss) Â $ (39,566) Â $ (31,999) Â $ (67,202) Â $ (76,223) Foreign currency adjustment, net of tax Â Â Â 64 Â Â Â Â 496 Â Â Â Â (2,823) Â Â Â 1,371 Â Total comprehensive income (loss) Â $ (39,502) Â $ (31,503) Â $ (70,025) Â $ (74,852) Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 4 Table of Contents Â Â SKILLSOFT CORP. UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERSâ€™ EQUITY (DEFICIT) (in thousands, except number of shares) Â Accumulated Â Â Total Â Â Â Ordinary Shares Â Â Â Â Â Â Additional Â Â Accumulated Â Â Â Â Â Â Other Â Â Shareholders' Â Â Â Number Â Â In Â Â Common Â Â Paid-in Â Â Equity Â Â Treasury Â Â Comprehensive Â Â Equity Â Â Â of Shares Â Â Treasury Â Â Stock Â Â Capital Â Â (Deficit) Â Â Stock Â Â Income (Loss) Â Â (Deficit) Â Balance January 31, 2023 Â Â 8,264,308 Â Â Â (81,514) Â $ 1 Â Â Â $ 1,521,587 Â Â Â $ (972,193) Â $ (2,845) Â $ (14,794) Â $ 531,756 Â Share-based compensation Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 9,128 Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 9,128 Â Common stock issued Â Â 22,538 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Shares repurchased for tax withholding upon vesting of restricted stock-based awards Â Â (8,131) Â Â Â Â Â Â â€” Â Â Â (289) Â Â Â â€” Â Â Â Â Â Â â€” Â Â Â Â Â Â â€” Â Â Â (289) Repurchase of common stock Â Â Â â€” Â Â Â (218,263) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (8,046) Â Â Â â€” Â Â Â (8,046) Translation adjustment Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 875 Â Â Â 875 Â Net income (loss) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (44,224) Â Â Â â€” Â Â Â (44,224) Balance April 30, 2023 Â Â 8,278,715 Â Â Â (299,777) Â Â 1 Â Â Â 1,530,426 Â Â Â (1,016,417) Â Â (10,891) Â Â (13,919) Â Â 489,200 Â Share-based compensation Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 5,827 Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 5,827 Â Common stock issued Â Â 67,693 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Shares repurchased for tax withholding upon vesting of restricted stock-based awards Â Â (23,241) Â Â Â â€” Â Â Â â€” Â Â Â (592) Â Â Â â€” Â Â Â Â Â Â â€” Â Â Â Â Â Â â€” Â Â Â (592) Translation adjustment Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 496 Â Â Â 496 Â Net income (loss) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (31,999) Â Â Â â€” Â Â Â â€” Â Â Â (31,999) Balance July 31, 2023 Â Â 8,323,167 Â Â Â 1 Â Â Â 1,535,661 Â Â Â (299,777) Â $ 1 Â Â Â $ 1,535,661 Â Â Â $ (1,048,416) Â $ (10,891) Â $ (13,423) Â $ 462,932 Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 5 Table of Contents Â SKILLSOFT CORP. UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERSâ€™ EQUITYÂ (DEFICIT) - continued (in thousands, except number of shares) Â Accumulated Â Â Total Â Â Â Ordinary Shares Â Â Â Â Â Â Additional Â Â Accumulated Â Â Â Â Â Â Other Â Â Shareholders' Â Â Â Number Â Â In Â Â Common Â Â Paid-in Â Â Equity Â Â Treasury Â Â Comprehensive Â Â Equity Â Â Â of Shares Â Â Treasury Â Â Stock Â Â Capital Â Â (Deficit) Â Â Stock Â Â Income (Loss) Â Â (Deficit) Â Balance January 31, 2024 Â Â 8,380,436 Â Â Â (299,777) Â $ 1 Â Â Â $ 1,551,005 Â Â Â $ (1,321,478) Â $ (10,891) Â $ (13,050) Â $ 205,587 Â Share-based compensation Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 7,153 Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 7,153 Â Common stock issued Â Â 20,596 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Shares repurchased for tax withholding upon vesting of restricted stock-based awards Â Â (6,934) Â Â Â â€” Â Â Â â€” Â Â Â (82) Â Â Â â€” Â Â Â Â Â Â â€” Â Â Â Â Â Â â€” Â Â Â (82) Translation adjustment Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (2,887) Â Â Â â€” Â Â Â (2,887) Net income (loss) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (27,636) Â Â Â â€” Â Â Â â€” Â Â Â (27,636) Balance April 30, 2024 Â Â 8,394,098 Â Â Â Â (299,777) Â Â 1 Â Â Â 1,558,076 Â Â Â (1,349,114) Â Â (10,891) Â Â (15,937) Â Â Â 182,135 Â Share-based compensation Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (814) Â Â Â â€” Â Â Â â€” Â Â Â (814) Common stock issued Â Â 158,368 Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Shares repurchased for tax withholding upon vesting of restricted stock-based awards Â Â (47,637) Â Â Â â€” Â Â Â â€” Â Â Â (397) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (397) Translation adjustment Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 64 Â Â Â 64 Â Net income (loss) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (39,566) Â Â Â â€” Â Â Â â€” Â Â Â (39,566) Balance July 31, 2024 Â Â 8,504,829 Â Â Â (299,777) Â $ 1 Â Â Â $ 1,556,865 Â Â Â $ (1,388,680) Â $ (10,891) Â $ (15,873) Â $ 141,422 Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 6 Table of Contents Â Â SKILLSOFT CORP. UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) Â Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Cash flows from operating activities: Â Â Â Â Â Â Â Net income (loss) Â $ (67,202) Â $ (76,223) Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: Â Â Â Â Â Â Â Â Amortization of intangible assets Â Â 63,371 Â Â Â 77,466 Â Share-based compensation Â Â 6,339 Â Â 14,955 Â Depreciation Â Â 1,404 Â Â Â 2,761 Â Non-cash interest expense Â Â 1,080 Â Â Â 1,024 Â Non-cash property, equipment, software and lease impairment charges Â Â 2,293 Â Â 4,808 Â Provision for credit loss expense (recovery) Â Â 56 Â Â Â 4 Â (Gain) loss on sale of business Â Â â€” Â Â Â 682 Â Provision for (benefit from) income taxes â€” non-cash Â Â (6,271) Â Â (6,913) Fair value adjustment of warrants Â Â â€” Â Â Â (3,645) Fair value adjustment of interest rate swaps Â Â (1,240) Â Â (7,205) Change in assets and liabilities: Â Â Â Â Â Â Â Â Accounts receivable Â Â 75,004 Â Â Â 73,172 Â Prepaid expenses and other current assets, including long-term Â Â (3,016) Â Â (520) Right-of-use assets Â Â 1,351 Â Â 145 Â Accounts payable Â Â (603) Â Â (4,241) Accrued expenses and other liabilities, including long-term Â Â (9,568) Â Â (17,379) Lease liabilities Â Â (2,539) Â Â (1,081) Deferred revenues Â Â (56,962) Â Â (55,825) Net cash provided by (used in) operating activities Â Â 3,497 Â Â Â 1,985 Â Cash flows from investing activities: Â Â Â Â Â Â Â Â Purchase of property and equipment Â Â (399) Â Â (3,406) Internally developed software - capitalized costs Â Â (8,796) Â Â (5,951) Sale of SumTotal, net of cash transferred Â Â â€” Â Â Â (5,137) Net cash provided by (used in) investing activities Â Â (9,195) Â Â (14,494) Cash flows from financing activities: Â Â Â Â Â Â Â Â Shares repurchased for tax withholding upon vesting of restricted stock-based awards Â Â (479) Â Â (881) Payments to acquire treasury stock Â Â â€” Â Â Â (8,046) Proceeds from accounts receivable facility, net of borrowings Â Â (4,574) Â Â 399 Â Principal payments on Term loans Â Â (3,202) Â Â (3,202) Net cash provided by (used in) financing activities Â Â (8,255) Â Â (11,730) Effect of exchange rate changes on cash and cash equivalents Â Â (2,427) Â Â (472) Net increase (decrease) in cash, cash equivalents and restricted cash Â Â (16,380) Â Â (24,711) Cash, cash equivalents and restricted cash, beginning of period Â Â 146,523 Â Â Â 177,556 Â Cash, cash equivalents and restricted cash, end of period Â $ 130,143 Â Â $ 152,845 Â Supplemental disclosure of cash flow information: Â Â Â Â Â Â Â Â Cash and cash equivalents Â $ 122,652 Â Â Â $ 147,927 Â Restricted cash Â Â Â 7,491 Â Â Â 4,918 Â Cash, cash equivalents and restricted cash, end of period Â $ 130,143 Â Â Â $ 152,845 Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 7 Table of Contents Â Â SKILLSOFT CORP. UNAUDITED SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION (in thousands) Â Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Supplemental disclosure of cash flow information and non-cash investing and financing activities: Â Â Â Â Â Â Â Â Cash paid for interest Â $ 32,486 Â Â Â $ 32,804 Â Cash paid (received) for income taxes, net of refunds Â Â 1,430 Â Â Â 5,111 Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 8 Table of Contents Â NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS Â Â (1)Â Â Â Description of Business and Basis of Presentation Â Description of Business Â Skillsoft Corp. (together with its consolidated subsidiaries, â€œSkillsoftâ€, â€œweâ€, â€œusâ€, â€œourâ€ and the â€œCompanyâ€) has been listed on the New York Stock Exchange under the ticker symbol â€œSKILâ€ since June 14, 2021. Through a portfolio of high-quality content, an AI-enabled platform that is personalized and connected to customer needs, and a broad ecosystem of partners, Skillsoft drives continuous growth and performance for employees and their organizations by overcoming critical skills gaps, unlocking human potential, and developing the workforce. Â With more than 150,000 expert-led skills-building courses in modalities ranging from video and audio to instructor-led training, coaching, practice labs, and a generative Artificial Intelligence (â€œGenAIâ€)-powered conversation simulator, Skillsoft offers transformative learning experiences for leaders to frontline workers, readers to hands-on learners. Â References in the accompanying footnotes to the Companyâ€™s fiscalÂ year refer to the fiscalÂ year ended JanuaryÂ 31 of thatÂ year (e.g., fiscalÂ 2024 is the fiscalÂ year ended January 31, 2024). Â SumTotal Â Refer to Note 4 â€œDiscontinued Operationsâ€Â in our fiscal 2024 Form 10-K for information regarding the SumTotal business and its 2022 sale. Â Reverse Stock Split Â On September 29, 2023, we effected a 1-for-20Â reverse stock split of our common stock and proportionately decreased the number of authorized shares of common stock. All fiscal 2024 shares, outstanding options, warrants, restricted stock unit (â€œRSUâ€),Â and per share information throughout this Form 10-Q haveÂ been retroactively adjusted to reflect the reverse stock split. The shares of common stock retain a par value of $0.0001 per share. Accordingly, an amount equal to the par value of the decreased shares resulting from the reverse stock split was reclassified from â€œCommon stockâ€Â to â€œAdditional paid-in capitalâ€. Â Basis of Financial Statement Preparation Â The accompanying condensed consolidated financial statements include the accounts of Skillsoft and its wholly owned subsidiaries. These financial statements are unaudited. However, in the opinion of management, the condensed consolidated financial statements reflect all normal and recurring

adjustments necessary for their fair statement. Interim results are not necessarily indicative of results expected for any other interim period or a full year. We prepared the accompanying unaudited condensed consolidated financial statements in accordance with the instructions for Form 10-Q and Article 10 of Regulation S-X and, therefore, include all information and footnotes necessary for a complete presentation of operations, comprehensive income (loss), financial position, changes in shareholdersâ€™ equity (deficit) and cash flows in conformity with accounting principles generally accepted in the United States of America (â€œGAAPâ€). The financial statements contained in these interim financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in theÂ 2024Â Form 10-K.Â Â Certain amounts reported in prior years have been reclassified to conform to the presentation in the current year. These reclassifications had no effect on total assets, total liabilities, total stockholdersâ€™ equity, or net income (loss) for the prior years. Â The Company is an â€œemerging growth company,â€ as defined in SectionÂ 2(a)Â of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the â€œJOBSÂ Actâ€), and has and may in the future take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to,Â reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.Â We will cease to qualify as an emerging growth company as of January 31, 2025. As a result, beginning with ourÂ Form 10-K for fiscal 2025, we willÂ be subject to the provisions of Section 404(b) of the Sarbanes-Oxley ActÂ and our independent registered public accounting firm willÂ formally attest to the effectiveness of our internal controls over financial reporting. Â Principles of Consolidation Â The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All material intercompany transactions and balances have been eliminated in consolidation. Â Use of Estimates Â The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from our estimates. Â 9 Table of Contents Â (2)Â Â Â Â Summary of Significant Accounting Policies Â The Companyâ€™s significant accounting policies are discussed in Note 2â€”Summary of Significant Accounting PoliciesÂ included in theÂ 2024 Form 10-KÂ and should be read in connection with the reading of these interim unaudited financial statements. Â Recently Issued Accounting Guidance Â In December 2023, the FASB issued ASUÂ 2023-07, Improvements toÂ Reportable Segment Disclosures, which will require disclosure of significant segment expenses and other segment items. The Company will adopt this guidance effective inÂ our Form 10-K for the fiscal year endingÂ January 31, 2025. We are currently evaluating the impact of this amended disclosure guidance. Â In December 2023, the FASB also issued ASUÂ 2023-09, Improvements toÂ Income Tax Disclosures, which will requireÂ additional information in the rate reconciliation table and additional disclosures about income taxes paid. The CompanyÂ will adopt this guidance effective February 1, 2025. We are currently evaluating the impact of this amended disclosure guidance. Â (3)Â Â Â Â Intangible Assets Â Intangible assets consisted of the following (dollars in thousands and weighted average remaining life in years): Â Â Â July 31, 2024 Â Â January 31, 2024 Â Â Â Weighted Average Remaining Life Â Â Gross Carrying Amount Â Â Accumulated Amortization Â Â Net Carrying Amount Â Â Weighted Average Remaining Life Â Â Gross Carrying Amount Â Â Accumulated Amortization Â Â Net Carrying Amount Â Developed software/courseware Â Â 2.2Â Â $359,094Â Â $203,997Â Â $155,097Â Â Â 2.7Â Â $355,247Â Â $172,578Â Â $182,669Â Customer contracts/relationships
Â Â 9.1Â Â Â 268,729Â Â Â 78,116Â Â Â 190,613Â Â Â 9.5Â Â Â 269,300Â Â Â 59,091Â Â Â 210,209Â Trademarks and trade names
Â Â 11.9Â Â Â 52,742Â Â Â 8,190Â Â Â 44,552Â Â Â 12.4Â Â Â 52,863Â Â Â 6,184Â Â Â 46,679Â Publishing rights
Â Â 1.9Â Â Â 41,100Â Â Â 25,779Â Â Â 15,321Â Â Â 2.4Â Â Â 41,100Â Â Â 21,668Â Â Â 19,432Â Backlog
Â Â 1.4Â Â Â 49,700Â Â Â 47,534Â Â Â 2,166Â Â Â 1.9Â Â Â 49,700Â Â Â 45,941Â Â Â 3,759Â Skillsoft trademark
Â Â IndefiniteÂ Â Â 76,545Â Â Â â€”Â Â Â 76,545Â Â Â IndefiniteÂ Â Â 76,545Â Â Â â€”Â Â Â 76,545Â Total intangible assets
Â Â Â Â Â $847,910Â Â $363,616Â Â $484,294Â Â Â Â Â Â Â $844,755Â Â $305,462Â Â $539,293Â Â Amortization expense related to the existing finite-lived intangible assets is expected to be as follows (in thousands) for the fiscal years ended January 31: Â Â Â Amortization Expense Â 2025 (six months remaining) Â $63,348Â 2026 Â Â 123,499Â 2027 Â Â 77,986Â 2028 Â Â 37,548Â 2029 Â Â 27,854Â Thereafter Â Â 77,514Â Total future amortization Â $407,749Â Â Amortization expense related to intangible assets in the aggregate was $31.8Â million, $63.4Â million, $39.2Â millionÂ andÂ $77.5Â million for theÂ three and six months ended July 31, 2024 and theÂ three and six months ended July 31, 2023,Â respectively. Â Impairment Review Requirements and Assumption Uncertainty Â The Company reviews intangible assets subject to amortization if any adverse conditions exist or a change in circumstances has occurred that would indicate impairment or a change in remaining useful life. The Company reviews indefinite lived intangible assets, including goodwill, on the annual impairment test date (JanuaryÂ 1) or more frequently if there are indicators of impairment. Â In connection with the impairment evaluation, the Company may first consider qualitative factors to determine whether the existence of events or circumstances indicates that it is more likely than not (i.e.,Â a likelihood of more than 50%) that the fair value of a reporting unit is less than its carrying amount. Performing a quantitative goodwill and indefinite lived intangibleÂ impairment test is not necessary if an entity determines based on this assessment that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount. If the Company fails or elects to bypass the qualitative assessment, the goodwill impairment test must be performed. Â This test requires: Â Â 1. For our identifiable intangibles subject to amortization: Â a. If management believes there are unfavorable changes to assumptions and factors that occurred that would indicate impairment or a change in the remaining useful life; Â b. An estimate of the undiscounted future cash flows attributable to the amortizable intangibles are projected and compared to the carrying values; Â c. If the undiscounted future cash flows are less than the carrying values; Â d. The fair values for identifiable intangibles, including any indefinite lived intangibles, are fair valued using the income approach; and Â e. If the fair values of the identifiable intangibles are less than their carrying values, an impairment equal to the difference is recorded. Â 2. Next a comparison of the carrying value of the reporting unit to its estimated fair value is completed. If the carrying value of a reporting unitÂ exceeds its fair value, an impairment loss equal to the difference is recorded, not to exceed the amount of goodwill allocated to the reporting unit. Â 10 Table of Contents Â The fair value of our reporting units is determined using a weighted average valuation model of the income approach (discounted cash flow approach) and market approach. The income approach requires management to make certain assumptions based upon information available at the time the valuations are performed. Actual results could differ from these assumptions. We pay particular attention toÂ ensure the assumptions used are reflective of what a market participant would have used in calculating fair value considering the then current economic conditions.Â Â In determining reporting units, the Company first identifies its operating segments, and then assesses whether any components of these segments constitute a business for which discrete financial information is available and where management regularly reviews the operating results. Â The Company completed the qualitative assessment discussed above for the sixÂ months ended July 31, 2024 and concluded thatÂ there were no indicators of impairment for our reporting units. Â A roll forward of goodwill is as follows (in thousands): Â Description Â Talent Development Solutions Â Â Global Knowledge Â Â Consolidated Â Goodwill January 31, 2024
Â $287,650Â Â $29,421Â Â $317,071Â Increase (decrease) Â Â â€”Â Â Â â€”Â Â Â â€”Â Goodwill July 31, 2024 Â $287,650Â Â $29,421Â Â $317,071Â Â Â Â Â Â Â Â Â Â Â Â Accumulated impairment, July 31, 2024 Â $698,405Â Â $84,694Â Â $783,099Â Â (4)Â Â Â Â Taxes Â For the three and six months ended July 31, 2024, for continuing operations,Â the Company recorded a tax benefitÂ ofÂ $2.1Â million andÂ $3.6Â million, respectively, on a pretax loss ofÂ $41.6 million and $70.8Â million, respectively.Â For theÂ three and six months ended July 31, 2023, for continuing operations, the Company recorded a tax benefit ofÂ $1.9 millionÂ andÂ $6.3 million, respectively, on a pretax loss ofÂ $33.9 million and $81.8Â million, respectively. For each period, the tax benefit reflects the effectÂ of non-deductible items, current period changes in the Companyâ€™s valuation allowance on its deferred tax assets and the impact of foreign taxÂ rate differential. Â (5)Â Â Â Â Restructuring Â On July 11, 2024, the Company announced a comprehensive resource reallocation plan. In connection with this and other strategic initiatives implemented during theÂ three and six months ended July 31, 2024 and July 31, 2023, the Companyâ€™s management approved and initiated plans to reduce its cost structure and better align operating expenses with existing economic conditions and the Companyâ€™s operating model. Â The following is a summary of restructuring chargesÂ by segmentÂ for theÂ three and six months ended July 31, 2024 and July 31, 2023Â (in thousands): Â Â Â Three Months Ended July 31, Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Talent Development Solutions Â $8,883Â Â $727Â Â $10,014Â Â $5,440Â Global Knowledge Â Â 2,416Â Â Â 1,773Â Â Â 2,252Â Â Â 2,279Â Total Â $11,299Â Â $2,501Â Â $12,266Â Â $7,719Â Â These restructuring charges are presented separately in the accompanying condensed consolidated statements of operations. The restructuring charges for the six months ended July 31, 2024Â and July 31, 2023Â are substantially all related to severance costs of terminated employees and lease termination and lease impairment charges.Â As ofÂ July 31, 2024 and January 31, 2024, the Company had restructuring charge liabilitiesÂ ofÂ $8.0 million and $3.3 million, respectively. Management anticipates further restructuring charges during the remainder of fiscal 2025 as the identified resource reallocation measures initiated in mid- July 2024 are fully implemented. Â (6)Â Â Â Â Leases, Commitments and Contingencies Â Leases Â The Companyâ€™s lease portfolio includes office space, training centers, and vehicles to support its research and development activities, sales operations and other corporate and administrative functions in North America, Europe and Asia. The Companyâ€™s leases have remaining terms of oneÂ year to ten years. Some of the Companyâ€™s leases include options to extend or terminate the lease prior to the end of the agreed upon lease term. For purposes of calculating lease liabilities, lease terms include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options. Â All of the Company's leases are classified as operating leases. OurÂ right-of-use (â€œROUâ€) assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the expected lease term. As the Companyâ€™s operating leases generally do not provide an implicit rate, the Company uses an estimated incremental borrowing rate in determining the present value of future payments. The incremental borrowing rate represents an estimate of the interest rate the Company would incur at the acquisition date to borrow an amount equal to the lease payments on a collateralized basis over the term of a lease within a particular location and currency environment. The weighted average incremental borrowing rate for its operating leases as of July 31, 2024 and January 31, 2024 wasÂ 5.9% and 5.7%, respectively. Â The operating leases are included in the captions â€œRight of use assetsâ€, â€œLease liabilitiesâ€, and â€œLong-term lease liabilitiesâ€ on the Companyâ€™s condensed consolidated balance sheets. The weighted-average remaining lease term of the Companyâ€™s operating leases isÂ 6.3 years as of July 31, 2024. Lease costs for minimum lease payments are recognized on a straight-line basis over the lease term. The lease costs were $1.4Â million and related cash payments wereÂ $1.4 million for the six months ended July 31, 2024. The lease costs wereÂ $2.9 million and related cash payments were $1.4Â million for the six months ended July 31, 2023. Lease costs are included within the content and software development, selling and marketing, and general and administrative lines on the condensed consolidated statements of operations, and the operating leases related cash payments were included in the operating cash flowsÂ on the condensed consolidated statements of cash flows. Short-term lease costs and variable lease costs are not material. Â 11 Table of Contents Â See Note 5Â for a discussion related to restructuring charges associated with lease termination and lease impairment charges. Â The below reconciles the undiscounted future minimum lease payments under non-cancellable leases to the total lease liabilities recognized on the condensed consolidated balance sheetÂ as of July 31, 2024Â (in thousands): Â Fiscal year ended January 31: Â Â Â Â 2025 (six months remaining) Â $1,804Â 2026 Â Â 2,134Â 2027 Â Â 1,583Â 2028 Â Â 1,510Â 2029 Â Â 1,326Â Thereafter Â Â 3,158Â Total future minimum lease payments Â Â 11,515Â Effects of discounting Â Â (1,746) Total lease liabilities Â $9,769Â Â Â Â Â Â Â Current lease liabilities Â $2,613Â Long-term lease liabilities Â Â 7,156Â Total lease liabilities Â $9,769Â Â Litigation Â On November 21, 2023, the Company was named as a nominal defendant in a shareholder derivative action filed in the Delaware Court of Chancery captioned Norcross v. Prosus N.V., et al.Â The plaintiff, a Company shareholder, alleges that the Company's directors and controlling shareholders breached their fiduciary duties to plaintiffs by causing the Company to acquireÂ Codecademy at an above-market price.Â Plaintiff seeks monetary damages as compensation for the harm caused by the alleged breaches. We currently cannot estimate any possible loss that may result from this action. Â In addition, the Company is, from time to time, party to general legal proceedings and claims, which arise in the ordinary course of business including those relating to commercial and contractual disputes, employment matters, intellectual property, and other business matters. When appropriate, management consults with legal counsel and other appropriate experts to assess claims. If, in managementâ€™s opinion, we have incurred a probable loss as determined in accordance with GAAP, an estimate is made of the loss and the appropriate accrual is reflected in our condensed consolidated financial statements. Currently, there are no material amounts accrued. While it is not possible to quantify the financial impact or predict the outcome of all pending claims and litigation, management does not anticipate that the outcome of any current proceedings or known claims, either individually or in aggregate, will materially affect the Companyâ€™s financial position, results of operations or cash flows. Â Guarantees Â The Companyâ€™s software license arrangements and hosting services are typically warranted to perform in a manner consistent with general industry standards that are reasonably applicable and substantially in accordance with the Companyâ€™s product documentation under normal use and circumstances. The Companyâ€™s arrangements also include certain provisions for indemnifying customers against liabilities if its products or services infringe a third partyâ€™s intellectual property right.Â The Company has entered into service level agreements with some of its hosted application customers warranting certain levels of uptime reliability and such agreements permit those customers to receive credits againstÂ monthly hosting fees or terminate their agreements in the event that the Company fails to meet those levels for an agreed upon period of time. Â To date, the Company has not incurred any material costs as a result of such indemnifications or commitments and has not accrued any liabilities related to such obligations in the accompanying condensed consolidated financial statements.Â Â 12 Table of Contents Â (7)Â Â Â Â Long-Term Debt Â Debt consisted of the following (in thousands): Â Â Â July 31, 2024 Â Â January 31, 2024 Â Term Loan - current portion Â $6,404Â Â $6,404Â Current maturities of long-term debt Â $6,404Â Â $6,404Â Â Â Â Â Â Â Â Â Â Term Loan - long-term portion Â $584,995Â Â $588,197Â Original issue discount - long-term portion Â Â (6,242)Â Â (6,942) Deferred financing costs - long-term portion Â Â (3,389)Â Â (3,768) Long-term debt Â $575,364Â Â $577,487Â Â The Companyâ€™s debt outstanding as of July 31, 2024 matures as shown below (in thousands): Â Future principal payments due for fiscal years ended January 31: Â Â Â Â 2025 (six months remaining) Â $3,202Â 2026 Â Â 4,803Â 2027 Â Â 6,404Â 2028 Â Â 8,005Â 2029 Â Â 568,985Â Thereafter Â Â â€”Â Total payments Â Â 591,399Â Current portion Â Â (6,404) Unamortized original issue discount and issuance costs Â Â (9,631) Long-term portion Â $575,364Â Â Refer to Note 14 â€œLong-Term Debtâ€Â in ourÂ 2024 Form 10-KÂ for information regarding the Company's term loan and accounts receivable facility. Â The reserve balance associated with the accounts receivable facility wasÂ $5.0 million onÂ July 31, 2024 and isÂ classified as restricted cash on the condensed consolidated balance sheet. The interest rate on borrowings outstanding under the accounts receivable facility was 8.46%Â at July 31, 2024. As of July 31, 2024, $40.4Â million was drawn under theÂ accounts receivable facility and is classified as a current liability on the balance sheet.Â Â (8)Â Â Â Â Â Shareholdersâ€™ Equity Â Common Stock Â As of July 31, 2024, the Companyâ€™s authorized share capital consisted of 18,750,000Â shares of ClassÂ A common stockÂ andÂ 10,000,000 shares of preferred stock, with a par value $0.0001 each, and 8,504,829Â shares of ClassÂ A common stock were issued andÂ 8,205,052 sharesÂ were outstanding. As of July 31, 2024, the Company had no shares of preferred stock or Class C common stock outstanding. Except as required by law, holders of shares of ClassÂ C common stock are not entitled to vote any such shares. Â Subject to applicable law, the Company may declare dividends to be paid ratably to holders of ClassÂ A common stock out of the Companyâ€™s assets that are legally available to be distributed as dividends in the discretion of the Companyâ€™s board of directors. Holders of ClassÂ C common stock are generally not entitled to dividends. Â Warrants Â Refer to Note 16 â€œShareholdersâ€™Â Equityâ€Â in ourÂ 2024 Form 10-K, for information related to the equity and liability-classified warrants. Â Share Repurchase Authorization Â On July 10, 2024, the Companyâ€™s board of directors authorized Skillsoft to repurchase up to $10 million of its Class A common stock, with an objective to manage potential dilution from future vesting of employee equity grants. The share repurchase authorizationÂ will terminate on July 11, 2028 and does not obligate the Company to purchase any minimum number of shares of Common Stock, and the authorization may be suspended, modified, or discontinued at any time without prior notice.Â As of July 31, 2024, no Class A common stock had been repurchased under the share repurchase authorization. Â Accumulated Other Comprehensive Income (Loss) Â Accumulated Other Comprehensive Income (Loss) associated with foreign currency translation adjustments consisted of the following (in thousands): Â Â Â Three Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â Â Before Tax Â Â Income Tax Â Â Net Â Â Before Tax Â Â Income Tax Â Â Net Â Balance as of beginning-of-period Â $(15,937)Â $â€”Â Â $(15,937)Â $(13,919)Â $â€”Â Â $(13,919) Translation adjustment
Â Â 64Â Â Â Â â€”Â Â Â 64Â Â Â Â 496Â Â Â Â â€”Â Â Â 496Â Balance as of end-of-period Â $(15,873)Â $â€”Â Â $(15,873)Â $(13,423)Â $â€”Â Â $(13,423) Â Â Â Â Â Â Six Months Ended July 31, Â Â Â Â 2024 Â Â Â 2023 Â Â Â Â Before Tax Â Â Â Income Tax Â Â Â Net Â Â Before Tax Â Â Â Income Tax Â Â Â Net Â Balance as of beginning-of-period

Â $(13,050)Â $â€”Â Â $(13,050)Â $(14,794)Â $â€”Â Â $(14,794) Translation adjustment Â Â (2,823)Â Â â€”Â Â Â (2,823)Â Â 1,371Â Â Â â€”Â Â Â 1,371Â Balance as of end-of-period Â $(15,873)Â $â€”Â Â $(15,873)Â $(13,423)Â $â€”Â Â $(13,423) Â Â 13 Table of Contents Â (9)Â Â Â Â Stock-Based Compensation Â Equity Incentive Plans Â In JuneÂ 2021, SkillsoftÂ adopted the 2020 Omnibus Incentive Plan (â€œ2020 Planâ€). The 2020 Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, other equity-based awards, and cash-based incentive awards to employees, directors, and consultants of the Company. Under the 2020 Plan, 655,295 shares were initially made available for issuance. The 2020 Plan includes an annual increase on JanuaryÂ 1 eachÂ year beginning on JanuaryÂ 1, 2022, in an amount equal to 5.0% of the total number of shares of common stock outstanding on DecemberÂ 31 of the preceding calendarÂ year. The Compensation Committee may act prior to JanuaryÂ 1 of a givenÂ year to provide that there will be no JanuaryÂ 1 increase for suchÂ year or that the increase for suchÂ year will be a lesser number of shares of common stock than provided for in the 2020 Plan. As of July 31, 2024, a total ofÂ 1,367,132 shares of common stock were available for issuance under the 2020 Plan. Â In May 2024, Skillsoft adopted the Skillsoft Corp. 2024 Employment Inducement Incentive Award Plan (the â€œInducement Planâ€).Â The Inducement Plan provides for the inducement grants of nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, other equity-based awards, and cash-based incentive awards to new hires, or individuals being rehired following a bona fide period of non-employment with the Company, in compliance with Section 303A.08 of the New York Stock Exchange Listed Company Manual. As of July 31, 2024, a total of 160,000 shares of common stock were available for issuance under the Inducement Plan. Â Stock Options Â Under the 2020 Plan, all employees are eligible to receive incentive share options and all employees, directors and consultants are eligible to receiveÂ non-statutory share options. The options generally vest over four years and have a term of ten years. Vested options under the plan generally expire not later than 90 days following termination of employment or service or twelve months following an optioneeâ€™sÂ death or disability. The fair value of stock options is determined on the grant date and amortized over the vesting period on a straight-line basis. Â The following summarizes the stock option activity for the six months ended July 31, 2024: Â Â Â Â

from income taxes Â Â 2,056Â Â Â 1,889Â Â Â 3,639Â Â Â 6,273Â Net income (loss) from continuing operations Â Â (39,566)Â Â (31,999)Â Â (67,202)Â Â (75,541) Gain (loss) on sale of business Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â (682) Net income (loss) Â $(39,566)Â $(31,999)Â $(67,202)Â $(76,223) Â TalentÂ Development Solutionsâ€™ segment depreciation for theÂ three and six months ended July 31, 2024 was $0.5Â million andÂ $1.0 million, respectively.Â Talent Development Solutionsâ€™ segment depreciation for the three and six months ended July 31, 2023Â wasÂ $0.6Â million andÂ $1.4Â million, respectively. Â Global Knowledgeâ€™s segment depreciation for theÂ three and six months ended July 31, 2024Â wasÂ $0.2Â million andÂ $0.4Â million, respectively.Â Global Knowledgeâ€™s segment depreciation for theÂ three and six months ended July 31, 2023 wasÂ $0.5Â million andÂ $0.9 million, respectively. Â The Companyâ€™s segment assets primarily consist of cash and cash equivalents, accounts receivable, prepaid expenses, deferred taxes, property and equipment, goodwill and intangible assets. The following sets forth the Companyâ€™s segment assets as ofÂ July 31, 2024 and January 31, 2024Â (in thousands): Â Â Â July 31, 2024 Â Â January 31, 2024 Â Talent Development Solutions Â $1,028,073Â Â $1,168,671Â Global Knowledge Â Â 98,319Â Â Â 104,963Â Total assets Â $1,126,392Â Â $1,273,634Â Â The following sets forth the Companyâ€™s long-lived tangible assets by geographic region as ofÂ July 31, 2024 and January 31, 2024 (in thousands): Â Â Â July 31, 2024 Â Â January 31, 2024 Â United States Â $1,537Â Â $3,311Â Rest of world Â Â 2,782Â Â Â 3,328Â Total long-lived tangible assets Â $4,319Â Â $6,639Â Â 18 Table of Contents Â (13)Â Â Â Â Net Loss Per Share Â Basic earnings per share is computed by dividing net income for the period by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income for the period by the weighted-average number of common shares outstanding during the period, plus the dilutive effect of outstanding restricted stock-based awards, stock options, and shares issuable under the employee stock purchase plan using the treasury stock method. Â The following sets forth the computation of basic and diluted earnings per share (in thousands, except per share data): Â Â Â Three Months Ended July 31, Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net income (loss) from continuing operations Â $(39,566)Â $(31,999)Â $(67,202)Â $(75,541) Net income (loss) from discontinued operations Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â (682) Net income (loss) Â $(39,566)Â $(31,999)Â $(67,202)Â $(76,223) Â Â Â Â

Â Â $ (2,870) Â Â (16.1)% Â $ 30,499 Â Â $ 34,898 Â Â $ (4,399) Â Â (12.6)% Â The decreases in compensation and benefits, when comparing theÂ three and six months ended July 31, 2024Â to the same periods inÂ 2023, wereÂ primarily a result of lower headcount (a portion of which was attributable to the comprehensive resource reallocation plan discussed above)Â andÂ lower stock-compensation expense due to forfeitures and lower grants of share-based payment awards. The decreaseÂ in facilities andÂ utilities expenses, when comparing these same periods, wasÂ primarily attributable to cost savings from consolidation of our facilities.Â Â Selling and marketing Â Selling and marketing (â€œS&Mâ€)Â expenses consist primarily of employee salaries and benefits for selling, marketing and pre-sales support personnel; commissions; travel expenses; advertising and promotional expenses; consulting and outside services; facilities costs; depreciation; and software maintenance costs. TheÂ followingÂ provides details regarding the changes in components of S&M expensesÂ (in thousands, except percentages): Â Dollar Â Dollar Â Â Â Â Â Â Â Three Months Ended July 31, Â Â Increase Â Â Percent Â Â Â Six Months Ended July 31, Â Â Increase Â Â Percent Â Â Â 2024 Â Â 2023 Â Â (Decrease) Â Â Change Â Â 2024 Â Â 2023 Â Â (Decrease) Â Â Change Â Compensation and benefits Â $ 29,584 Â Â $ 27,036 Â Â $ 2,548 Â Â 9.4 % Â $ 61,157 Â Â $ 60,870 Â Â $ 287 Â Â 0.5 % Advertising and promotions Â Â 6,228 Â Â 7,670 Â Â (1,442) Â Â (18.8)% Â Â 11,733 Â Â 14,305 Â Â (2,572) Â Â (18.0)% Software maintenance Â Â 3,575 Â Â 3,230 Â Â 345 Â Â 10.7 % Â Â 7,336 Â Â 6,219 Â Â 1,117 Â Â 18.0 % Consulting and outside services Â Â 784 Â Â Â 1,148 Â Â Â (364) Â Â (31.7)% Â Â 1,432 Â Â Â 2,442 Â Â Â (1,010) Â Â (41.4)% Facilities, utilities and other Â Â 513 Â Â Â 1,327 Â Â Â (814) Â Â (61.3)% Â Â 1,318 Â Â Â 2,502 Â Â Â (1,184) Â Â (47.3)% Total S&M expenses Â $ 40,684 Â Â $ 40,411 Â Â $ 273 Â Â Â 0.7 % Â $ 82,976 Â Â $ 86,338 Â Â $ (3,362) Â Â (3.9)% The decreases in advertising and promotions and consulting and outside services,Â when comparing the three and six months ended July 31, 2024Â to the same periods inÂ 2023, wereÂ primarily attributable toÂ proactive reductions in branding initiativesÂ and paid media spend.Â The decreaseÂ in facilities andÂ utilities expenses, when comparing theÂ three and six months ended July 31, 2024Â to the same periods inÂ 2023, wasÂ primarily attributable to cost savings from consolidation of our facilities. These decreases were partially offset by the increase in software maintenance, which was primarily the result of investments in our go-to-market transformation activities and enablement programs. In addition, the increase in compensation and benefits, when comparing the three and six months ended July 31, 2024 to the same period in 2023, was primarilyÂ due to a S&M executive forfeitureÂ of a share-based payment award that lowered stock-compensation expense during the three months ended July 31, 2023. Â 23 Table of Contents Â General and administrative Â General and administrative (â€œG&Aâ€) expenses consist primarily of employee salaries and benefits for executive, finance, administrative, and legal personnel; audit, legal and consulting fees; insurance; franchise, sales and property taxes; facilities costs; and depreciation. The followingÂ provides details regarding the changes in components of G&A expenses (in thousands, except percentages): Â Dollar Â Dollar Â Â Â Â Â Â Â Three Months Ended July 31, Â Â Increase Â Â Percent Â Â Six Months Ended July 31, Â Â Increase Â Â Percent Â Â Â 2024 Â Â 2023 Â Â (Decrease) Â Â Change Â Â 2024 Â Â 2023 Â Â (Decrease) Â Â Change Â Compensation and benefits Â $ 12,251 Â Â $ 16,754 Â Â $ (4,503) Â Â (26.9)% Â $ 29,033 Â Â $ 31,535 Â Â $ (2,502) Â Â (7.9)% Consulting and outside services Â Â 4,355 Â Â Â 5,135 Â Â Â (780) Â Â (15.2)% Â Â 9,739 Â Â Â 11,718 Â Â Â (1,979) Â Â (16.9)% Insurance Â Â 723 Â Â Â 944 Â Â Â (221) Â Â (23.4)% Â Â 1,444 Â Â Â 2,247 Â Â Â (803) Â Â (35.7)% Facilities, utilities and other Â Â 515 Â Â Â 916 Â Â Â (401) Â Â (43.8)% Â Â 1,150 Â Â Â 2,177 Â Â Â (1,027) Â Â (47.2)% Software maintenance Â Â 1,279 Â Â Â 1,087 Â Â Â 192 Â Â Â 17.7 % Â Â 2,598 Â Â Â 1,980 Â Â Â 618 Â Â Â 31.2 % Franchise, sales, and property tax Â Â 272 Â Â Â 249 Â Â Â 23 Â Â Â 9.2 % Â Â 740 Â Â Â 724 Â Â Â 16 Â Â Â 2.2 % Total G&A expenses Â $ 19,395 Â Â $ 25,085 Â Â $ (5,690) Â Â (22.7)% Â $ 44,704 Â Â $ 50,381 Â Â $ (5,677) Â Â (11.3)% Â The decreases in compensation and benefits, when comparing theÂ three and six months ended July 31, 2024Â to the same periods inÂ 2023, wereÂ primarily a result of lower stock-compensation expense due to forfeitures and lower grants of share-based payment awards, partially offset by severance costs for the former Chief Executive Officer whose employment with the Company ended on May 9, 2024. The Company's integration and restructuring activities, including cost savings from consolidation of our facilities and lower insurance also contributed to the overall decline in G&A expenses. When comparing these same periods, the reduction in consulting and outside services were partially offset by an increases toÂ compensation and benefits (even though it declined in total as discussed above). Further,Â whileÂ increases in software maintenance, when comparing these same periods, primarily reflect investments in technology. Â Amortization of intangible assets Â Intangible assets arising from business combinations are developed technology, customer-related intangibles, trade names and other identifiable intangible assets with finite lives. These intangible assets are amortized over the estimated useful lives of such assets. We also capitalize certain internal use software development costs related to our SaaS platform incurred during the application development stage. The internal use software is amortized on a straight-line basis over its estimated useful life. Â The decreaseÂ in amortization of intangible assets, when comparing theÂ three and six months ended July 31, 2024Â to the same periods inÂ 2023, wasÂ primarily due to certain intangible assets becoming fully amortized or written down as a result of impairment during the fourth quarter of fiscal 2024. Â Acquisition and integration related costs Â Acquisition and integration relatedÂ costs consist of professional fees for legal, investment banking and other advisor costs incurred in connection with the business combinations completed in April 2022 and JuneÂ 2021 and the subsequent integration related activities. The changes in acquisition and integration related costs were primarily due to the timing of these aforementioned activities. Â Restructuring Â As discussed above, on July 11, 2024, the Company announced a comprehensive resource reallocation plan. In connection with this plan and the acquisition integration process and our workplace flexibility policy, we continued our initiatives and commitment to reduce our costs and better align operating expenses with existing economic conditions and our operating modelÂ to improve operating efficiency, competitiveness and business profitability. These included workforce reductions and consolidation of facilities as we adoptedÂ new work arrangements for certain locations. The restructuring charges for theÂ three and six months ended July 31, 2024Â totalingÂ $11.3Â million andÂ $12.3Â million, respectively, are substantially all related to severance costs of terminated employees and lease termination and leaseÂ impairment charges. The restructuring charges for theÂ three and six months ended July 31, 2023Â totaling $2.5Â million andÂ $7.7 million, respectively,Â were substantially all related to severance costs of terminated employees and lease termination and lease impairment charges. Â Interest and other Â Interest and other, net, consists of gain or loss on derivative instruments, interest income, interest expense, and other expense and income (in thousands, except percentages): Â Dollar Â Dollar Â Â Â Â Â Â Â Three Months Ended July 31, Â Â Increase Â Â Percent Â Â Six Months Ended July 31, Â Â Increase Â Â Percent Â Â Â 2024 Â Â 2023 Â Â (Decrease) Â Â Change Â Â 2024 Â Â 2023 Â Â (Decrease) Â Â Change Â Other income (expense), net Â $ (418) Â $ (934) Â $ 516 Â Â Â (55.2)% Â $ 1,799 Â Â $ (1,309) Â $ 3,108 Â Â Â (237.4)% Interest income Â Â 1,045 Â Â Â 871 Â Â Â 174 Â Â Â 20.0 % Â Â 1,973 Â Â Â 1,516 Â Â Â 457 Â Â Â 30.1 % Interest expense Â Â (16,415) Â Â (16,255) Â Â (160) Â Â 1.0 % Â Â (32,693) Â Â (32,191) Â Â (502) Â Â 1.6 % Â The otherÂ income (expense), net was primarily the foreign exchange gains and losses (specifically, resulting from foreign currency denominated transactions and the revaluation of foreign currency denominated assets and liabilities), which fluctuates as the U.S. dollar appreciates or depreciates against other currencies.Â Interest income for theÂ three and six months ended July 31, 2024Â compared to the corresponding prior year periods, increased primarily due to the use of money market investments to realize increased returns on cash balances.Â The increase in interest expense, when comparing theÂ three and six months ended July 31, 2024Â to the corresponding periods in 2023, was primarily due to higher interest rates. As a result of the interest rate swaps we executed on June 17, 2022, we have a fixed cash interest rate of 8.94% on $300 million of our outstanding term loans.Â Â Fair value adjustment of warrants Â The gains attributable to warrants are primarily a result ofÂ the Company's underlying common stock performance during theÂ three and six months ended July 31, 2023.Â As of January 31, 2024, the fair value of our liability-classified warrants wasÂ insignificant, however prior to then they were marked-to-market at each balance sheet date, with gains and losses being recorded in current period earnings. Â 24 Table of Contents Â Fair value adjustment of interest rate swaps Â We entered into two fixed-rate interest rate swap agreements on June 17, 2022 for a combined notional amount of $300 million and a maturity date of June 5, 2027. The objective of the interest rate swaps is to eliminate fluctuations inÂ cash flows for interest payments onÂ $300 million of variable rate debt attributable to changes in benchmark one-month Secured Overnight Financing Rate (â€œSOFRâ€) interest rates. The interest rate swaps are not designated for hedge accounting and are carried on the statement of financial position at their fair value. Unrealized gains and losses from changes in fair value of the interest rate swaps, which arise from variations in the forward-looking yield curve,Â are included in the income statement as they occur. Â The gains (losses) reflected for the change in value ofÂ the interest rate swaps are primarily attributable to increases (decreases) in the expectation for one-month SOFR interest rates through June 5, 2027, during the six months ended July 31, 2024 and 2023. Â Gain on sale of business Â On June 12, 2022, we entered into the Purchase Agreement to sell our SumTotal business to a third party for $200 million in cash, subject to adjustments set forth in the Purchase Agreement. The sale was completed on August 15, 2022. Net proceeds from the sale were $174.9 million, after final working capital adjustments in April 2023. In accordance with ASC 810, Consolidation (â€œASC 810â€), we recorded a gain on sale upon completion of the transaction. The $55.9Â million gain, including a loss of $0.7Â million recognized in the first quarter of fiscal 2024, was calculated by measuring the difference between the fair value of consideration received less the carrying amount of assets and liabilities sold. Â Provision for (benefit from) income taxes Â The following provides select provision for (benefit from) income taxesÂ information (in thousands, except percentages): Â Dollar Â Dollar Â Â Â Â Â Â Â Three Months Ended July 31, Â Â Increase Â Â Percent Â Â Six Months Ended July 31, Â Â Increase Â Â Percent Â Â Â 2024 Â Â 2023 Â Â (Decrease) Â Â Change Â Â 2024 Â Â 2023 Â Â (Decrease) Â Â Change Â Provision for (benefit from) income taxes Â $ (2,056) Â $ (1,889) Â $ (167) Â Â 8.8 % Â $ (3,639) Â $ (6,273) Â $ 2,634 Â Â Â (42.0)% Effective income tax rate Â Â 4.9 % Â Â 5.6 % Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â

estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities as of the date of the condensed consolidated financial statements, and the reported amounts of assets, liabilities, revenues and expenses during the reporting period. We regularly reevaluate our estimates and judgments, including those related to the following: business combinations, revenue recognition, impairment of goodwill and intangible assets, income tax assets and liabilities,Â and restructuring charges and accruals. We base our estimates and judgments on historical experience and various other factors we believe to be reasonable under the circumstances, the results of which form the basis for judgments about the carrying values of assets and liabilities and the amounts of revenues and expenses that are not readily apparent from other sources. To the extent that there are material differences between these estimates and actual results, our future financial statement presentation, financial condition, or results of operations could be impacted. Â We believe the following critical accounting estimates most significantly affect the portrayal of our financial condition and involve our most difficult and subjective estimates and judgments. Â Revenue recognition Â The Company enters into contracts that provide customers access to a broad spectrum of learning options including cloud-based learning content, talent management solutions, virtual, on-demand and classroom training, and individualized coaching. The Company recognizes revenue that reflects the consideration that we expect to be entitled to receive in exchange for these services. We apply judgment in determining our customerâ€™s ability and intent to pay, which is based on a variety of factors, including the customerâ€™s historical payment experience, credit, or financial information. The Company is not required to exercise significant judgment in determining the timing for the satisfaction of performance obligations or the transaction price. Â 26 Table of Contents Â The Companyâ€™s cloud-based solutions generally do not provide customers with the right to take possession of the software supporting the platform or to download course content without continuing to incur fees for hosting services and, as a result, are accounted for as service arrangements. Access to the platform and course content represents a series of distinct services as the Company continually provides access to, and fulfills its obligation to, the end customer over the subscription term. The series of distinct services represents a single performance obligation thatÂ is satisfied over time. Accordingly, the fixed consideration related to subscription revenue is generally recognized on a straight-line basis over the contract term, beginning on the dateÂ the service is made available to the customer. The Companyâ€™s subscription contracts typically vary from oneÂ year to threeÂ years. The Companyâ€™s cloud-based solutions arrangements are generally non-cancellable and non-refundable. Â Revenue from virtual, on-demand and classroom training, and individualized coaching is recognized in the period in which the services are rendered.Â The Company also sellsÂ professional services related to its cloud solutions which are typically considered distinct performance obligations and are recognized over time as services are performed. For fixed-price contracts, revenue is recognizedÂ over time based on a measure of progress that reasonably reflects our advancementÂ toward satisfying the performance obligation. Â While the majority of the Companyâ€™s revenue relates to SaaS subscription services where the entire arrangement fee is recognized on a ratable basis over the contractual term, the Company sometimes enters into contractual arrangements that have multiple distinct performance obligations, one or more of which have different periods over which the services or products are delivered. These arrangements may include a combination of subscriptions and non-subscription products such as professional services. The Company allocates the transaction price of the arrangement based on the relative estimated standalone selling price of each distinct performance obligation. Â Reimbursements received from customers for out-of-pocket expenses are recorded as revenues, with related costs recorded as cost of revenues. The Company presents revenues net of any taxes collected from customers and remitted to government authorities. Â As the Companyâ€™s contractual agreements predominantly call for advanced billing, contract assets are rarely generated. Â Intangible assets, including goodwill Â We recognize the excess of the purchase price, plus the fair value of any noncontrolling interest in anÂ acquiree, over the fair value of identifiable net assets acquired, which includes the fair value of specifically identifiable intangible assets,Â as goodwill. Â The Company amortizes its finite-lived intangible assets, including customer contracts and internally developed software, over their estimated useful life. The Company reviews the carrying values of intangible assets subject to amortization at least annually to determine if any adverse conditions exist or a change in circumstances has occurred that would indicate impairment or a change in remaining useful life. Conditions that would indicate impairment and trigger a more frequent impairment assessment include, but are not limited to, a significant adverse change in legal factors or business climate that could affect the value of an asset, or an adverse action or assessment by a regulator. Â In addition, the Company reviews the carrying values of its indefinite-lived intangible assets, including goodwill and certain trademarks, during the fourth quarter of each fiscal year for impairment, or more frequently if certain indicators are present or changes in circumstances suggest that impairment may exist and reassesses their classification as indefinite-lived assets. Â If current discount rates rise or if relevant market-based inputs for our impairment assessment worsen, subsequent reviews of goodwill and intangiblesÂ could result in impairment. Factors that could result in an impairment include, but are not limited to, the following: Â Â â— Prolonged period of our estimated fair value of our reporting units exceeding our market capitalization; Â â— Lower expectations for future profitability of bookings or EBITDA, which in part, could be impacted by legislative, regulatory or tax changes that affect the cost of, or demand for, products and services as well as the loss of key personnel; Â â— Deterioration in key assumptions used in our income approach estimates of fair value, such as higher discount rates from higher stock market volatility; and Â â— Valuations of significant mergers or acquisitions of companies that provide relevant market-based inputs for our impairment assessment that could support less favorable conclusions regarding the estimated fair value of our reporting units. Â Income taxes Â We provide for deferred income taxes resulting from temporary differences between the basis of assets and liabilities for financial reporting purposes as compared to tax purposes, using rates expected to be in effect when such differences reverse. We record valuation allowances to reduce deferred tax assets to the amount that is more likely than not to be realized. Â We follow the authoritative guidance on accounting for and disclosure of uncertainty in tax positions which requires us to determine whether a tax position of the Company is more likely than not to be sustained upon examination, including resolution of any related appeals of litigation processes, based on the technical merits of the position. For tax positions meeting the more likely than not threshold, the tax amount recognized in the financial statements is reduced to the largest benefit that has a greater than fifty percent likelihood of being realized upon the ultimate settlement with the relevant taxing authority. Interest and penalties related to uncertain tax positions areÂ included in the provision for income taxes in the condensed consolidated statements of operations. Â Recently Issued Accounting Pronouncements Â Our recently issued accounting pronouncements are set forth in NoteÂ 2 to our condensed consolidated financial statements. Â 27 Table of Contents Â ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Â We have exposures to market risks in the ordinary course of our business, including the effects of interest rate changes and foreign currency fluctuations. Information relating to quantitative and qualitative disclosures about these market risks is described below. Â Interest Rate Risk Â Interest rate risk is the risk of financial loss due to adverse changes in the value of assets and liabilities due to movements in interest rates. We are exposed to interest rate risk arising from our interest sensitive long-term debt andÂ accounts receivable facilityÂ and to a lesser extent our cash and cash equivalents. Â Based on the balance of our long-term debt andÂ accounts receivable facility and taking into account the two interest rate swap agreements discussed below, a hypothetical 100 basis point increase or decrease in interest rates would result in approximately $3.3Â million additional or lower pre-tax interest expense on an annualized basis, respectively.Â To manage our exposure to interest rate risk on our long-term debt, we entered into two fixed-rate interest rate swap agreements to change the SOFR-based component of the interest rate on $300.0 million of variable rate debt to a fixed rate. For further information regarding our long-term debt and interest rate swap agreements, see Note 7Â and Note 11, respectively, to our condensed consolidated financial statements. Â Based on the balance of our cash and cash equivalents, a hypothetical 100 basis point increase or decrease in interest rates would result inÂ an approximately $0.7Â million increase or decrease,Â respectively, on our interest income on an annualized basis. Â Our interest rate swaps are not designated for hedge accounting and are carried on the statement of financial position at their fair value. Unrealized gains and losses from changes in fair value of the interest rate swaps are included in the statement of operations as they occur.Â AÂ hypothetical 100 basis point increase or decrease in interest rates would result in an approximately $7.6Â million increase or decrease, respectively, on our fair value adjustment of interest rate swapsÂ at a point in time. Â Foreign Currency Risk Â Our reporting currency and the functional currency of our wholly owned foreign subsidiaries is the U.S. dollar. Fluctuations in foreign currency exchange rates may cause us to recognize transaction gains and losses in the caption â€œOther income (expense), netâ€Â in our condensed consolidated statement of operations. The Company is exposed to foreign currency fluctuations, including the Euro, pound sterling, Canadian dollar, Australian dollar, Indian rupee, Singapore dollar and related currencies. To date, we have not entered into any hedging arrangements with respect to foreign currency risk or other derivative financial instruments, although we may choose to do so in the future. A hypotheticalÂ 10% increase or decrease in current exchange rates would have resulted in an impact of approximately $2.5Â million on our pre-tax income (loss) on an annualized basis. Â Â ITEM 4. CONTROLS AND PROCEDURES Â Evaluation of Disclosure Controls and Procedures Â Management performed an evaluation of the effectiveness of our disclosure controls and procedures as of July 31, 2024.Â The evaluation was performed under the supervision and with the participation of our management, including ourÂ PrincipalÂ Executive Officer (â€œPEOâ€) and Chief Financial Officer (â€œCFOâ€), as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€).Â Â Based on this evaluation, our PEO and CFO concluded that our disclosure controls and procedures were effective as of July 31, 2024. Â Changes in Internal Control over Financial Reporting Â As ofÂ January 31, 2025, the Company will no longer qualifyÂ as an emerging growth company and willÂ be subject to the provisions of Section 404(b) of the Sarbanes-Oxley Act for our fiscal year endingÂ January 31, 2025. In connection with our Form 10-K for the fiscal year endingÂ January 31, 2025, our independent registered public accounting firm willÂ formally attest to the effectiveness of our internal controls over financial reporting. During fiscal 2025Â we will continue to execute the enhanced review and testing across all key controls. Â There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15dâ€“15(d) of the Exchange Act that occurred during theÂ three and six months ended July 31, 2024 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Â Limitations on the Effectiveness of Controls Â Because of the inherent limitations in a cost-effective control system, any control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will prevent or detect all misstatements, due to error or fraud, from occurring in the condensed consolidated financial statements. Additionally, management is required to use judgment in evaluating controls and procedures. Â 28 Table of Contents Â PART II â€“ OTHER INFORMATION Â ITEM 1. LEGAL PROCEEDINGS. Â Incorporated by reference herein is information regarding legal proceedings as set forth under â€œLitigationâ€ contained in Note 6Â â€“ â€œLeases, Commitments and Contingenciesâ€ in the Notes to the Unaudited Condensed Consolidated Financial Statements in Item 1 of Part I of this Form 10-Q. Â ITEM 1A. RISK FACTORS. Â In addition to the other information set forth in this Quarterly Report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-KÂ (as amended) for our fiscal year ended January 31, 2024. Such risks and uncertainties are not the only ones facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be insignificant also may materially and adversely affect our business, financial condition or operating results in the future. Â ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS. Â None. Â ITEM 3. DEFAULTS UPON SENIOR SECURITIES. Â None. Â ITEM 4. MINE SAFETY DISCLOSURES. Â Not applicable. Â ITEM 5. OTHER INFORMATION. Â 10b5-1 Trading Plans Â During the three and six months ended July 31, 2024, no director or officer of the Company adopted or terminated a â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangement,â€ as each term is defined in Item 408(a) of Regulation S-K. Â 29 Table of Contents Â ITEM 6. EXHIBITS. Â The following list includes exhibits submitted with this Quarterly Report on Form 10-Q as filed with the SEC and those incorporated by reference to other filings. Â Exhibit No. Description Form File No. Exhibit Filing Date 10.1*# Transition and Separation Agreement dated May 23, 2024, between Jeffery Tarr and Skillsoft Corp Â Â Â Â 10.2# First Amendment to Skillsoft Corp. 2020 Omnibus Incentive Plan 8-K 001-38960 10.1 07/19/2024 10.3# Form of Transition Award Agreement 8-K 001-38960 10.1 07/26/2024 10.4*# Letter Agreement to Serve as Chair and CEO dated September 4, 2024, between Ronald W. Hovsepian and Skillsoft Corp Â Â Â Â 31.1* Certification of Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 Â Â Â Â 31.2* Certification of Principal Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 Â Â Â Â 32.1â€¡ Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Â Â Â Â 32.2â€¡ Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â Â 101.INS* Inline XBRL Instance Document Â Â Â Â 101.SCH* Inline XBRL Taxonomy Extension Schema Document Â Â Â Â 101.CAL* Inline XBRL Taxonomy Extension Calculation Linkbase Document Â Â Â Â 101.DEF* Inline XBRL Taxonomy Extension Definition Linkbase Document Â Â Â Â 101.LAB* Inline XBRL Taxonomy Extension Labels Linkbase Document Â Â Â Â 101.PRE* Inline XBRL Taxonomy Extension Presentation Linkbase Document Â Â Â Â 104 Cover Page Interactive Data File (formatted in Inline XBRL and included as Exhibit 101) Â Â Â Â Â * Filed herewith. Â â€¡ Furnished herewith. Â # Represents management compensation plan, contract or arrangement. Â 30 Table of Contents Â SIGNATURES Â Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Â Â SKILLSOFT CORP. (Registrant) Â Dated: September 9, 2024 By: /s/Â Richard George Walker Â Â Richard George Walker Chief Financial Officer (Principal Financial Officer) Â Â Â 31 EX-10.1 2 ex_715326.htm EXHIBIT 10.1 ex_715326.htm Exhibit 10.1 Â Execution Version Privileged and Confidential Â Â Â May 23, 2024 Â Jeffrey R. Tarr Â Dear Jeff: Â The purpose of this letter (this â€œAgreementâ€) is to confirm the terms of the remainder of your employment with Skillsoft Corp. (the â€œCompanyâ€) and your separation from employment, as discussed with you on April 9, 2024, as follows: Â Â 1. Transition Period and Separation Date. Â (a)Â Â Â Â Â Effective as of April 16, 2024 (the â€œTransition Dateâ€) through the date that your employment terminates (the â€œSeparation Dateâ€), you will continue to be employed by the Company on a full-time basis as an advisor to the Executive Chairman of the Company. Provided that you comply with your obligations under this Agreement, the Separation Date was May 9, 2024. The period beginning on the Transition Date and concluding on the Separation Date is hereinafter referred to as the mutually agreed upon â€œTransition Periodâ€, and as such the transition will not constitute â€œGood Reasonâ€ for purposes of the Second Amended and Restated Executive Employment Agreement between you and the Company, dated December 3, 2023 (the â€œEmployment Agreementâ€). Â (b)Â Â Â Â Â During the Transition Period, you will perform the duties as may reasonably be assigned to you from time to time by the Executive Chairman of the Company or his designee, and assist with the transition of your duties and responsibilities to any Company designees. You will continue to devote your best professional efforts to the Company, and to abide by all Company policies and procedures as in effect from time to time. Â (c)Â Â Â Â Â During the Transition Period, you will continue to receive your current base salary, payable in accordance with the Companyâ€™s regular payroll practices, and to participate in all employee benefit plans and programs of the Company in accordance with the terms of those plans and programs. Â 2.Â Â Â Â Â Final Compensation. You will receive, on the Separation Date, pay for all work you performed for the Company through the Separation Date, to the extent not previously paid, as well as pay, at your final base rate of pay, for any vacation days you had earned but not used as of the Separation Date, determined in accordance with Company policy and as reflected on the books of the Company. You will receive the payments described in this Section 2 regardless of whether or not you sign this Agreement. Â Â Â Â 3.Â Â Â Â Â Severance Benefits. In consideration of your acceptance of this Agreement and subject to your meeting in full your obligations hereunder, including your obligation to execute and not revoke the waiver and release of claims attached hereto as Exhibit A (the â€œInitial Releaseâ€) and the waiver and release of claims attached hereto as Exhibit B (the â€œPost-Employment Releaseâ€ and, together with the Initial Release, the â€œReleasesâ€), in each case, within the time period specified therein, and your compliance with your Continuing Obligations (as defined below) and in full consideration of any rights you may have under the Employment Agreement: Â (a)Â Â Â Â Â The Company will pay you an amount (the â€œSeverance Paymentsâ€) equal to two (2) times the sum of (i) your annual base salary as in effect on the Separation Date, plus (ii) your target annual bonus as in effect on the Separation Date, payable over a period of twenty-four (24) months following the Separation Date. Severance Payments will be made in the form of salary continuation, and will begin on the next regular Company payday which is at least five (5) business days following the later of the effective date of the Post-Employment Release or the date it is received by the Company. The first payment will be retroactive to the day following the Separation Date. Â (b)Â Â Â Â Â If you are enrolled in the Companyâ€™s group medical, dental and/or vision plans on the Separation Date, you may elect to continue your participation and that of your eligible dependents in those plans for a period of time pursuant to the federal law known as â€œCOBRAâ€ or similar applicable state law (together, â€œCOBRAâ€). You may make such an election whether or not you accept this Agreement. However, if you accept this Agreement and you timely elect to continue your participation and that of your eligible dependents in such plans, the Company will pay for the monthly cost of your COBRA continuation coverage for the Companyâ€™s group medical, dental and/or vision insurance premiums (as applicable), with such continuation on the same basis as in effective for active employees with the same coverage (the â€œMonthly Premium Paymentâ€), until the earlier of (i) the end of the twelve (12)-month period beginning on the first day of the month following the Separation Date or (ii) the date you and your dependents are no longer entitled to coverage under COBRA or the Companyâ€™s plans. Monthly Premiums Payments will begin on the next regular Company payday which is at least

five (5) business days following the later of the effective date of the Post-Employment Release or the date it is received by the Company. The first payment will be retroactive to the day following the Separation Date. Notwithstanding the foregoing, in the event that the Companyâ€™s payment of the Monthly Premium Payments, as described in this Section would subject the Company to any tax or penalty under Section 105(h) of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€), the Patient Protection and Affordable Care Act, as amended, any regulations or guidance issued thereunder, or any other applicable law, in each case, as determined by the Company, then the Company will not be required to provide the Monthly Premium Payments. Â (c)Â Â Â Â Â You will receive a $100,000 annual bonus in respect of fiscal year 2025, which amount will be paid at the same time as the first of the Severance Payments is made to you pursuant to Section 3(a) above. Â (d)Â Â Â Â Any equity awards outstanding as of the Separation Date shall be treated as follows, provided that in all cases you shall be permitted to satisfy the payment of any withholding taxes through net share withholding in accordance with the definitive award agreements governing such awards: Â Â Â Â i.Â Â Â Â Your outstanding Options (as defined in the Employment Agreement), whether vested or unvested, will be forfeited for no consideration on the Separation Date. Â ii.Â Â Â Â Your outstanding RSUs (as defined in the Employment Agreement) that vest solely based on the passage of time, and that are scheduled to vest over the period that is one (1) year following the Separation Date (the â€œRSU Severance Eligible Awardsâ€) will continue to vest over such one (1)-year period in accordance with the vesting schedule set forth in the applicable award agreement governing such RSU Severance Eligible Award. Â iii.Â Â Â Â Your outstanding PSUs (as defined in the Employment Agreement) that have a Measurement Date (as defined in the applicable award agreement governing such PSU) within the one (1)-year period following the Separation Date (the â€œPSU Severance Eligible Awardsâ€) will be eligible to vest on the Separation Date based on achievement of the performance criteria applicable to the PSUs through the Separation Date. Whether any PSU Severance Eligible Awards vest on the Separation Date will be determined by using the performance criteria contained in the applicable award agreement, whereby the Separation Date will be treated as the Closing Date (as defined in the applicable award agreement) for purposes of calculating whether the applicable performance metrics have been achieved. Â iv.Â Â Â Â Your outstanding RSUs and PSUs that have not vested in accordance with Sections 3(d)(ii) or (iii) before the consummation of a Change in Control (such awards, the â€œCIC Eligible Awardsâ€) will remain outstanding for a period of three (3) months following the Separation Date and will be eligible for the treatment set forth in Section 4 of the Employment Agreement upon the consummation of a Change in Control (as defined in the Employment Agreement) within such three (3)-month period following the Separation Date. Upon the expiration of such three (3)-month period following the Separation Date, to the extent not vested in connection with a Change in Control within such three (3)-month period, the CIC Eligible Awards will automatically terminate and be forfeited with no consideration due to you; provided, however, for the avoidance of doubt, if there is no Change in Control within the three (3) months following the Separation Date, the RSU Severance Eligible Awards will continue to remain outstanding and eligible to vest pursuant to the terms of this Agreement. The provisions of Section 15 of the Employment Agreement are hereby incorporated by reference and shall be given full force and effect in the event that any future Change in Control could trigger excise taxes under Section 280G of the Code. Â (e)Â Â Â Â The Company shall reimburse you (or pay directly) for reasonable attorneysâ€™ fees and advisory fees actually incurred by you in connection with the negotiation and execution of this Agreement; provided that the aggregate reimbursement in respect of the foregoing shall not exceed $18,500 (payable directly by the Company to your attorney following the Companyâ€™s receipt of invoices from your attorney). Â Â Â Â (f)Â Â Â Â The Company hereby agrees to indemnify you and hold you harmless to the maximum extent provided or allowable under the Companyâ€™s organizational documents against and in respect of any and all actions, suits, proceedings, claims, demands, judgments, costs, expenses (including reasonable attorneysâ€™ fees), losses, and damages resulting from your good faith performance (i) of your duties and obligations with the Company during your employment, and (ii) of your services before the Employment Term relating to the Merger Agreement or the Closing (as such terms are defined in the Employment Agreement). Furthermore, the Company agrees that its 2021 Indemnity Agreement with you (the â€œIndemnity Agreementâ€) shall remain in full force and effect. Â Â 4. Acknowledgement of Full Payment and Withholding. Â (a)Â Â Â Â You acknowledge and agree that the payments provided under Section 2 of this Agreement are in complete satisfaction of any and all compensation or benefits due to you from the Company, whether for services provided to the Company or otherwise, through the Separation Date and that, except as expressly provided under this Agreement, no further compensation or benefits are owed or will be paid to you. Â (b)Â Â Â Â Â All payments made by the Company under this Agreement shall be reduced by any tax or other amounts required to be withheld by the Company under applicable law and all other lawful deductions authorized by you. Â Â 5. Status of Employee Benefits, Paid Time Off, Expenses, and Resignations. Â (a)Â Â Â Â Except for any right you may have to continue your participation and that of your eligible dependents in the Companyâ€™s medical, dental, and vision plans under COBRA and except as provided for in Section 3(b) of this Agreement, your participation in all employee benefit plans of the Company will end as of the Separation Date, in accordance with the terms of those plans. You acknowledge that you will not continue to earn paid time off or other similar benefits after the Separation Date. You will receive information about your COBRA continuation rights under separate cover. Â (b)Â Â Â Â Within four (4) weeks following the Separation Date, you must submit your final expense reimbursement statement reflecting all business expenses you incurred through the Separation Date, if any, for which you seek reimbursement, and, in accordance with Company policy, reasonable substantiation and documentation for the same. The Company will reimburse you for your authorized and documented expenses within thirty (30) days of receiving such statement pursuant to its regular business practice. Â (c)Â Â Â Â Effective as of the Transition Date, you will be deemed to have irrevocably resigned from any and all positions or offices that you held with the Company or any of its Affiliates, without any further action required therefor, with the exception of your position as an advisor to the Executive Chairman as provided under this Agreement (collectively, the â€œResignationsâ€). The Company, on its own behalf and on behalf of its Affiliates, hereby accepts the Resignations as of the Transition Date, and you agree to sign and return such documents confirming the Resignations as the Company or any of its Affiliates may reasonably require. Â Â Â Â Â 6. Continuing Obligations and Non-Disparagement. Â (a)Â Â Â Â You acknowledge that you continue to be bound by your obligations under any employment or other agreement concerning confidentiality, non-competition and/or assignment of rights to intellectual property by and between you and the Company or any of its Affiliates, including but not limited to the Employment Agreement, that survive the termination of your employment by necessary implication or the terms thereof (the â€œContinuing Obligationsâ€). Â (b)Â Â Â Â Subject to Section 1(b) of each of the Releases, you agree that, for a period of five (5) years following the Separation Date, you will not disparage or criticize the Company or its Affiliates (as defined below), or any of their business, management or products or services, and that you will not otherwise do or say anything that could disrupt the good morale of employees of the Company or any of its Affiliates or harm the interests or reputation of the Company or any of its Affiliates. The Company agrees, for a period of five (5) years following the Separation Date, (i) that its officers and directors as of the Separation Date will not disparage or criticize you and (ii) not to disparage or criticize you in authorized corporate communications to third parties. Notwithstanding the foregoing, nothing herein shall prevent either you or any of the Companyâ€™s directors or officers from testifying truthfully in any legal or administrative proceeding where such testimony is compelled or requested, or from otherwise complying with applicable legal requirements. In addition, nothing in this Agreement limits or interferes with your ability to disclose or discuss, either orally or in writing, the underlying facts of any alleged discriminatory or unfair employment practices, and disclosure of any of the foregoing does not constitute disparagement. Â (c)Â Â Â Â For the purposes of this Agreement, â€œAffiliatesâ€ means all persons and entities directly or indirectly controlling, controlled by or under common control with the Company, where control may be by management authority, equity interest or otherwise. Â 7.Â Â Â Â Return of Company Documents and Other Property. In signing this Agreement, you agree that, no later than May 16, 2024, you will return to the Company any and all documents, materials and information (whether in hardcopy, on electronic media or otherwise) related to the business of the Company and its Affiliates (whether present or otherwise), and all keys, access cards, credit cards, computer hardware and software, telephones and telephone-related equipment and all other property of the Company or any of its Affiliates in your possession or control. Further, you agree that you will not retain any copy or derivation of any documents, materials or information (whether in hardcopy, on electronic media or otherwise) of the Company or any of its Affiliates. Recognizing that your employment with the Company will terminate as of the Separation Date, you agree that you will not, following the Separation Date, for any purpose, deliberately attempt to access or use any computer or computer network or system of the Company or any of its Affiliates, including without limitation the electronic mail system. Further, you agree to disclose to the Company, on or before the Separation Date, all passwords necessary or desirable to obtain access to, or that would assist in obtaining access to, all information which you have password-protected on any computer equipment, network or system of the Company or any of its Affiliates. Â Â Â Â 8.Â Â Â Â Employee Cooperation. You agree to cooperate with the Company and its Affiliates hereafter with respect to all matters arising during or related to your employment, including but not limited to all matters in connection with any governmental investigation, litigation or regulatory or other proceeding which may have arisen or which may arise following the signing of this Agreement. The Company agrees to reimburse you, on an after-tax basis, for all reasonable expenses, including legal fees, actually incurred in complying with Company requests hereunder, provided that you shall be permitted to redact invoices for legal services to preserve attorney-client privilege. Â 9.Â Â Â Â Release of Claims. In consideration of your continued employment with the Company during the Transition Period as contemplated hereunder, the severance payments and benefits provided to you under this Agreement, to which you would not otherwise be entitled, and other good and valuable consideration, the receipt and sufficiency of which you hereby acknowledge, you agree to execute and return to the Company each of the Releases within the applicable time period specified therein (but in no event prior to the Separation Date in the case of the Post-Employment Release). The execution and non- revocation of each Release is a condition to the receipt of the severance payments and benefits provided under Section 3 of this Agreement. Â 10.Â Â Â Â Section 409A. It is the intent of the parties that payments and benefits under this Agreement comply with or be exempt from Section 409A of the Code, and the regulations and guidance thereunder (collectively, â€œSection 409Aâ€) and the provisions of this Agreement will be interpreted and construed in favor of complying with any applicable requirements of Section 409A as necessary in order to avoid the imposition of additional tax and interest under Section 409A; provided, that nothing herein shall be construed as a representation, promise or guarantee by the Company as to the tax treatment of any payment or benefit that may be paid or provided pursuant to this Agreement and in no event shall the Company have any liability relating to a failure of any payment or benefit under this Agreement to comply with, or be exempt from, the requirements of Section 409A. To the extent that any reimbursements under this Agreement are subject to Section 409A, any such reimbursements shall be paid to you no later than December 31 of the year following the year in which the expense was incurred. To the extent permitted under Section 409A, each payment made under this Agreement shall be treated as a separate payment and any right to a series of installment payments under this Agreement shall be treated as a right to a series of separate payments. Because at the time of your separation from service within the meaning of Section 409A (which the parties recognize and agree to be the Transition Date), you are a â€œspecified employeeâ€ within the meaning of Section 409A, any and all amounts payable in connection with such separation from service that constitute deferred compensation subject to Section 409A, as determined by the Company in its sole discretion, and that would (but for this sentence) be payable within six (6) months following such separation from service, shall instead be paid with interest thereon, in all respects pursuant to the terms and conditions set forth in Section 16(c) of the Employment Agreement. Â Â Â Â Â 11. Miscellaneous. Â (a)Â Â Â Â This Agreement constitutes the entire agreement between you and the Company, and supersedes all prior and contemporaneous communications, agreements and understandings, whether written or oral, with respect to your employment, its termination and all related matters, excluding only the Continuing Obligations, the definitive award agreements governing the equity awards described in Section 3(d) above, the Indemnity Agreement, the 2020 Securities Assignment Agreement between you and Churchill Sponsor II LLC, and your rights and obligations with respect to the securities of the Company, all of which shall remain in full force and effect in accordance with their terms. This Agreement shall, however, govern in the event of any inconsistency with any of those surviving agreements. Â (b)Â Â Â Â If any portion or provision of this Agreement shall to any extent be declared illegal or unenforceable by a court of competent jurisdiction, then the remainder of this Agreement, or the application of such portion or provision in circumstances other than those as to which it is so declared illegal or unenforceable, shall not be affected thereby, and each portion and provision of this Agreement shall be valid and enforceable to the fullest extent permitted by law; provided, however, and for the avoidance of doubt, in no event shall the Company be required to provide payments or benefits to you pursuant to Section 3 of this Agreement if all or part of either Release is held to be invalid or unenforceable due to an action that you initiate. Â (c)Â Â Â Â This Agreement may not be modified or amended, and no breach shall be deemed to be waived, unless agreed to in writing by you and a duly authorized officer or director of the Company. The captions and headings in this Agreement are for convenience only, and in no way define or describe the scope or content of any provision of this Agreement. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, legal representatives, successors, and permitted assigns. Â (d)Â Â Â Â The obligation of the Company to make payments to you or on your behalf under this Agreement, and your right to retain the same, is expressly conditioned upon your continued full performance of your obligations under this Agreement, including your execution and non-revocation of each Release, and the Continuing Obligations. Â (e)Â Â Â Â This is a Delaware contract and shall be governed and construed in accordance with the laws of the State of Delaware, without regard to any conflict of laws principles that would result in the application of the laws of another jurisdiction. You agree that any dispute shall be brought only in, and you agree to submit to the exclusive jurisdiction of, the courts of and in the state in which either you had your primary work location or the Companyâ€™s headquarters is located (or any other court having jurisdiction) in connection with any dispute arising out of, connected with, or relating to this Agreement or your employment or other association with the Company or the termination of the same. Â Â Â Â (f)Â Â Â Â This Agreement may be executed in any number of counterparts, any of which may be executed and transmitted by DocuSign, facsimile, electronic mail (including â€œpdfâ€), and any other means of electronic transmission complying with the U.S. federal ESIGN Act of 2000, and each of which shall be deemed to be an original, but all of which together shall be deemed to be one and the same instrument. The Company shall send you any correspondence relating to this Agreement either by email to jtarr@jtarr.net or to the following address: Jeffrey Tarr, 4341 Preserve Pkwy N, Greenwood Village, CO 80121. Â Â Â Â If the terms of this Agreement are acceptable to you, please sign this Agreement in the space provided and return it to the Company. The enclosed copy of this letter, which you should also sign and date, is for your records. Â Â Â Sincerely, Â Â Skillsoft Corp. Â Â Â Â Â Â By: /s/Â Ronald W. Hovsepian Â Â Â Ron Hovsepian Â Â Â Director Â Â Accepted and agreed: Â Â Â Â Signature: /s/ Jeffrey R. Tarr Â Â Jeffrey R. Tarr Â Â Â Â Date: 5/23/2024 | 3:37 PM PDT Â Â Â EX-10.4 3 ex_722066.htm EXHIBIT 10.4 ex_722066.htm Exhibit 10.4 Â September 4, 2024 Â Ronald W. Hovsepian 195 Underwood Street Holliston, MA 01746 Â Â Dear Ron: Â I am pleased to formally offer you the role of Executive Chair and Chief Executive Officer of Skillsoft Corp. (the â€œCompanyâ€). This is a full-time, exempt position, reporting to the Board of Directors of the Company (the â€œBoardâ€). Capitalized terms not defined herein shall have the respective meanings ascribed to them in Annex I, which is incorporated herein by reference. This letter (the â€œAgreementâ€) memorializes the specific terms and conditions regarding your employment with the Company and is effective as of September 4, 2024 (the â€œEffective Dateâ€): Â Job Title Executive Chair and Chief Executive Officer. Reporting To Solely and directly to the Board. Authorities Customary authorities and duties provided to a CEO (all executives of the Company shall report directly or indirectly to you, provided that executives may report directly to the Board or any committee thereof with respect to any matter reasonably requested by the Board or such committee from time to time as circumstances warrant). Outside Activities You are not precluded from (i) serving on the boards of directors of not-for-profit entities, (ii) serving on the boards of directors of other corporations as the Board may approve from time to time for so long as such directorship does not interfere or conflict with your responsibilities to the Company,Â provided, that any determination regarding such interference or conflict shall be made in theÂ Companyâ€™s reasonable good faith discretion, and upon a finding of any such interference or conflict, you agree and acknowledge that you shall resign from such directorship as soon as practicable, (iii) engaging in other civic, charitable, non-profit, industry or trade associations, or religious activities (including periodic speaking engagements which do not interfere or conflict with your responsibilities to the Company), or (iv) devoting a reasonable amount of time to your personal and family investments which do not interfere or conflict with your responsibilities to the Company. For the avoidance of doubt, the following boards or advisory relationships have been approved: Ansys, Valo Health, Machinery Partners, Cibo and FL 100 (and any successor entities unless a conflict would then occur). Location Remote; however, it is understood that you will travel at the Companyâ€™s sole expense to various office locations as required to perform your duties. Start Date Your â€œStart Dateâ€Â in your new role was April 16, 2024. Â Â Â Â Base Salary As of the Start Date, your annual base salary is $772,500, less applicable withholdings, to be paid semi-monthly in accordance with the regular payroll practices of the Company and subject to adjustment (for increases but not decreases) from time to time by the Board in its discretion (as adjusted, from time to time, the â€œBase Salaryâ€). Annual Bonus Opportunity With respect to each fiscal year you are employed by the Company, you shall be eligible to participate in an annual cash bonus program in which other senior executives at the Company participate, pursuant to which you will be eligible to earn a target annual bonus equal to 100% of your Base Salary (the â€œTarget Bonusâ€), subject to a maximum payout and other details established by the Board. For the avoidance of doubt, any annual bonus earned in respect

of fiscal year 2025 will not be prorated. The annual bonus payments shall be made at the same time as made to other senior executives generally and in all events during the fiscal year following the fiscal year to which the bonus relates. Signing Bonus The Company shall pay you a one-time signing bonus of $1,500,000 (the â€œSigning Bonusâ€), subject to all applicable tax reporting and withholding requirements, payable upon the Companyâ€™s first regular payroll date that is at least five (5) business days following the Effective Date. The Company shall pay you (or your estate) the Signing Bonus in the event of your termination with Good Reason or termination by the Company without Severance Cause or upon your death or termination for Disability prior to scheduled payment of the Signing Bonus. Â Â -2- Â Â New Hire and Subsequent Equity Grants In connection with your commencement of employment, the Company shall grant you an award of 500,000 time-based restricted stock units (the â€œInitial RSUsâ€) within 30 days following the Effective Date. The Initial RSUs will vest ratably over a four-year period in equal quarterly installments (rounded down to the nearest whole share, other than with respect to the final vesting date) beginning on the three-month anniversary of the Start Date (i.e., a quarterly installment shall be deemed vested as of the Effective Date), subject to your continued employment through the applicable vesting date, except as expressly set forth herein. In the event of a Change in Control (as defined in the Companyâ€™s 2020 Omnibus Incentive Plan (as may be amended from time to time, the â€œPlanâ€)) during your employment and prior to the time that all of the Initial RSUs have vested, the then-unvested Initial RSUs that would otherwise be scheduled to vest over the 18-month period immediately following such Change in Control shall become vested as of such Change in Control (notwithstanding any provision in the Plan or award agreement to the contrary and, for the avoidance of doubt, no action by any acquiror or the Company shall adversely impact the vesting schedule of any such awards), and any Initial RSUs that remain unvested as of such Change in Control will be assumed or substituted for in accordance with Section 11(b) of the Plan (or shall vest immediately if not assumed or substituted for). Â You will be eligible for grants of equity awards after 2025 consistent with grants made to other senior executives of the Company and commensurate with your position at the Company relative to such other executives, subject to Company performance and other factors as may be determined by the Board or any committee thereof. Â With respect to time-vesting restricted stock units and other time-vesting equity awards granted to you following the Effective Date that are not Initial RSUs, in the event of a Change in Control during your employment and prior to the time that all of such awards have vested, the then-unvested time-vesting restricted stock unit and other unvested time-vesting equity awards granted to you after the Effective Date that are not Initial RSUs and that would otherwise be scheduled to vest over the 12-month period immediately following such Change in Control shall become vested as of such Change in Control, and any time-vesting restricted stock unit and other time-vesting equity awards granted to you following the Effective Date that are not Initial RSUs that remain unvested as of such Change in Control will be assumed or substituted for in accordance with Section 11(b) of the Plan (or shall vest immediately if not assumed or substituted for). Â The Initial RSUs shall be subject to the terms and conditions of the Plan and a related award agreement. Â The Initial RSU award agreement shall include non-competition and non-solicitation clauses applicable during employment and for 12 months thereafter. In the event of any conflict between the scope of any non-competition and non-solicitation clauses contained in award agreements and scope of such clauses in the Restrictive Covenants Agreement (defined and described below), the scope of such clauses in the Restrictive Covenants Agreement shall control. Â No right to any shares is earned or accrued until such time that vesting occurs, nor does the grant confer any right to continued vesting or employment. Â -3- Â Â Performance-Based Award You will be eligible to earn a performance-based award (the â€œPerformance Awardâ€) based on the thirty (30)-consecutive trading day volume-weighted average price (based on volume and price) of a share of the Companyâ€™s common stock (â€œ30-day VWAPâ€) and certain additional time-based vesting criteria, in each case, as described below. Â The amount of the Performance Award will be determined as follows: Â â— If the Company achieves a 30-day VWAP of $30.00 or greater on or prior to April 16, 2026 (the â€œFull First Trancheâ€), the amount of the Performance Award that is earned will be $6,000,000. Â Â â— If the Company achieves a 30-day VWAP of $30.00 or greater after December 31, 2026 but on or prior to December 31, 2028 (the â€œReduced First Trancheâ€), the amount of the Performance Award that is earned will be $3,000,000. Â Â â— If the Company achieves a 30-day VWAP of $40.00 or greater on or prior to December 31, 2028 (the â€œSecond Trancheâ€), the amount of the Performance Award that is earned will be an additional $4,000,000. Â Â â— If the Company achieves a 30-day VWAP of $50.00 or greater on or prior to December 31, 2028 (the â€œThird Trancheâ€), the amount of the Performance Award that is earned will be an additional $4,000,000. Â Â â— If the Company achieves a 30-day VWAP of $70.00 or greater on or prior to December 31, 2028 (the â€œFourth Trancheâ€), the amount of the Performance Award that is earned will be an additional $2,000,000. Â Â â— If the Company achieves a 30-day VWAP of $100.00 or greater on or prior to December 31, 2028 (the â€œFifth Trancheâ€), the amount of the Performance Award that is earned will be an additional $4,000,000. Â Â The earned portion of the Performance Award, if any, will be subject to the following vesting conditions: Â Â â— 50% of any Tranche of the Performance Award that is earned, if any, will vest upon the achievement of the applicable 30-day VWAP hurdle, as set forth above, and Â Â â— 50% of any Tranche of the Performance Award that is earned, if any, will vest on the one (1)-year anniversary of the achievement of the applicable 30-day VWAP hurdle, as set forth above, Â Â in each case, subject to your continued employment through the applicable vesting date, except as expressly provided in this Agreement. Â Â Any Tranche of the Performance Award that is earned and vests will be paid out in cash or, if so determined by the Board (or a committee thereof), shares of the Companyâ€™s common stock under the Plan (or any other equity plan then in effect) in accordance with the terms of the Plan (or such other plan), in any case, within thirty (30) days following the applicable vesting date. If the Performance Award is paid out in shares of the Companyâ€™s common stock, the number of shares will be determined based on the closing price of a share of the Companyâ€™s common stock on the payment date. Â -4- Â Â Â â— In the event of a Change in Control during your employment and on or prior to December 31, 2028, the amount of the Performance Award that will be earned and will vest upon such Change in Control, if any, will be determined as follows (in each case, without duplication): If the Full First Tranche or the Reduced First Tranche of the Performance Award has already been earned but the Second Tranche of the Performance Award has not yet been earned as of the Change in Control, a prorated portion of the Second Tranche of the Performance Award, if any, based on the price per share in connection with such Change in Control by applying interpolation between the $30.00 VWAP performance hurdle and the $40.00 VWAP performance hurdle; Â Â Â Â â— If the Second Tranche of the Performance Award has already been earned but the Third Tranche of the Performance Award has not yet been earned as of the Change in Control, a prorated portion of the Third Tranche of the Performance Award, if any, based on the price per share in connection with such Change in Control by applying interpolation between the $40.00 VWAP performance hurdle and the $50.00 VWAP performance hurdle; Â Â Â Â â— If the Third Tranche of the Performance Award has already been earned but the Fourth Tranche of the Performance Award has not yet been earned as of the Change in Control, a prorated portion of the Fourth Tranche of the Performance Award, if any, based on the price per share in connection with such Change in Control by applying interpolation between the $50.00 VWAP performance hurdle and the $70.00 VWAP performance hurdle; or Â Â Â Â â— If the Fourth Tranche of the Performance Award has already been earned but the Fifth Tranche of the Performance Award has not yet been earned as of the Change in Control, a prorated portion of the Fifth Tranche of the Performance Award, if any, based on the price per share in connection with such Change in Control by applying interpolation between the $70.00 VWAP performance hurdle and the $100.00 VWAP performance hurdle, and Â Â Â Â â— In each case, upon such Change in Control, any unearned portion of the Performance Award will be automatically forfeited for no consideration. Â Â Â For the avoidance of doubt, you may only earn each of the Full First Tranche, the Reduced First Tranche, the Second Tranche, the Third Tranche, the Fourth Tranche, and the Fifth Tranche one time. Except as expressly provided in this Agreement, there shall be no interpolation of VWAP achievement between any two (2) thresholds described above and there shall be no double counting of earning any amount of the Performance Award hereunder. Any amount of the Performance Award that has not been earned on or prior to December 31, 2028 will be forfeited and you will have no further eligibility to earn any amount of the Performance Award following such date. Any earned portion of the Performance Award that has not yet time vested shall fully vest upon the Change in Control, subject to your continued employment through the Change in Control, except as expressly provided in this Agreement. Â Â Â Â The Board (or a committee thereof) will determine in good faith if the relevant 30-day VWAP thresholds have been satisfied and the resulting amount of the Performance Award, if any, that is earned. Â Â Â Â In the event of a change in the capitalization of the Company, the Board (or a committee thereof) shall make equitable adjustments to the Performance Award as it in good faith deems necessary or appropriate in order to preserve the intended economic benefits of the Performance Award. Benefits/Expenses During your employment, you will be eligible to participate in the Companyâ€™s benefit plans and programs consistent with what the Company makes available to its other senior executives, including an executive physical and paid time off, subject to the Companyâ€™s policies. During your employment, you shall be entitled to paid time off each calendar year pursuant to the Companyâ€™s vacation policy. During your employment, you shall be authorized to incur necessary and reasonable travel, entertainment and other business expenses upon timely presentation of appropriate documentation, all in accordance with the Companyâ€™s policies applicable to senior executives generally.Â Travel will be at business class in your reasonable discretion.Â Â The Company shall reimburse or pay directly your legal fees reasonably and actually incurred in connection with the negotiation of this Agreement and ancillary documentation in an aggregate amount not to exceed $90,000. Â -5- Â Â Severance (A) In the event your employment is terminated by the Company without Severance Cause or by you with Good Reason (each as defined on Annex IÂ attached hereto), the Company shall pay or provide to you: (i) (a) accrued salary, payable upon the next following payroll date after your termination of employment, (b) expense reimbursement payable pursuant to the Company expense reimbursement policies and (c) accrued benefits pursuant to the terms of the Companyâ€™s employee benefit plans (the â€œAccrued Obligationsâ€); (ii) payment of any accrued and unpaid Annual Bonus for the immediately prior year (â€œPrior Year Bonusâ€) payable when Annual Bonuses are paid to senior executives for such year based on actual performance; (iii) continued payment of two (2) times the sum of (x) the Base Salary and (y) the Target Bonus (not taking into account any reductions in Base Salary or Target Bonus which would constitute Good Reason or were otherwise made in the prior twelve (12) months), for a period of twenty-four (24) months following your termination of employment; (iv) a pro-rata Target Bonus for the fiscal year in which your termination of employment occurs (the â€œPro Rata Bonusâ€); and (v) payment or reimbursement for the employer portion of costs of your continued participation in the group health benefits in which you were enrolled at the time of your termination for up to twenty-four (24) months available as continuation coverage under COBRA (subject to you timely electing such COBRA continuation coverage after your termination) (the â€œCOBRA Amountsâ€). Â (B) In the event your employment is terminated by the Company without Severance Cause or by you with Good Reason during the six (6)-month period prior to a Change in Control and in connection with such Change in Control or within the 12-month period following a Change in Control (such period, the â€œInitial RSU CIC Periodâ€), the Company shall provide you with, in addition to the benefits described in paragraph (A) above, 100% accelerated vesting of any outstanding and unvested Initial RSUs and other unvested time-vesting restricted stock unit or other unvested time-based equity awards granted to you following the Effective Date, if any. In the event of a termination of your employment pursuant to this clause (B), the severance payments set forth in clause (A) shall be paid to you in a cash lump sum within thirty (30) days following the effective date of your release, to the extent compliant with Section 409A (as defined below). Â (C) In the event your employment is terminated by the Company without Severance Cause or by you with Good Reason prior to a Change in Control and not within the Initial RSU CIC Period, you will be entitled to, in addition to the benefits described in paragraph (A) above, (i) accelerated vesting of any then-unvested Initial RSUs that would otherwise be scheduled to vest over the 18-month period immediately following such termination of employment, effective as of the termination date, and (ii) accelerated vesting of any then-unvested time-vesting restricted stock unit awards that are not Initial RSUs that would otherwise be scheduled to vest over the 12-month period immediately following such termination of employment, effective as of the termination date. Â -6- Â Â Â (D)Â In the event your employment is terminated by the Company without Severance Cause or by you with Good Reason prior to a Change in Control, you will be entitled to, in addition to the benefits described in paragraph (A), (B), and/or (C) above, as applicable, (i) accelerated time-based vesting of any portion of the Performance Award that has been earned based on performance but has not yet time-vested as of your termination of employment, (ii) if (w) the Full First Tranche or the Reduced First Tranche of the Performance Award has already been earned but the Second Tranche of the Performance Award has not yet been earned as of the termination date, a prorated portion of the Second Tranche of the Performance Award, if any, will be earned (for the avoidance of doubt, without duplication) and will immediately vest as of your termination of employment based on the VWAP over the thirty (30) consecutive trading days immediately preceding the date of your notice of termination of employment (the â€œNotice Dateâ€) by applying interpolation between the $30.00 VWAP performance hurdle and the $40.00 VWAP performance hurdle, (x) the Second Tranche of the Performance Award has already been earned but the Third Tranche of the Performance Award has not yet been earned as of the termination date, a prorated portion of the Third Tranche of the Performance Award, if any, will be earned (for the avoidance of doubt, without duplication) and will immediately vest as of your termination of employment based on the VWAP over the thirty (30) consecutive trading days immediately preceding the Notice Date by applying interpolation between the $40.00 VWAP performance hurdle and the $50.00 VWAP performance hurdle, (y) the Third Tranche of the Performance Award has already been earned but the Fourth Tranche of the Performance Award has not yet been earned as of the termination date, a prorated portion of the Fourth Tranche of the Performance Award, if any, will be earned (for the avoidance of doubt, without duplication) and will immediately vest as of your termination of employment based on the VWAP over the thirty (30) consecutive trading days immediately preceding the Notice Date by applying interpolation between the $50.00 VWAP performance hurdle and the $70.00 VWAP performance hurdle, or (z) the Fourth Tranche of the Performance Award has already been earned but the Fifth Tranche of the Performance Award has not yet been earned as of the termination date, a prorated portion of the Fifth Tranche of the Performance Award, if any, will be earned (for the avoidance of doubt, without duplication) and will immediately vest as of your termination of employment based on the VWAP over the thirty (30) consecutive trading days immediately preceding the Notice Date by applying interpolation between the $70.00 VWAP performance hurdle and the $100.00 VWAP performance hurdle, and (iii) notwithstanding your termination of employment, any Tranche of the Performance Award or portion thereof that has not been earned as of the date of your termination of employment (after taking into account any prorated portion earned pursuant to clause (ii)) will remain outstanding and eligible to be earned (for the avoidance of doubt, without duplication) pursuant to the terms of the Performance Award for six (6) months following your termination of employment and, upon the date that is six (6) months following your termination of employment, any unearned portion of the Performance Award will be automatically forfeited for no consideration; provided, for the avoidance of doubt, that any amount(s) of the Performance Award earned pursuant to this clause (iii) will not be subject to any time-based vesting conditions. Â The severance benefits set forth in paragraphs (A), (B), (C) and (D) above (except for the payments and benefits set forth in subsection (A)(i) above) are contingent upon your execution and non-revocation of a release of claims in substantially the form set forth as Annex IIIÂ hereto and your continued compliance in all material respects with your obligations under the Restrictive Covenants Agreement. Â -7- Â Â Other Terminations In the event of your voluntary termination (without Good Reason) or termination by the Company for Severance Cause, the Company shall provide you with the Accrued Obligations. Â In the event of your death or termination for Disability, the Company shall pay or provide you (or your estate, dependents or beneficiaries, as applicable) with (i) the Accrued Obligations, (ii) the Prior Year Bonus, (iii) the Pro Rata Bonus, (iv) the COBRA Amounts for 24 months (subject to you (or your beneficiaries) timely electing such COBRA continuation coverage after your termination), (v) accelerated vesting of a portion of any then-unvested Initial RSUs and any then-unvested time-vesting restricted stock unit and other time-vesting equity awards that are not Initial RSUs, which amount that will accelerate will be a pro-rated amount based on the amount of time between the prior vesting date (or, with respect to the Initial RSUs, if during the three-month period following the Start Date, the Start Date) and the date of termination, and (vi) the treatment of the Performance Award, as set forth in subsections (D)(i) and (D)(ii) of â€œSeveranceâ€Â above, contingent upon the execution and non-revocation of a release of claims in substantially the form set forth as Annex IIIÂ hereto and continued compliance in all material respects with your obligations under the Restrictive Covenants Agreement. Indemnification The Company agrees to indemnify you, advance expenses and hold you harmless to the maximum extent provided or allowable under the Indemnity Agreement, dated June 11, 2021, between you and the Company, which is incorporated herein by reference. The Company shall provide you with coverage under its directorsâ€™Â and officersâ€™Â liability insurance policy to the same extent provided to other members of the Board and officers. Tax Withholding You acknowledge that all payments made by the Company under this Agreement shall be reduced by any tax or other amounts required to be withheld by the Company under applicable law. Â -8- Â Â Section 280G Subject to the provisions of this Agreement, in the event that, solely in connection with a Change in Control occurring on or before December 31, 2026, it is determined that any payment or distribution by the Company to you or for your benefit (each, a â€œPaymentâ€) would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€) (the â€œExcise Taxâ€), then you shall be entitled to receive an additional payment (a â€œGross-Up Paymentâ€) in an amount sufficient to pay the Excise Tax on the Payments plus any federal, state, or local income taxes, employment taxes, and any Excise Tax imposed upon the Gross-Up Payment; provided, that (A) the Gross-Up Payment will not exceed $10,000,000 in the aggregate if the price per share in connection with such Change in Control is less than $40.00, and (without duplication) (B) the Gross-Up Payment will not exceed an amount between $10,000,000 and $13,000,000 determined using linear

interpolation if the price per share in connection with such Change in Control is between $40.00 and $50.00, and (without duplication) (C) the Gross-Up Payment will not exceed $13,000,000 in the aggregate if the price per share in connection with such Change in Control is equal to or greater than $50.00. Â If there is a Change in Control and any payment or benefit (including payments and benefits pursuant to this Agreement) that you would receive from the Company or otherwise, including any gross-up as described in the preceding paragraph (â€œTransaction Paymentâ€) would (i) constitute a â€œparachute paymentâ€Â within the meaning of Section 280G of the Code and (ii) but for this sentence, be subject to the excise tax imposed by Section 4999 of the Code (the â€œExcise Taxâ€), then the Company shall cause to be determined, before any amounts of the Transaction Payment are paid to you, which of the following two alternative forms of payment would result in the your receipt, on an after-tax basis, of the greater amount of the Transaction Payment notwithstanding that all or some portion of the Transaction Payment may be subject to the Excise Tax: (A) payment in full of the entire amount of the Transaction Payment (a â€œFull Paymentâ€), or (B) payment of only a part of the Transaction Payment so that your receive the largest payment possible without the imposition of the Excise Tax (a â€œReduced Paymentâ€), and you shall be entitled to payment of whichever amount shall result in a greater after-tax amount for you. For purposes of determining whether to make a Full Payment or a Reduced Payment, the Company shall cause to be taken into account all applicable federal, state and local income and employment taxes and the Excise Tax (all computed at the highest applicable marginal rate, net of the maximum reduction in federal income taxes which could be obtained from a deduction of such state and local taxes). If a Reduced Payment is made, the reduction in payments and/or benefits shall occur in the following order: (1) first, reduction of cash payments, in reverse order of scheduled payment date (or if necessary, to zero), (2) then, reduction of non-cash and non-equity benefits provided to you, on a pro rataÂ basis (or if necessary, to zero) and (3) then, cancellation of the acceleration of vesting of equity award compensation in the reverse order of the date of grant of your equity awards. Â Unless you and the Company otherwise agree in writing, any determination required under this Section shall be made in writing by the Companyâ€™s independent public accountants (the â€œAccountantsâ€), whose determination shall be conclusive and binding upon you and the Company for all purposes. For purposes of making the calculations required by this Section, the Accountants may make reasonable assumptions and approximations concerning applicable taxes and may rely on reasonable, good faith interpretations concerning the application of Sections 280G and 4999 of the Code. The Accountants shall provide detailed supporting calculations to the Company and you as requested by the Company or you. You and the Company shall furnish to the Accountants such information and documents as the Accountants may reasonably request in order to make a determination under this Section. The Company shall bear all costs the Accountants may reasonably incur in connection with any calculations contemplated by this Section, including any fees that may be reasonably incurred in connection with your seeking advice from such Accountants in connection with the foregoing. The Company shall make such Accountants available to you as needed by you in good faith in seeking such advice. Â Notwithstanding the foregoing, in the event that no stock of the Company or its affiliates is readily tradable on an established securities market or otherwise (within the meaning of Section 280G of the Code) at the time of the Change in Control, the Company shall submit to a vote of shareholders for approval the portion of the Transaction Payments that equals or exceeds three times your â€œbase amountâ€Â (within the meaning of Section 280G of the Code) (the â€œExcess Parachute Paymentsâ€) in accordance with Treas. Reg. Â§1.280G-1, and you shall cooperate with such vote of shareholders, provided that you may execute, but shall not be required to execute, any documentation subjecting your entitlement to all Excess Parachute Payments to such shareholder vote. Â -9- Â Â Section 409A The intent of the parties is that payments and benefits under this Agreement comply with, or be exempt from, SectionÂ 409A of the Code (â€œSectionÂ 409Aâ€), and this Agreement shall be interpreted and construed in accordance with such intent. The Company and its affiliates shall not be liable for any tax, interest, penalty, or damages that you may incur in connection with SectionÂ 409A. If the parties in good faith agree that this Agreement is not in compliance with Section 409A, the parties agree to take good faith reasonable actions to modify this Agreement to comply with Section 409A while endeavoring to maintain the intended economic benefits. Â With respect to any payment or benefit under this Agreement that constitutes deferred compensation subject to SectionÂ 409A, and to the extent necessary to avoid adverse tax consequences under SectionÂ 409A, a termination of employment shall not be deemed to have occurred for purposes of any term of this Agreement providing for the payment of any amounts or benefits upon or following a termination of employment unless such termination of employment is also a â€œseparation from serviceâ€Â within the meaning of SectionÂ 409A and references to a â€œtermination,â€Â â€œtermination of employment,â€Â or like terms will mean such a â€œseparation from service.â€Â Notwithstanding anything to the contrary in this Agreement, if you are deemed on the date of a termination of employment to be a â€œspecified employeeâ€Â within the meaning of that term under SectionÂ 409A, then with regard to any payment or the provision of any benefit that is considered deferred compensation under SectionÂ 409A payable on account of a â€œseparation from service,â€Â such payment or benefit shall not be made or provided until the date that is the earlier of (i)Â the expiration of the sixÂ (6)-month period measured from the date of your â€œseparation from serviceâ€, and (ii)Â your date of death, to the extent required under SectionÂ 409A. Upon the expiration of the foregoing delay period, all payments and benefits delayed pursuant to this paragraph (whether they would have otherwise been payable in a single sum or in installments in the absence of such delay) shall be paid or reimbursed to you in a lump sum, and any remaining payments and benefits due under this Agreement shall be paid or provided in accordance with the normal payment dates specified for them herein. Â Each payment made under this Agreement shall be treated as a separate payment and the right to a series of installment payments under this Agreement is to be treated as a right to a series of separate payments. Whenever a payment under this Agreement specifies a payment period with reference to a number of days, the actual date of payment within the specified period shall be within the sole discretion of the Company. Â With respect to any payment or benefit under this Agreement that constitutes deferred compensation subject to SectionÂ 409A and that is not otherwise exempt from the application of Section 409A, then, if the period during which you may consider, sign or revoke the release of claims spans two calendar years, the payment of such payment or benefit will not be made or begin until the later calendar year. Â In no event shall the Company or any of its affiliates have any liability relating to the failure or alleged failure of any payment or benefit under this Agreement to comply with, or be exempt from, the requirements of Section 409A. Â -10- Â Â As a condition of employment, you agree to sign and abide by the Restrictive Covenants Agreement attached hereto as Annex II (the â€œRestrictive Covenants Agreementâ€), which is incorporated herein by reference. This Agreement is also contingent upon your full and complete disclosure to the Company of any and all agreements (non-competition, non-solicitation, employment, confidentiality or otherwise) with any prior employer, clients, principals, partners or others which could in any way limit you either contractually or otherwise from engaging in any business activities required or contemplated by the Company in this Agreement. The Company reserves the right to withdraw this Agreement in the event that it determines or believes that any contractual or other obligation (i) may materially limit your ability to engage in business activities for the Company, or (ii) may be breached by virtue of your entering into this Agreement or becoming employed by the Company. Further, you agree that you will not disclose to or use on behalf of the Company any confidential or proprietary information of a third party without that partyâ€™s consent. Â You represent and warrant that your signing of this Agreement and the performance of your obligations under it will not breach or be in conflict with any other agreement to which you are a party or are bound, and that you are not now subject to any covenants against competition or similar covenants or any court order that could affect the performance of your obligations under this Agreement. Â Please note this Agreement is meant to confirm the terms and conditions we discussed. You should be aware that your employment with the Company constitutes at-will employment. As a result, your employment can be terminated by the Company at any time, with or without Severance Cause or Restrictive Covenant Cause, and you may terminate your employment for any reason hereunder with thirty (30) days prior written notice. Â This Agreement, along with the Restrictive Covenants Agreement and any applicable award agreements, sets forth the terms of your employment with the Company and supersedes any prior representations or agreements, whether written or oral, between you and any other representative of the Company, and shall be governed by the laws of the Commonwealth of Massachusetts without regard to its conflict of laws principles. This Agreement may not be modified or amended except by a written agreement, signed by an officer of the Company and by you. Â If the foregoing is acceptable to you, please sign this letter in the space provided and return it to me. At the time you sign and return it, this Agreement will take effect as a binding agreement between you and the Company on the basis set forth above. Â We look forward to the continued benefit of your expertise and leadership. Â Sincerely, Â Â Â Â Rich Walker Chief Financial Officer Â Â ACCEPTED: Â Â Â Â Â Â Â Ronald W. Hovsepian Â Date Â Â -11- Â Â ANNEX I Defined Terms Â â€œAffiliatesâ€ means all persons and entities directly or indirectly controlling, controlled by or under common control with the Company, where control may be by management authority, equity interest or otherwise. Â â€œDisabilityâ€ shall mean that you, at the time notice of termination by the Company is provided, have been unable to perform your duties under this Agreement for a period of not less than six (6) consecutive months as a result of illness or injury, as determined for purposes of the Companyâ€™s long-term disability income insurance and subject to such condition resulting in you being disabled within the meaning of Section 409A. The Companyâ€™s notice of termination shall specify the nature of the Disability. Â â€œGood Reasonâ€ shall mean any of the following events or conditions occurring without your express written consent prior to such event or condition, provided that you shall have given notice of such event or condition asserted to give rise to Good Reason within a period not to exceed 60 days after your knowledge of the initial existence of such event or conditions, and the Company has not remedied such event or condition within 60 days after receipt of such notice, and you shall have terminated employment within 30 days after the period in which the Company is entitled to cure the asserted Good Reason: (i) a material demotion, material reduction in responsibility or material change in reporting, or the assignment of duties to you that are substantially inconsistent with your position, including removal from your position as Executive Chair (other than as a result of your failure to be re-elected to the Board by the Companyâ€™s shareholders); (ii) a reduction in your base salary or your then-current target bonus percentage; (iii) the Companyâ€™s failure to pay material compensation when due and payable; (iv) a material breach by the Company of this Agreement or any other material compensation agreement with you; or (v) a requirement that your principal place of employment no longer be remote or that you spend a significant amount of your work time from a location that is not your remote work location. Â â€œRestrictive Covenant Causeâ€ shall mean the occurrence of anything constituting Severance Cause and shall also mean (x) the Boardâ€™s good faith determination that it has a reasonable basis for dissatisfaction with your employment for reasons such as lack of capacity or diligence, failure to conform to usual standards of conduct, or other culpable or inappropriate behavior or (y) other grounds for discharge that are reasonably related, in the Boardâ€™s honest judgment, to the needs of the business of the Company and its Affiliates. Â â€œSeverance Causeâ€ shall mean the occurrence of any one of the following, as determined by the Board: (i) gross negligence or willful and material misconduct in the performance of, or your abuse of alcohol or drugs rendering you unable to perform, the material duties and services required for your position with the Company, which neglect or misconduct, if remediable, remains unremedied for 15 days following written notice of such by the Company to you; (ii) your indictment of or plea of nolo contendere for any crime involving moral turpitude or a felony; (iii) your commission of an act of material deceit or fraud with respect to the Company intended to result in your personal and unauthorized enrichment; or (iv) your material and intentional violation of the written policies of the Company or any of its Affiliates as in effect from time to time, your breach of a material obligation of yours to the Company pursuant to your duties and obligations under the Companyâ€™s organizational documents, or your material breach of an obligation of yours to the Company or any of its Affiliates pursuant to this Agreement or any award or other agreement between you and the Company or any of its Affiliates. By way of clarification, but not limitation, for purposes of this definition of the term Severance Cause, materiality shall be determined relative to this Agreement and your employment, rather than the financial status of the Company as a whole. No act or failure to act shall be treated as willful unless done or not done without good faith and without a reasonable belief that such action or inaction was in the best interests of the Company. The Companyâ€™s notice of termination shall specify the nature of the Severance Cause determination and, unless the action or failure or act is not by its nature curable by you, you shall have not less than fifteen (15) days to cure, and, if cured to the reasonable satisfaction of the Company, such action or failure to act shall not constitute Severance Cause. Poor performance shall not in and of itself constitute Severance Cause and you shall not be terminated for Severance Cause absent a 3/4 vote of the Board (excluding you) to terminate you for Severance Cause. Â -12- Â Â ANNEX II Restrictive Covenants Agreement Â This Restrictive Covenants Agreement (this â€œAgreementâ€) is made and entered into as of September 4, 2024 by and among Skillsoft Corp. (â€œSkillsoftâ€), on its own behalf and on behalf of all members of the Company Group (as defined below), as may exist from time to time, and Ronald W. Hovsepian (â€œIâ€ or â€œmeâ€) and is appended as Annex II to that certain letter agreement, dated as of the date hereof, by and between the parties hereto (the â€œLetter Agreementâ€). 1.Â Â Â Â General. Â I acknowledge the importance to the Company Group of protecting their Confidential Information (as defined below) and other legitimate business interests, including the valuable trade secrets and goodwill that they have developed or acquired. As a condition of my employment with Skillsoft, its subsidiaries, or their successors (together with Skillsoft, the â€œCompany Groupâ€), and in consideration of my employment with the Company Group, my receipt of the compensation now and hereafter paid to me by the Company Group, including but not limited to my equity award, my access to and use of the Company Groupâ€™s Confidential Information (as defined below), and other good and valuable consideration, the receipt and sufficiency of which I hereby acknowledge, I agree that the following restrictions on my activities during and after my employment are reasonable and necessary to protect the legitimate interests of the Company Group: Â 2.Â Â Â Â Confidential Information. Â A.Â Â Â Â Company Group Information. I agree at all times during the term of my employment and other associations with the Company Group and thereafter, to hold in strictest confidence, and not to use, except for the benefit of the Company Group, or to disclose to any person, firm or corporation without written authorization of the Board of Directors of Skillsoft (the â€œBoardâ€), any Confidential Information of the Company Group, except (i) as required or reasonably appropriate in the course of my employment with the Company Group, (ii) under a non-disclosure agreement duly authorized and executed by the Company Group, (iii) as otherwise required by applicable law, regulation, court order or subpoena, or legal process or (iv) as reasonably appropriate pursuant to any legal process between me and the Company Group. I understand and agree that this restriction will continue to apply after the cessation of my employment for any reason. I understand that â€œConfidential Informationâ€ means any non-public confidential or proprietary information the Company Group has taken steps to protect that relates to the actual or anticipated business or research and development of the Company Group, technical data, trade secrets or know-how, including, but not limited to, research, product plans or other information regarding Company Groupâ€™s products or services and markets therefor, customer lists and customers (including, but not limited to, customers of the Company Group on whom I called or with whom I became acquainted during the term of my employment or other associations with the Company Group), software, developments, inventions, processes, formulas, technology, designs, drawings, engineering, hardware configuration information, marketing, finances or other business information. I further understand that Confidential Information does not include any of the foregoing items which have become publicly known or otherwise known within the industry of the Company Group and made generally available through no wrongful act of mine or of others who were under confidentiality obligations as to the item or items involved or improvements or new versions thereof. Â B.Â Â Â Â Former Employer Information. I agree that I will not, during my employment with the Company Group, improperly use or disclose any proprietary information or trade secrets of any former employer or other person or entity and that I will not bring onto the premises of the Company Group any unpublished document or proprietary information belonging to any such employer, person or entity unless consented to in writing by such employer, person or entity. Â -13- Â Â C.Â Â Â Â Third Party Information. I recognize that the Company Group has received and in the future will receive from third parties their confidential or proprietary information subject to a duty on the Company Groupâ€™s part to maintain the confidentiality of such information and to use it only for certain limited purposes. I agree to hold all such confidential or proprietary information in the strictest confidence and not to disclose it to any person, firm or corporation or to use it except as necessary in carrying out my work for the Company Group consistent with the Company Groupâ€™s agreement with such third party. Â D.Â Â Â Â Non-Interference. I understand that the provisions of Section 2 of this Agreement (i) do not prohibit me from (x) reporting in good faith a possible violation of any law or regulation to a government agency, or (y) communicating with any governmental agency or entity, or communicating with any official or staff person of a governmental agency or entity, concerning any other matters relevant to such governmental agency or entity, including but not limited to agencies or entities such as the Department of Justice, the Securities and Exchange Commission, the Congress, and any agency Inspector General, or (ii) require me to furnish notice to the Company Group of any of the foregoing. I further understand that nothing in this Agreement shall interfere with my right to file a charge, cooperate or participate in an investigation or proceeding conducted by the U.S. Equal Employment Opportunity Commission or other regulatory or law enforcement agency. Finally, I understand that the Confidentiality provisions of this Agreement do not prohibit me from lawfully exercising my rights under Section 7 of the National Labor Relations Act to engage in concerted protected activity. I further understand and acknowledge that I shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made (a) in confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law, or (b) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. I understand and acknowledge further that an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law

may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order. Â 3.Â Â Â Â Â Inventions. Â A.Â Â Â Â Â Inventions Retained and Licensed. I have attached hereto, as Exhibit A, a list describing all inventions, original works of authorship, developments, improvements, and trade secrets which were made by me prior to my employment with the Company Group (collectively referred to as â€œPrior Inventionsâ€), which belong to me, which relate to the Company Groupâ€™s proposed business, products or research and development, and which are not assigned to the Company Group hereunder; or, if no such list is attached, I represent that there are no such Prior Inventions. If in the course of my employment with the Company Group, I incorporate into a Company Group product, process or service a Prior Invention owned by me or in which I have an interest, I hereby grant to the Company Group a nonexclusive, royalty-free, fully paid-up, irrevocable, perpetual, worldwide license to make, have made, modify, use and sell such Prior Invention as part of or in connection with such product, process or service, and to practice any method related thereto. Â B.Â Â Â Â Â Assignment of Inventions. I agree that I will promptly make full written disclosure to the Company Group, will hold in trust for the sole right and benefit of the Company Group, and hereby assign and agree to assign to the Company Group, or its designee, all my right, title, and interest in and to any and all inventions, original works of authorship, developments, concepts, improvements, designs, discoveries, ideas, trademarks or trade secrets, whether or not patentable or registrable under copyright or similar laws, which I may solely or jointly conceive or develop or reduce to practice, or cause to be conceived or developed or reduced to practice, during the period of time I am in the employ of the Company Group (collectively referred to as â€œInventionsâ€), except as provided in Section 3(F) below. I further acknowledge that all original works of authorship which are made by me (solely or jointly with others) within the scope of and during the period of my employment with the Company Group and which are protectable by copyright are â€œworks made for hire,â€ as that term is defined in the United States Copyright Act. I understand and agree that the decision whether or not to commercialize or market any invention developed by me solely or jointly with others is within the Company Groupâ€™s sole discretion and for the Company Groupâ€™s sole benefit and that no royalty will be due to me as a result of the Company Groupâ€™s efforts to commercialize or market any such invention. Â -14- Â Â C.Â Â Â Â Â Inventions Assigned to the United States. I agree to assign to the United States government all my right, title, and interest in and to any and all Inventions whenever such full title is required to be in the United States by a contract between the Company Group and the United States or any of its agencies. Â D.Â Â Â Â Â Maintenance of Records. I agree to keep and maintain adequate and current written records of all Inventions made by me (solely or jointly with others) during the term of my employment or other associations with the Company Group. The records will be in the form of notes, sketches, drawings, and any other format that may be specified by the Company Group. The records will be available to and remain the sole property of the Company Group at all times. This shall not apply to any Inventions referenced in Section 3(F). Â E.Â Â Â Â Â Patent and Copyright Registrations. I agree to assist the Company Group, or its designee, at the Company Groupâ€™s expense, in every proper way to secure the Company Groupâ€™s rights in the Inventions and any copyrights, patents, mask work rights or other intellectual property rights relating thereto in any and all countries, including the disclosure to the Company Group of all pertinent information and data with respect thereto, the execution of all applications, specifications, oaths, assignments and all other instruments which the Company Group shall deem necessary in order to apply for and obtain such rights and in order to assign and convey to the Company Group, its successors, assigns, and nominees the sole and exclusive rights, title and interest in and to such Inventions, and any copyrights, patents, mask work rights or other intellectual property rights relating thereto. I further agree that my obligation to execute or cause to be executed, when it is in my power to do so, any such instrument or papers shall continue after the termination of this Agreement. I agree that I will not charge the Company Group for time spent in complying with these obligations (i) as long as I am employed by a member of the Company Group, and (ii) following my termination of engagement with the Company Group. If the Company Group is unable because of my mental or physical incapacity or for any other reason to secure my signature to apply for or to pursue any application for any United States or foreign patents or copyright registrations covering Inventions or original works of authorship assigned to the Company Group as above, then I hereby irrevocably designate and appoint the Company Group and its duly authorized officers and agents as my agent and attorney in fact, to act for and in my behalf and stead to execute and file any such applications and to do all other lawfully permitted acts to further the prosecution and issuance of letters patent or copyright registrations thereon with the same legal force and effect as if executed by me. Â F.Â Â Â Â Â Exception to Assignments. I understand that the provisions of this Agreement requiring assignment of Inventions to the Company Group do not apply to any invention which qualifies fully under the exceptions set forth in Exhibit B. I will advise the Company Group promptly in writing of any inventions that I believe meet the criteria in Exhibit B and not otherwise disclosed on Exhibit A. Â -15- Â Â 4.Â Â Â Â Â Conflicting Employment. I agree that, during the term of my employment with the Company Group, I will not engage in any other employment, occupation or consulting directly or indirectly related to the business in which the Company Group is now involved or becomes involved during the term of my employment, nor will I engage in any other activities that conflict with my obligations to the Company Group; provided this will not preclude me from engaging in other civic, charitable, non-profit, industry or trade associations, or religious activities that do not conflict with the business interests of the Company Group and do not otherwise compete with the business of the Company Group that are disclosed to the Company Group in accordance with the terms set forth in Section 7(A)(1). Â 5.Â Â Â Â Â Returning Company Group Documents. I agree that, at the time of leaving the employ of the Company Group, or at such earlier time or times as an authorized officer of Skillsoft may specify, I will promptly deliver to the Company Group (and will not keep in my possession, recreate or deliver to anyone else) any and all devices, records, data, notes, reports, proposals, lists, correspondence, specifications, drawings blueprints, sketches, materials, equipment, other documents or property, or reproductions of any aforementioned items developed by me pursuant to my employment with the Company Group or otherwise belonging to the Company Group, its successors or assigns (other than de minimis items), including, without limitation, those records maintained pursuant to Section 3(D). In the event of the termination of my employment, I agree to sign and deliver the â€œTermination Certificationâ€ attached hereto as Exhibit C to Skillsoft promptly following such termination. I agree to disclose to Skillsoft, at the time of leaving the employ of the Company Group, or at such earlier time or times as an authorized officer of Skillsoft may specify, all passwords necessary or desirable to obtain access to, or that would assist in obtaining access to, any information which I have password-protected on any computer equipment, network or system of the Company Group. Notwithstanding the foregoing, I shall be permitted to retain my contacts, calendars and correspondence of purely personal nature and any information and documentation related to my compensation or otherwise needed by me to prepare my personal tax returns. Â 6.Â Â Â Â Â Notification of New Employer. In the event that I leave the employ of the Company Group, I hereby agree to provide notification to my new employer about my rights and obligations under this Agreement, including a copy of this Restrictive Covenants Agreement. Â 7.Â Â Â Â Â Non-Competition; Non-Solicitation of Customers and Employees; Non-Disparagement Â A.Â Â Â Â Â I agree that, during the term of my employment with the Company Group, I will not personally, on the behalf of any persons, third parties, or entities or for the benefit of any persons, third parties, or entities: Â (1)Â Â Â Â Â be employed or engaged in (x) any other business or undertaking (except a Permitted Investment (as defined herein)) or (y) any civic, charitable, non-profit, industry or trade associations, religious or other activity unless such undertaking (i) does not interfere with my duties to the Company Group, does not conflict with the business interests of the Company Group and does not otherwise compete with the business of the Company Group (and is disclosed to the Company Group) or (ii) is approved by the Board prior to the date of this Agreement or from time to time thereafter (such approval, in the case of charitable, pro bono, educational activities or for-profit boards of directors, not to be unreasonably withheld). Â (2)â€œÂ Â Â Â Â Permitted Investmentâ€ means an investment: Â (a)Â Â Â Â Â comprising not more than three percent (3%) of the shares or other capital of a company (whether listed or not); provided, that the relevant company in which the investment is made either (i) does not carry on a business which competes with the Company Group or (ii) does compete with the Company Group, but the investment is a passive investment in shares or other securities of the relevant company which are listed on a securities exchange; or Â -16- Â Â (b)Â Â Â Â Â which is approved or consented to by the Board. Â B.Â Â Â Â Â I agree that during the term of my employment with the Company Group and for a period of twenty-four (24) months following my termination of employment (such employment and post-employment periods, in the aggregate, the â€œNon-Solicitation Periodâ€), I will not, personally, on my own behalf, on behalf of or in conjunction with any other person, firm, company or other entity or for the benefit of any other person, firm, company or other entity, (i) solicit, attempt to solicit, induce, attempt to induce, encourage or attempt to encourage, any customer or client of the Company Group to terminate or diminish his, her or its engagement with any of them, or (ii) seek to persuade any such customer or client, or any prospective customer or client of the Company Group, to conduct with anyone else any business activity which such customer or client or prospective customer or client could conduct, with any member of the Company Group; provided, however, that these restrictions will only apply to those customers and clients who: Â (1)Â Â Â Â Â are, or were, in the twenty-four (24) months immediately prior to the activity restricted by this Section 7(B), a customer or client of the Company Group, or whose business has been solicited on behalf of any member of the Company Group by any of its officers, employees or agents within such twenty-four (24)-month period, other than by form letter, blanket mailing or published advertisement; and Â (2)Â Â Â Â Â are customers or clients of the Company Group (i) with whom I had material business dealings or performed work for during the twenty-four (24) month period immediately prior to the activity restricted by this Section 7(B) and/or, (ii) that I obtained or acquired the Company Groupâ€™s Confidential Information about by virtue of my employment with the Company Group. Â C.Â Â Â Â Â I agree that during the Non-Solicitation Period, I will not, personally on my own behalf, on behalf of or in conjunction with any other person, firm, company or other entity, or for the benefit of any other person, firm, company or other entity, (i) hire or engage, or solicit, attempt to solicit, induce, attempt to induce, encourage, attempt to encourage, recruit or attempt to recruit for hiring or engagement, any employee of any member of the Company Group or seek to persuade any such employee to discontinue employment, or (ii) solicit or encourage any consultant providing services to any member of the Company Group to terminate or diminish such consultantâ€™s engagement with any of them. For purposes of this Agreement, an â€œemployeeâ€ or â€œconsultantâ€ of any member of the Company Group is any such individual with whom (i) I worked with, (ii) over whom I exercised managerial authority, or (iii) about whom I obtained or acquired Confidential Information about by virtue of my employment with the Company Group, during the twenty-four (24)-month period immediately prior to the activity restricted by this Section 7(C); provided that this Section 7(C) shall not apply to the solicitation or engaging of any employee, agent, or independent contractor pursuant to a blanket solicitation not specifically targeted at that employee, agent, or independent contractor and shall not prohibit me from providing personal references upon request. Notwithstanding any of the foregoing, activities engaged in by me on behalf of the Company Group are not restricted by the covenants described in Sections 7(B) and 7(C). Â D.Â Â Â Â Â I agree that during the term of my employment with the Company Group and for a period of twenty-four (24) months following my termination of employment, except for a termination without Restrictive Covenant Cause (as defined in the Letter Agreement) (the employment and post-employment periods, in the aggregate, the â€œNon-Competition Periodâ€), I will not, except as an owner of Permitted Investments, personally on my own behalf or on behalf of or in conjunction with any other person, firm, company or other entity, or the benefit of any other person, firm, company or other entity, whether as an owner, partner, investor, consultant, agent, employee, co-venturer or otherwise, in any Restricted Capacity: Â -17- Â Â (1)Â Â Â Â Â Â Â Â Â Â Â be employed by or provide any services to a â€œCompetitorâ€ (as defined below) of the Company Group (including, for avoidance of doubt, in the same or substantially similar line(s) of business(es) that I supported while working for the Company Group), within the â€œRestricted Territoryâ€ (as defined below); Â (3)Â Â Â Â Â Â Â Â Â Â Â start or operate a business in the Restricted Territory which is, or is actively planning to be, set up with the objective of being a Competitor; or Â (4)Â Â Â Â Â Â Â Â Â Â Â have any ownership interest in a Competitor, except that of a Permitted Investment, as defined in Section 7(A)(2). Â For purposes of this Agreement, the following definitions apply: Â â€œCompetitorâ€ means a person or entity that operates, is actively planning to operate, a business in competition with the business of the Company Group by providing products and services provided by the Company Group, or products and services that the Company Group is actively developing or in the process of providing at any time during the period of my employment with the Company Group or, with respect to the portion of the Non-Competition Period that follows the termination of my employment, within the twenty-four (24)-month period immediately prior to the termination date of my employment with the Company Group provided that, subject to your advance notification of such activity to the Board and subject to your continuing obligation to comply with Section 2 hereof with respect to Confidential Information, it shall not constitute a competitive activity for you, following the end of the employment period, to serve (i) as a member of the board of directors for any entity whose revenues from a business that competes with that of the Company Group (as being conducted immediately prior to my termination of employment) do not exceed 5% of its revenues, and whose competitive business represents less than 5% of the revenues of the Company or (ii) as an advisor or employee of any unit, division, subsidiary or affiliate of a Competitor which is not competitive to the Company Group provided (i) I am not providing services or directing any other to provide services to a unit, division, subsidiary or affiliate of the Competitor which is competitive with the business of the Company Group, (ii) I render no services to or on behalf of, and have no professional communications with any person engaging in services for or on behalf of, the competitive unit, division or subsidiary of the Competitor and (iii) I am not responsible (directly or indirectly) for the competitive unit, division or subsidiary of the Competitor and no person engaging in services for or on behalf of, the competitive unit, division or subsidiary of the Competitor reports to me (directly or indirectly). Â â€œRestricted Capacityâ€ means (a) any capacity during my employment with the Company Group or (b) with respect to the portion of the Non-Competition Period that follows the termination of my employment, any capacity to the extent involving any of the types of services that I provided to the Company Group at any time within the twenty-four (24)-month period immediately prior to the termination date of my employment with the Company Group. Â â€œRestricted Territoryâ€ means any geographic areas: (i) in which the Company Group conducts business or provides products or services or is actively planning to do business providing products or services at the time of my termination of employment; or (ii) with respect to the portion of the Non-Competition Period that follows the termination of my employment, in any geographic areas I was assigned and/or responsible for during the during the twenty-four (24)-month period prior to the termination date of my employment with the Company Group. Â -18- Â Â E.Â Â Â Â Â I agree that at no time after the termination of my employment with the Company Group shall I personally, on my own behalf, on behalf of or in conjunction with any other person, firm, company or other entity, or for the benefit of any other person, firm, company or other represent myself as being employed by the Company Group, other than as a former employee of the Company Group. Â F.Â Â Â Â Â Subject to the first sentence of Section 2(D) of this Agreement, I agree that at no time during the term of my employment with the Company Group and for a period of five (5) years thereafter shall I make any public statements, representations, or other communications, directly or indirectly, in writing, orally, or otherwise, or take any action which may, directly or indirectly, criticize, denigrate, or disparage any member of the Company Group or any of such membersâ€™ respective officers or directors, products, processes, policies, practices, standards of business conduct, or areas or techniques of research, manufacturing, or marketing. The foregoing shall not be violated by truthful statements in connection with legal process or inquiry by a governmental authority. I shall be permitted to make truthful statements in the course of performing my duties for the Company Group (including performance reviews) and to rebut false or misleading statements made about me by any of the foregoing individuals or entities. Likewise, Skillsoft agrees that at the time of my termination of employment, Skillsoft shall instruct the members of the Board and Skillsoftâ€™s officers not to publicly criticize, denigrate or disparage me. Notwithstanding the foregoing, nothing in this Agreement shall preclude members of the Board or Skillsoftâ€™s officers from making truthful statements that are required by applicable law, regulation, or legal process or to rebut false or misleading statements made by me. Â G.Â Â Â Â Â I agree that the restrictions imposed on me by this Section 7 extend to any actions by me (1) on my own account; (2) on behalf of any firm, company or other person; (3) whether alone or jointly with any other person; or (4) as a director, manager, partner, shareholder, employee or consultant of any other person. Â H.Â Â Â Â Â In signing this Agreement, I hereby give the Company Group assurance that I have carefully read and considered all of the restraints imposed on me hereunder, and have not relied on any agreements or representations, express or implied, that are not set forth expressly in this Agreement, and have signed this Agreement knowingly and voluntarily. I agree without reservation, after taking legal advice and having regard to all the circumstances that the restrictions in this Section 7 are reasonable and necessary but no more than sufficient for the protection of the goodwill of the businesses of the Company Group and the legitimate commercial interests of the Company Group and are reasonable in respect to subject matter, length of time and geographic area, and that they do not unreasonably impose limitations on my ability to earn a living. I therefore agree that the Company Group, in addition to any other remedies available to it, will be entitled to seek preliminary and permanent injunctive relief against any breach or threatened breach by me of any such covenants, without having to post bond. So that the Company Group may enjoy the full benefit of the covenants contained in this Section 7, I agree that the Non-Solicitation Period will be tolled, and will not run, during the period of any breach by me of such covenants with respect to such covenant and so long as the Company Group makes reasonable attempts to cause me to cease such violation. I agree that each member of the Company Group will have the right to enforce my obligations to such member of the Company Group under this Agreement. The Company Group and I agree that: Â (1)Â Â Â Â Â each restriction shall be read and construed independently of the other restrictions so that if one or more are found to be void or unenforceable as an

unreasonable restraint of trade or for any other reason the remaining restrictions shall not be affected; and Â (2)Â Â Â Â if any restriction is found by any court of competent jurisdiction to be unenforceable by reason of its being extended over too great a time, too large a geographic area or too great a range of activities but would be valid and enforceable if some part of it were deleted or reformed, the restriction shall apply with the deletions or reformations that are necessary to make it valid and enforceable to the maximum extent permitted by law. Â -19- Â Â I.Â Â Â Â The Company Group and I agree that this Section 7 shall not prohibit me from making a Permitted Investment. Â J.Â Â Â Â I acknowledge and agree that any claimed breach of this Agreement or other violation of law attributed to the Company Group, or change, whether material or immaterial, to the terms of my engagement, or my position, title, duties, salary, benefits, and/or compensation with the Company Group (other than material failure to pay or provide any compensation, vesting or severance amounts then due and owing that has not been cured following thirty (30) daysâ€™ written notice thereof to the Board), shall not affect my obligations under this Agreement, or affect the validity or enforceability of this Agreement. Â 8.Â Â Â Â Conflict of Interest Guidelines. I agree to diligently adhere to the Conflict of Interest Guidelines attached as Exhibit D hereto. Â 9.Â Â Â Â Representations. I represent that my performance of all the terms of this Agreement will not breach any agreement to keep in confidence proprietary information acquired by me in confidence or in trust prior to my employment by the Company Group. I hereby represent and warrant that I have not entered into, and I will not enter into, any oral or written agreement in conflict herewith and the Company Group acknowledges that I executed an employment agreement with my prior employer that contained, non-solicit, non-compete and confidentiality provisions which I represent I will not be in breach of as a result of my employment with the Company Group. Â 10.Â Â Â Â Â Â Â Â Â Mutual Arbitration Agreement and Equitable Relief. Â A.Â Â Â Â Â Â Â Â Â Arbitration. The Federal Arbitration Act (9 U.S.C. Â§ 1 et seq.) applies to Section 10â€™s arbitration agreement which evidences commerce. Any and all controversies, claims or disputes involving me and the Company Group and/or any (1) past present, or future parents, subsidiaries, affiliates, related companies, and d/b/aâ€™s; (2) any officers, directors, shareholders, employees or agents, (3) any benefit plans of the Company Group in their capacity as such or otherwise; or (4) any successors and assign, arising under or with respect to this Agreement or arising out of, relating to or resulting from my past, current, or future employment with the Company Group or termination form the Company group (collectively, â€œCovered Claimsâ€) shall be resolved by a single arbitrator exclusively through final and binding arbitration between me and the Company Group and not by way of court or jury trial. The arbitrator, and not any federal, state, or local court or agency, shall have exclusive authority to resolve any dispute relating to the interpretation, validity, scope, applicability, enforceability, or waiver of this arbitration agreement including, but not limited to, any claim that all or any part of Section 10 is void or voidable. However, the preceding sentence does not apply to any claims under the Ending Forced Arbitration of Sexual Assault and Sexual Harassment Act, and it does not apply to the Class Action Waiver or PAGA Individual Action Requirement below. Notwithstanding any other clause or language in this Agreement and/or any rules or procedures that might otherwise apply because of this Agreement (including without limitation the AAA Rules discussed below) or any amendments and/or modifications to those rules, any claim that the Class Action Waiver, PAGA Individual Action Requirement, or any portion of the Class Action Waiver or PAGA Individual Action Requirement is unenforceable, inapplicable, unconscionable, or void or voidable, will be determined only by a court of competent jurisdiction and not by an arbitrator. This arbitration clause shall survive the termination of my employment with the Company Group. Â -20- Â Â B.Â Â Â Â Â Â Â Â Â Limitations and Claims not covered. Claims not covered by this arbitration agreement include: (1) claims for workersâ€™ compensation benefits, state disability insurance and unemployment insurance benefits; however, it applies to discrimination or retaliation claims based upon seeking such benefits; (2) claims for benefits under employee benefit plans covered by the Employee Retirement Income Security Act of 1974 (â€œERISAâ€); (3) disputes that an applicable federal statute expressly states cannot be arbitrated or subject to a pre-dispute arbitration agreement; (4) disputes between the parties that may not be subject to pre-dispute arbitration agreement as provided by the Dodd-Frank Wall Street Reform and Consumer Protection Act (Public Law 111-203); and (5) disputes that may not be subject to pre-dispute arbitration agreement under the Ending Forced Arbitration of Sexual Assault and Sexual Harassment Act (at the election of Employee). If any claim(s) not covered under this Agreement above are combined with claims that are covered under this Agreement, to the maximum extent permitted under applicable law, the covered claims will be arbitrated and continue to be covered under this Agreement. Â C.Â Â Â Â Â Â Â Â Â Class and Collective Actions. I agree that Covered Claims will only be arbitrated on an individual basis only, and that Company Group and I both waive any right for any Covered Claim to be brought, heard, decided, or arbitrated as a class action, collective action, or one involving different employees and the arbitrator will have no authority to hear preside over any such claim (â€œClass Action Waiverâ€). I further agree to refrain from joining and to take all available measures to affirmatively opt out of any legal proceeding in which any person or entity asserts or attempts to assert a claim against the Company Group and/or any (i) past present, or future parents, subsidiaries, affiliates, related companies, and d/b/aâ€™s; (ii) any officers, directors, shareholders, employees or agents, (iii) any benefit plans of the Company Group in their capacity as such or otherwise; or (iv) any succors and assign. If there is a final judicial determination that the Class Action Waiver is unenforceable and that a class or collective action may proceed notwithstanding the existence of this Agreement, the Arbitrator is nevertheless without authority to preside over a class or collective action and, in that event, any class or collective action must be brought in a court of competent jurisdictionâ€”not in arbitration. Â D.Â Â Â Â Â Â Â Â Â Private Attorney General Act (â€œPAGAâ€) Individual Action Requirement. The Company Group and I agree to arbitrate any PAGA claims on an individual basis only. Therefore, any Covered Claim brought by me to recover statutory penalties, or other individual relief must be arbitrated under this arbitration agreement (â€œPAGA Individual Action Requirementâ€.) The arbitrator is without authority to preside over any PAGA claim by You on behalf of any other person or joined by or consolidated with another personâ€™s or entityâ€™s PAGA claim. This PAGA Individual Action Requirement clause will be severable from this Agreement if there is a final judicial determination that it is invalid, unenforceable, unconscionable, void or voidable. In such case, the PAGA action must be litigated in a civil court of competent jurisdictionâ€”not in arbitrationâ€”but the portion of the PAGA Individual Action Requirement that is enforceable will be enforced in arbitration. Â Â Â Â Â Â Â Â Â Â E.Â Â Â Â Â Â Â Â Â Procedure. The Company Group and I agree that either party may invoke arbitration, that any arbitration will be administered by the American Arbitration Association (â€œAAAâ€), and that the Employment Arbitration Rules and Mediation Procedures in effect at the time a demand for arbitration is filed will apply, except as follows: (1) I will not be responsible for any portion of AAAâ€™s initial filing fees in excess of the filing or initial appearance fees applicable to court actions in the jurisdiction where the arbitration will be conducted and the Company Group shall pay any remaining portion of the initial fee and will pay all costs and expenses unique to arbitration, including without limitation the arbitratorâ€™s fees; (2) unless the parties jointly agree otherwise, the arbitrator must be an attorney experienced in employment law and licensed to practice law in the state in which the arbitration is convened, or a retired judge from any jurisdiction; (3) the arbitrator may award any remedy to which a party is entitled under applicable law, but remedies will be limited to those that would be available to a party in their individual capacity for the claims presented to the Arbitrator, and no remedies that otherwise would be available to an individual under applicable law will be forfeited; (4) unless otherwise agreed in writing by the parties, the arbitrator shall apply the substantive federal, state, or local law applicable to the claims asserted and any such claims must be brought to arbitration within the statute of limitations for bringing such claims in court or before the appropriate administrative agency, as applicable; (5) the arbitrator shall have the authority to issue an award or partial award without conducting a hearing on the grounds that there is no claim on which relief can be granted or that there is no genuine issue of material fact to resolve at a hearing, consistent with Rules 12 and 56 of the Federal Rules of Civil Procedure; (6) either party may make an offer of judgment in a manner consistent with, and within the time limitations, consequences, and effects provided in Rule 68 of the Federal Rules of Civil Procedure; (7) the Federal Rules of Evidence shall apply to the proceeding; (8) the decision of the arbitrator shall be in writing, setting forth the reasons for the arbitratorâ€™s determination and shall be final and binding on all parties; (9) the arbitratorâ€™s authority shall be limited to deciding the case submitted by the Party bringing the arbitration and, therefore, no decision by any arbitrator shall serve as precedent in other arbitrations. The Employment Arbitration Rules and Mediation Procedures can be found on the AAAâ€™s website at: www.adr.org/employment. Unless the parties jointly agree otherwise, the arbitration shall take place in take place in Boston, Massachusetts. Any party or witness who is unable to appear at the arbitration in person is permitted, in the arbitratorâ€™s discretion, to appear by telephone or video conference. Should either party fail to appear or participate in the arbitration proceedings, the arbitrator may decide the dispute on the evidence presented in the proceeding by the appearing party. Â -21- Â Â F.Â Â Â Â Â Â Â Â Â Arbitration as the Exclusive Remedy. Except as provided by this Agreement, arbitration shall be the sole, exclusive and final remedy for any dispute involving any Covered Claim between me and the Company Group. Accordingly, except as provided for by this Agreement, neither I nor the Company Group will be permitted to pursue court action regarding Covered Claims. Notwithstanding the foregoing, it is specifically understood and agreed that any party hereto may enforce any award rendered pursuant to the arbitration by bringing suit in any court of competent jurisdiction. Â G.Â Â Â Â Â Â Â Â Â Availability of Temporary Injunctive Relief in Aid of Arbitration. Notwithstanding the exclusivity provisions above, either party may petition a court of law for temporary or preliminary injunctive relief to temporarily enforce a restriction in this Agreement or any other agreement regarding trade secrets, confidential information, non-competition, non-solicitation or no-hire covenants, pending resolution of the merits of any arbitrable controversy through arbitration. All determinations of final relief, however, will be decided in arbitration. The parties understand that any breach or threatened breach of such an agreement may cause irreparable injury and that money damages may not provide an adequate remedy, and the parties therefore consent to seeking the issuance of a temporary and/or preliminary injunction in such circumstances, acknowledging that an arbitration ultimately will resolve the partiesâ€™ underlying dispute. Â H.Â Â Â Â Â Â Â Â Â Administrative Relief. I understand that this Agreement does not prohibit me from making a report or filing an administrative charge with a local, state or federal administrative body such as a state human rights commission or department of fair employment and housing, including, the Equal Employment Opportunity Commission, US. Department of Labor, Securities and Exchange Commission, National Labor Relations Board, Occupational Safety and Health Administration, state unemployment board, the Workersâ€™ Compensation Board or any law enforcement agency. This Agreement does, however, preclude me from recovering money damages in the context of such a proceeding or pursuing a court action regarding any such claim. Nothing in this Agreement prevents or excuses a party from exhausting administrative remedies by filing any charges or complaints required by any governmental agency (including without limitation the Equal Employment Opportunity Commission and/or similar state or local agency) before bringing a claim in arbitration. Â I.Â Â Â Â Â Â Â Â Â Voluntary Nature of Agreement. I acknowledge and agree that I am executing Section 10 and the Agreement to arbitrate voluntarily and without any duress OR UNDUE INFLUENCE BY The company group OR ANYONE ELSE. I FURTHER ACKNOWLEDGE and agree that I have carefully read Section 10 and that I have asked any questions NECESSARY for me to understand the terms, consequences and binding effect of Section 10â€™s Agreement to arbitrate. I FURTHER ACKNOWLEDGE and AGREE THAT I fully understand THIS AGREEMENT to arbitrate, AND that I am knowingly, voluntarily and irrevocably waiving my right to bring a lawsuit in court and my right to a jury trial. Finally, I agree that I have been provided an opportunity to seek the advice of an attorney of my choice before signing this agreement. I ACKNOWLEGE MY VOLUNTRILY ACCEPTANCE OF SECTION 10 BY MY SIGNATURE HERE: Â Â Â Â Â Signature Â Â Â Ronald W. Hovsepian Â Name of Employee (typed or printed) Â -22- Â Â 11.Â Â Â Â Â Â Â Â Â General Provisions. Â A.Â Â Â Â Governing Law; Consent to Personal Jurisdiction. This Agreement will be governed by the laws of the Commonwealth of Massachusetts. Â B.Â Â Â Â Entire Agreement. This Agreement along with my offer letter to which this Agreement is appended (and the incentive award agreements referenced in the Letter Agreement), sets forth the entire agreement and understanding between the Company Group and me relating to the subject matter herein and supersedes all prior discussions or representations between us including, but not limited to, any representations made during my interview(s) or relocation negotiations, whether written or oral. No modification of or amendment to this Agreement, nor any waiver of any rights under this Agreement, will be effective unless in writing signed by the Company Group and me. Any subsequent change or changes in my duties, salary or compensation will not affect the validity or scope of this Agreement. Â C.Â Â Â Â Severability. In the event that the provisions of Section 10 prohibiting class action, collective action, mass action, or other multi-party proceedings are deemed void or unenforceable, the partiesâ€™ agreement to arbitrate and all of Section 10 shall be deemed void and of no effect, with the remainder of this Agreement surviving as if it did not include Section 10. If any other provision(s) of this Agreement are deemed void or unenforceable, the remaining provisions will continue in full force and effect. Â D.Â Â Â Â Successors and Assigns. This Agreement will be binding upon my heirs, executors, administrators and other legal representatives and will be for the benefit of the Company Group, its successors, and its assigns. Â E.Â Â Â Â Acknowledgement. I acknowledge that (1) the Company provided me with notice of the restrictive covenants contained in this Agreement by the earlier of (a) the date of a formal offer of employment from the Company Group or (b) ten (10) business days before the commencement of employment with the Company, (2) I have been and am hereby advised of my right to consult an attorney before signing this Agreement, and (3) I have carefully read this Agreement and understand and agree to all of the provisions in this Agreement. Â Â [Signature Page Follows] Â -23- Â Â Â Execution Version Date: Â Â Â Â Â Â Â Signature Â Â Â Â Â Ronald W. Hovsepian Â Name of Employee (typed or printed) Â Â Â Â Â Annex III Waiver and Release Agreement Â Â SEPARATION AND RELEASE AGREEMENT Â Â 1. Parties.Â The parties to this Separation and Release Agreement (this â€œAgreementâ€) are Ronald W. Hovsepian, the Employee (for yourself, your family, beneficiaries and anyone acting for you) (â€œyouâ€), and your Employer, Skillsoft Corp. (the â€œCompanyâ€). Reference is made to the letter agreement, dated as of September 4, 2024 between you and the Company (the â€œEmployment Agreementâ€), which conditions certain payments and benefits on your execution (and non-revocation) of a release of claims. Accordingly, in consideration of such payments and benefits, to which you are not otherwise entitled, you agree to the following: Â Â 2. General Release.Â On your own behalf and on behalf of your heirs, executors, administrators, beneficiaries, representatives, successors and assigns, and all others connected with or claiming through you, you hereby release the Company (plus its parents, subsidiaries, affiliates, predecessors, successors and any other entity related to it and all of its and their past, present, and future directors, officers, employees, shareholders, employee benefits plans, administrators, trustees, agents, representatives, consultants, predecessors, successors and assigns, and all those connected with any of them, in their official and individual capacities (collectively, the â€œReleaseesâ€) from all causes of action, suits, rights and claims, demands, damages and compensation, whether at law or in equity, of any type to date, known or unknown, suspected or unsuspected, contingent or otherwise, to the fullest extent allowed by law, with respect to anything to do with your employment and/or other relationship with the Company or the end of your employment and/or other relationship with the Company, and including but not limited to those related to: Â Â â— pay, compensation, or benefits (whether under the federal Fair Labor Standards Act or otherwise) including bonuses, commissions, equity, expenses, incentives, insurance, paid/unpaid leave, profit sharing, or separation pay/benefits, except as set forth in the Employment Agreement; Â Â â— compensatory, emotional or mental distress damages, punitive or liquidated damages, attorney fees, costs, interest or penalties; Â Â â— violation of express or implied employment contracts, covenants, promises or duties, intellectual property or other proprietary rights; Â Â â— unlawful or tortious conduct such as assault or battery; background check violations; defamation; detrimental reliance; fiduciary breach; fraud; indemnification; intentional or negligent infliction of emotional distress; interference with contractual or other legal rights; invasion of privacy; loss of consortium; misrepresentation; negligence (including negligent hiring, retention, or supervision); personal injury; promissory estoppel; public policy violation; retaliatory discharge; safety violations; posting or records-related violations; wrongful discharge; or other federal, state or local statutory or common law matters; Â Â â— discrimination, harassment or retaliation based on age (including Age Discrimination in Employment Act or â€œADEAâ€Â claims), benefit entitlement, citizenship, color, concerted activity, disability, ethnicity, gender, gender identity and expression, genetic information, immigration status, income source, jury duty, leave rights, military status, national origin, parental status, reproductive health decisionmaking, protected off-duty conduct, race, religion, retaliation, sexual orientation, union activity, veteran status, whistleblower claims in court (including under Sarbanes-Oxley, Dodd-Frank, and the False Claims Act claims), other legally protected status or activity; or any allegation that payment under this Agreement was affected by any such discrimination, harassment or retaliation, failure to accommodate or failure to engage in the interactive process; or any claim pursuant to Title VII of the Civil Rights Act, the Americans With Disabilities Act, the Family and Medical Leave Act, or the Employee Retirement Income Security Act; Â 1 Note to Draft:Â To be updated for changes in law consistent with updates to the companyâ€™s general form. Â 2 Â Â Â Â â— any participation in any class or collective action against any Releasee; and Â Â â— all claims or rights arising under the Massachusetts Payment of Wages Law, G.L. c.149; the Massachusetts Fair Employment Practices Act, G.L. c.151B; and An Act Relative to Domestic Violence, M.G.L. ch. 149, s. 52E. Â Â 3. Release Exclusions and Other Exceptions.Â Nothing in this Agreement restricts your rights with respect to claims or disputes that arise after the date you sign this Agreement or the factual basis thereof, including but not limited to: claims for breach of this Agreement; and claims that cannot be waived, such as for unemployment or workerâ€™s compensation benefits. Nothing in any part of this AgreementÂ limits your rights to: (i) file a charge or complaint with any administrative agency, such as the U.S. Equal Employment Opportunity Commission or the National Labor Relations Board, or a state fair employment practices agency, or the U.S. Securities and Exchange Commission (SEC), or communicate directly with or provide information (including testimony) to an

agency, or otherwise participate in an agency proceeding; or (ii) communicate with law enforcement or your attorney. You nonetheless give up all rights to any money or other individual relief based on any agency or judicial decision, including class or collective action rulings. However, you may seek and receive money properly awarded by the SEC as a reward for providing information to that agency. In addition, nothing in this Agreement restricts your rights to claims or disputes with respect to the following: claims for vested accrued benefits and compensation under the Companyâ€™s plans and arrangements; claims for indemnification or coverage under the Companyâ€™s applicable directorsâ€™Â and officersâ€™Â liability insurance policies; and claims for amounts due you under the Employment Agreement. Â Â 4. Promise Not To Sue.Â A â€œpromise not to sueâ€Â means you promise not to sue any Releasee in court. This is different from the General Release above. Besides releasing claims covered by the General Release, you agree never to sue any Releasee for any reason covered by the General Release. Despite this Promise Not To Sue, however, you may file suit to enforce this Agreement or to challenge its validity under the ADEA. If you sue a Releasee in violation of this Agreement you shall be required to pay that Releaseeâ€™s reasonable attorney fees and other litigation costs incurred in defending against your suit. Â Â 5. Whistleblowing.Â You agree that (i) no one has interfered with your ability to report within the Company possible violations of any law, and (ii) it is the Companyâ€™s policy to encourage such reporting. Â Â 6. No Future Employment.Â You recognize that your employment and/or other relationship with the Company has been permanently severed and that you have no right to be rehired by the Company under any circumstances, nor are you entitled to any preference in hiring based on your prior employment and/or other relationship with the Company or your signature on this Agreement. Â Â 7. Non-Admission.Â Nothing contained in this Agreement nor any payment under this Agreement or the Employment Agreement are an admission that you have a viable claim against the Company or any other Releasee and you are not admitting any liability by signing this Agreement. Each Releasee denies all liability. Â Â 8. Applicable Law.Â This Agreement shall be interpreted under federal law if that law governs, and otherwise under the laws of the Commonwealth of Massachusetts, without regard to its choice of law provisions. Â Â 9. Severability.Â If a court finds any part of this Agreement unenforceable, that part shall be modified and the rest enforced. If a court (or arbitrator) finds any such part incapable of being modified, it shall be severed and the rest enforced. Â Â 10. Enforcement.Â If you breach this Agreement, the Company shall be entitled to seek preliminary and permanent injunctive relief, plus any additional relief determined to be appropriate. A decision not to enforce this Agreement does not waive future enforcement. Â 3Â Â Â Â 11. Entire Agreement.Â This Agreement is the complete understanding between you and the Company. It replaces any other agreements, representations or promises, written or oral, excluding your and the Companyâ€™s obligations under the Employment Agreement or under any other agreement (including equity awards) between you and the Company that survive the termination of your employment and/or other relationship with the Company by the terms thereof. Â Â 12. Time to Consider.Â You have 21 days to consider this Agreement after receiving it. You must sign and return this Agreement to the Company during this review period if you want to receive the separation pay/benefits listed at the beginning of this Agreement. Â Â 13. Time to Revoke.Â After you sign this Agreement, you have seven (7) days to revoke it by sending written notice of revocation to the representative of the Company signing below. This Agreement is not effective or enforceable until the revocation period expires. If you revoke this Agreement, you will not receive the separation pay/benefits referenced at the beginning of this Agreement. Â Â 14. Other Representations. You agree: Â Â â— You have received all pay, compensation, benefits, leave, time off, and/or expense reimbursements you are due to date, including for overtime or vacation/PTO; Â Â â— You have not suffered any onâ€‘the-job injury for which you have not already filed a claim, and the end of your employment is not related to any such injury; Â Â â— You do not have any pending lawsuits against the Company; Â Â â— You were advised in writing, by getting a copy of this Agreement, to consult with an attorney before signing below; Â Â â— You have had the opportunity to negotiate this Agreement with the Company, and this Agreement shall not be construed for or against either party as a drafter of its terms; Â Â â— You have relied on your own informed judgment, or that of your attorney if any, in deciding whether to sign this Agreement; and Â Â â— You are signing this Agreement knowingly and voluntarily and have not relied on any promises or representations, express or implied, that are not set forth expressly in this Agreement. Â Â Â Â By: Â Â Ronald W. Hovsepian (Date) Â Â Â Skillsoft Corp. (Date) Â Â Name: Â Â Â Title: Â Â Â 4Â EX-31.1 4 ex_686832.htm EXHIBIT 31.1 ex_686832.htm Exhibit 31.1 Â I, Ronald W. Hovsepian, certify that: Â 1. I have reviewed this Quarterly Report on Form 10-Q of Skillsoft Corp.; Â 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; Â 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; Â 4. The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: Â Â a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; Â Â b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; Â Â c. Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and Â Â d. Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): Â Â a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and Â Â b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: September 9, 2024 Â /s/ Ronald W. Hovsepian Â Ronald W. Hovsepian Principal Executive Officer Â Â 1 EX-31.2 5 ex_686833.htm EXHIBIT 31.2 ex_686833.htm Exhibit 31.2 Â I, Richard George Walker, certify that: Â 1. I have reviewed this Quarterly Report on Form 10-Q of Skillsoft Corp.; Â 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; Â 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; Â 4. The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: Â Â a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; Â Â b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; Â Â c. Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and Â Â d. Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): Â Â a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and Â Â b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: September 9, 2024 Â /s/ Richard George Walker Â Richard George Walker Chief Financial Officer (Principal Financial Officer) Â Â Â EX-32.1 6 ex_686834.htm EXHIBIT 32.1 ex_686834.htm EXHIBIT 32.1 Â CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 Â In connection with the Quarterly Report of Skillsoft Corp. (the â€œCompanyâ€) on Form 10-Q for the period ended July 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: Â Â (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and Â Â (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: September 9, 2024 /s/ Ronald W. Hovsepian Â Ronald W. Hovsepian Â Principal Executive Officer Â The foregoing certification is being furnished solely pursuant to 18 U.S.C. Â§ 1350 and is not being filed as part of the Report or as a separate disclosure document. Â Â Â EX-32.2 7 ex_686835.htm EXHIBIT 32.2 ex_686835.htm EXHIBIT 32.2 Â CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 Â In connection with the Quarterly Report of Skillsoft Corp. (the â€œCompanyâ€) on Form 10-Q for the period ended July 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: Â Â (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and Â Â (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: September 9, 2024 /s/ Richard George Walker Â Richard George Walker Â Chief Financial Officer Â (Principal Financial Officer) Â The foregoing certification is being furnished solely pursuant to 18 U.S.C. Â§ 1350 and is not being filed as part of the Report or as a separate disclosure document. Â Â EX-101.SCH 8 skil-20240731.xsd XBRL TAXONOMY EXTENSION SCHEMA 000 - Document - Document And Entity Information link:calculationLink link:definitionLink link:presentationLink 001 - Statement - Unaudited Condensed Consolidated Balance Sheets link:calculationLink link:definitionLink link:presentationLink 002 - Statement - Unaudited Condensed Consolidated Balance Sheets (Parentheticals) link:calculationLink link:definitionLink link:presentationLink 003 - Statement - Unaudited Condensed Consolidated Statements of Operations link:calculationLink link:definitionLink link:presentationLink 004 - Statement - Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss) link:calculationLink link:definitionLink link:presentationLink 005 - Statement - Unaudited Condensed Consolidated Statements of Shareholders' Equity (Deficit) link:calculationLink link:definitionLink link:presentationLink 006 - Statement - Unaudited Condensed Consolidated Statements of Cash Flows link:calculationLink link:definitionLink link:presentationLink 007 - Statement - Unaudited Supplemental Disclosures of Cash Flows Information link:calculationLink link:definitionLink link:presentationLink 008 - Disclosure - Note 1 - Description of Business and Basis of Presentation link:calculationLink link:definitionLink link:presentationLink 009 - Disclosure - Note 2 - Summary of Significant Accounting Policies link:calculationLink link:definitionLink link:presentationLink 010 - Disclosure - Note 3 - Intangible Assets link:calculationLink link:definitionLink link:presentationLink 011 - Disclosure - Note 4 - Taxes link:calculationLink link:definitionLink link:presentationLink 012 - Disclosure - Note 5 - Restructuring link:calculationLink link:definitionLink link:presentationLink 013 - Disclosure - Note 6 - Leases, Commitments and Contingencies link:calculationLink link:definitionLink link:presentationLink 014 - Disclosure - Note 7 - Long-term Debt link:calculationLink link:definitionLink link:presentationLink 015 - Disclosure - Note 8 - Shareholders' Equity link:calculationLink link:definitionLink link:presentationLink 016 - Disclosure - Note 9 - Stock-based Compensation link:calculationLink link:definitionLink link:presentationLink 017 - Disclosure - Note 10 - Revenue link:calculationLink link:definitionLink link:presentationLink 018 - Disclosure - Note 11 - Fair Value Measurements link:calculationLink link:definitionLink link:presentationLink 019 - Disclosure - Note 12 - Segment Information link:calculationLink link:definitionLink link:presentationLink 020 - Disclosure - Note 13 - Net Loss Per Share link:calculationLink link:definitionLink link:presentationLink 021 - Disclosure - Note 14 - Related Party Transactions link:calculationLink link:definitionLink link:presentationLink 022 - Disclosure - Note 15 - Subsequent Events link:calculationLink link:definitionLink link:presentationLink 995469 - Disclosure - Significant Accounting Policies (Policies) link:calculationLink link:definitionLink link:presentationLink 995470 - Disclosure - Note 3 - Intangible Assets (Tables) link:calculationLink link:definitionLink link:presentationLink 995471 - Disclosure - Note 5 - Restructuring (Tables) link:calculationLink link:definitionLink link:presentationLink 995472 - Disclosure - Note 6 - Leases, Commitments and Contingencies (Tables) link:calculationLink link:definitionLink link:presentationLink 995473 - Disclosure - Note 7 - Long-term Debt (Tables) link:calculationLink link:definitionLink link:presentationLink 995474 - Disclosure - Note 8 - Shareholders' Equity (Tables) link:calculationLink link:definitionLink link:presentationLink 995475 - Disclosure - Note 9 - Stock-based Compensation (Tables) link:calculationLink link:definitionLink link:presentationLink 995476 - Disclosure - Note 10 - Revenue (Tables) link:calculationLink link:definitionLink link:presentationLink 995477 - Disclosure - Note 11 - Fair Value Measurements (Tables) link:calculationLink link:definitionLink link:presentationLink 995478 - Disclosure - Note 12 - Segment Information (Tables) link:calculationLink link:definitionLink link:presentationLink 995479 - Disclosure - Note 13 - Net Loss Per Share (Tables) link:calculationLink link:definitionLink link:presentationLink 995480 - Disclosure - Note 1 - Description of Business and Basis of Presentation (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995481 - Disclosure - Note 3 - Intangible Assets (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995482 - Disclosure - Note 3 - Intangible Assets - Schedule of Intangible Assets (Details) link:calculationLink link:definitionLink link:presentationLink 995483 - Disclosure - Note 3 - Intangible Assets - Expected Amortization Expense (Details) link:calculationLink link:definitionLink link:presentationLink 995484 - Disclosure - Note 3 - Intangible Assets - Roll Forward of Goodwill (Details) link:calculationLink link:definitionLink link:presentationLink 995485 - Disclosure - Note 4 - Taxes (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995486 - Disclosure - Note 5 - Restructuring (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995487 - Disclosure - Note 5 - Restructuring - Schedule of Restructuring and Related Costs (Details) link:calculationLink link:definitionLink link:presentationLink 995488 - Disclosure - Note 6 - Leases, Commitments and Contingencies (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995489 - Disclosure - Note 6 - Leases, Commitments and Contingencies - Future Minimum Lease Payments (Details) link:calculationLink link:definitionLink link:presentationLink 995490 - Disclosure - Note 7 - Long-term Debt (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995491 - Disclosure - Note 7 - Long-term Debt - Schedule of Debt (Details) link:calculationLink link:definitionLink link:presentationLink 995492 - Disclosure - Note 7 - Long-term Debt - Maturity of Outstanding Debt (Details) link:calculationLink link:definitionLink link:presentationLink 995493 - Disclosure - Note 8 - Shareholders' Equity (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995494 - Disclosure - Note 8 - Shareholders' Equity - Accumulated Other Comprehensive Income (Loss) (Details) link:calculationLink link:definitionLink link:presentationLink 995495 - Disclosure - Note 9 - Stock-based Compensation (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995496 - Disclosure - Note 9 - Stock-based Compensation - Summary of Stock Option Activity (Details) link:calculationLink link:definitionLink link:presentationLink 995497 - Disclosure - Note 9 - Stock-based Compensation - Summary of RSU Activity (Details) link:calculationLink link:definitionLink link:presentationLink 995498 - Disclosure - Note 9 - Stock-based Compensation - Summary of Stock-based Compensation (Details) link:calculationLink link:definitionLink link:presentationLink 995499 - Disclosure - Note 10 - Revenue (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995500 - Disclosure - Note 10 - Revenue - Disaggregated Revenue and Geography Information (Details) link:calculationLink link:definitionLink link:presentationLink 995501 - Disclosure - Note 10 - Revenue - Deferred Revenue (Details) link:calculationLink link:definitionLink link:presentationLink 995502 - Disclosure - Note 10 - Revenue - Deferred Contract Acquisition Costs (Details) link:calculationLink link:definitionLink link:presentationLink 995503 - Disclosure - Note 11 - Fair Value Measurements (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995504 - Disclosure - Note 11 - Fair Value Measurements - Assets and Liabilities Measured on a Recurring Basis (Details) link:calculationLink link:definitionLink link:presentationLink 995505 - Disclosure - Note 12 - Segment Information (Details Textual) link:calculationLink link:definitionLink link:presentationLink

995506 - Disclosure - Note 12 - Segment Information - Summary Results (Details) link:calculationLink link:definitionLink link:presentationLink 995507 - Disclosure - Note 12 - Segment Information - Segment Assets (Details) link:calculationLink link:definitionLink link:presentationLink 995508 - Disclosure - Note 12 - Segment Information - Long-lived Assets by Geographic Region (Details) link:calculationLink link:definitionLink link:presentationLink 995509 - Disclosure - Note 13 - Net Loss Per Share (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995510 - Disclosure - Note 13 - Net Loss Per Share - Computation of Basic and Diluted Earnings Per Share (Details) link:calculationLink link:definitionLink link:presentationLink 995511 - Disclosure - Note 13 - Net Loss Per Share - Share/Unit Totals With Potentially Dilutive Impact (Details) link:calculationLink link:definitionLink link:presentationLink 995512 - Disclosure - Note 14 - Related Party Transactions (Details Textual) link:calculationLink link:definitionLink link:presentationLink EX-101.CAL 9 skil-20240731_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE EX-101.DEF 10 skil-20240731_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE EX-101.LAB 11 skil-20240731_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE Document And Entity Information us-gaap_DerivativeNotionalAmount Derivative, Notional Amount us-gaap_DerivativeGainLossOnDerivativeNet Derivative, Gain (Loss) on Derivative, Net Note To Financial Statement Details Textual Significant Accounting Policies Note 3 - Intangible Assets Note 5 - Restructuring Note 6 - Leases, Commitments and Contingencies Note 7 - Long-term Debt Note 8 - Shareholders' Equity Note 9 - Stock-based Compensation Note 10 - Revenue Note 11 - Fair Value Measurements Income Tax Disclosure [Text Block] Note 12 - Segment Information Note 13 - Net Loss Per Share Note 3 - Intangible Assets - Schedule of Intangible Assets (Details) Note 3 - Intangible Assets - Expected Amortization Expense (Details) Note 3 - Intangible Assets - Roll Forward of Goodwill (Details) us-gaap_LiabilitiesCurrent Total current liabilities Schedule of Maturities of Long-Term Debt [Table Text Block] Note 5 - Restructuring - Schedule of Restructuring and Related Costs (Details) Schedule of Debt [Table Text Block] Note 6 - Leases, Commitments and Contingencies - Future Minimum Lease Payments (Details) Note 7 - Long-term Debt - Schedule of Debt (Details) Note 7 - Long-term Debt - Maturity of Outstanding Debt (Details) Note 8 - Shareholders' Equity - Accumulated Other Comprehensive Income (Loss) (Details) Unvested balance, aggregate intrinsic value Note 9 - Stock-based Compensation - Summary of Stock Option Activity (Details) Note 9 - Stock-based Compensation - Summary of RSU Activity (Details) Note 9 - Stock-based Compensation - Summary of Stock-based Compensation (Details) Note 10 - Revenue - Disaggregated Revenue and Geography Information (Details) Note 10 - Revenue - Deferred Revenue (Details) Note 10 - Revenue - Deferred Contract Acquisition Costs (Details) Note 11 - Fair Value Measurements - Assets and Liabilities Measured on a Recurring Basis (Details) Note 12 - Segment Information - Summary Results (Details) Note 12 - Segment Information - Segment Assets (Details) Share-Based Payment Arrangement, Option, Activity [Table Text Block] Note 12 - Segment Information - Long-lived Assets by Geographic Region (Details) Note 13 - Net Loss Per Share - Computation of Basic and Diluted Earnings Per Share (Details) Foreign currency adjustment, net of tax Note 13 - Net Loss Per Share - Share/Unit Totals With Potentially Dilutive Impact (Details) Granted, weighted average grant date fair value (in dollars per share) us-gaap_DerivativeNumberOfInstrumentsHeld Derivative, Number of Instruments Held Vested, weighted average grant date fair value (in dollars per share) Notes To Financial Statements Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Forfeited, weighted average grant date fair value (in dollars per share) Notes To Financial Statements [Abstract] us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Unvested balance, weighted average grant date fair value (in dollars per share) Unvested balance, weighted average grant date fair value (in dollars per share) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Forfeited, shares (in shares) Forfeited, shares (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Unvested balance, shares (in shares) Unvested balance, shares (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Granted, shares (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Vested, shares (in shares) us-gaap_AociBeforeTaxAttributableToParent Balance, before tax Balance, before tax Vested and exercisable, July 31, 2024 (Year) us-gaap_AociTaxAttributableToParent Balance, tax Balance, tax Vested and Exercisable, shares (in shares) Current maturities of long-term debt Current maturities of long-term debt Current portion Vested and Exercisable, weighted average exercise price (in dollars per share) Vested and Exercisable, aggregate intrinsic value Non-cash property, equipment, software and lease impairment charges Represents non-cash lease and property and equipment impairment charges. Outstanding, weighted average remaining contractual term (Year) Outstanding, aggregate intrinsic value us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsNonvestedWeightedAverageGrantDateFairValue Share-Based Compensation Arrangement by Share-Based Payment Award, Option, Nonvested, Weighted Average Exercise Price (in dollars per share) Accumulated impairment, July 31, 2024 us-gaap_GoodwillImpairedAccumulatedImpairmentLoss us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Outstanding, weighted average exercise price (in dollars per share) Outstanding, weighted average exercise price (in dollars per share) Reporting Unit [Axis] Reporting Unit [Domain] Forfeited, weighted average exercise price (in dollars per share) Deferred revenue Expired, weighted average exercise price (in dollars per share) Goodwill and Intangible Assets Disclosure [Text Block] Schedule of Goodwill [Table Text Block] Granted, weighted average exercise price (in dollars per share) Exercised, weighted average exercise price (in dollars per share) Accounts payable us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Outstanding, shares (in shares) Outstanding, shares (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod Expired, shares (in shares) Credit Facility [Axis] Accrued compensation Credit Facility [Domain] us-gaap_PolicyTextBlockAbstract Accounting Policies Trademarks and Trade Names [Member] us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant (in shares) us-gaap_IncrementalCommonSharesAttributableToCallOptionsAndWarrants Incremental Common Shares Attributable to Dilutive Effect of Call Options and Warrants (in shares) us-gaap_PaymentsForSoftware Internally developed software - capitalized costs Indefinite-Lived Intangible Assets [Axis] Indefinite-Lived Intangible Assets, Major Class Name [Domain] us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Purchase of property and equipment Order or Production Backlog [Member] us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period (Year) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period (Year) Weighted average common shares outstanding: Cash paid (received) for income taxes, net of refunds us-gaap_LossContingencyAccrualAtCarryingValue Loss Contingency Accrual, Ending Balance Current liabilities: Developed Technology Rights [Member] us-gaap_IncreaseDecreaseInOperatingLeaseLiability Lease liabilities us-gaap_Assets Assets Total assets Supplemental disclosure of cash flow information: us-gaap_LongTermDebtFairValue Long-Term Debt, Fair Value Plan Name [Axis] Plan Name [Domain] us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition (Year) Customer-Related Intangible Assets [Member] us-gaap_CapitalizedContractCostNet Deferred contract acquisition costs as of January 31, 2024 Deferred contract acquisition costs as of July 31, 2024 Share-Based Payment Arrangement [Text Block] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets, Major Class Name [Domain] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] us-gaap_AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation Shares repurchased for tax withholding upon vesting of restricted stock-based awards us-gaap_LossContingencyLossInPeriod Loss Contingency, Loss in Period Award Type [Domain] us-gaap_RestrictedCashAndCashEquivalents Restricted cash us-gaap_IncomeLossFromContinuingOperations Income (loss) from continuing operations Net income (loss) from continuing operations us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxAttributableToReportingEntity Net income (loss) from discontinued operations Award Type [Axis] Net income (loss) Net income (loss) Net income (loss) Intangible assets, accumulated amortization Finite-lived intangible assets, net Total future amortization Intangible assets, net Restricted Stock Units (RSUs) [Member] Finite-lived intangible assets, gross Increase (decrease) Share-Based Payment Arrangement, Option [Member] Warrant [Member] Loss Contingency, Nature [Domain] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Antidilutive Securities [Axis] Antidilutive Securities, Name [Domain] Loss Contingency Nature [Axis] Commitments and Contingencies Disclosure [Text Block] Property and equipment, net Goodwill Beginning Goodwill, net Ending Goodwill, net skil_IncomeLossFromOperationsBeforeIncomeTaxes Income (Loss) from Operations before Income Taxes Amount of income (loss) from operations. Derivative Instrument [Axis] Derivative Contract [Domain] Cash flows from investing activities: Net income (loss) per share: Earnings Per Share [Text Block] Related Party Transactions Disclosure [Text Block] Provision for (benefit from) income taxes Income Tax Expense (Benefit) Accrued expenses and other liabilities, including long-term Gain (loss) on sale of business (Gain) loss on sale of business Gain (loss) on sale of business us-gaap_IncreaseDecreaseInAccountsPayable Accounts payable General and administrative Restricted cash us-gaap_RestrictedCash us-gaap_OtherComprehensiveIncomeLossForeignCurrencyTranslationAdjustmentTax Translation adjustment Cash and cash equivalents Stock-based compensation expense Amendment Flag Comprehensive income (loss): us-gaap_ComprehensiveIncomeNetOfTax Total comprehensive income (loss) City Area Code New Accounting Pronouncements, Policy [Policy Text Block] us-gaap_TreasuryStockSharesAcquired Treasury Stock, Shares, Acquired (in shares) Repurchase of common stock (in shares) Deferred revenues us-gaap_SharesOutstanding Balance (in shares) Balance (in shares) Common stock, outstanding (in shares) Common Stock, Shares, Outstanding (in shares) us-gaap_PreferredStockSharesOutstanding Preferred Stock, Shares Outstanding (in shares) us-gaap_DebtInstrumentInterestRateDuringPeriod Debt Instrument, Interest Rate During Period Current Fiscal Year End Date us-gaap_LeaseCost Lease, Cost us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Prepaid expenses and other current assets, including long-term us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Operating Lease, Weighted Average Discount Rate, Percent Document Fiscal Period Focus Document Fiscal Year Focus us-gaap_ShortTermLeaseCost Short-Term Lease, Cost Document Period End Date us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Operating Lease, Weighted Average Remaining Lease Term (Year) Entity File Number Entity Ex Transition Period Entity Emerging Growth Company Document Type Reverse Stock Split [Member] Information pertaining to reverse Stock Split. Entity Small Business Entity Shell Company skil_CashAndCashEquivalentsAtCarryingValuePriorToSaleOfBusiness Cash and cash equivalents Represents cash and cash equivalents prior to sale of business at carrying value. Document Information [Line Items] Document Information [Table] Entity Filer Category Debt Instrument [Axis] Entity Current Reporting Status Debt Instrument, Name [Domain] Restructuring Acquisition and integration related costs us-gaap_CapitalizedContractCostAmortization Recognition of contract acquisition costs us-gaap_IncreaseDecreaseInAccountsReceivable Accounts receivable Share-based compensation Share-based compensation Statement of Comprehensive Income [Abstract] Entity Tax Identification Number Entity Central Index Key Entity Registrant Name Entity [Domain] Legal Entity [Axis] Capitalized Contract Cost [Table Text Block] Entity Address, Address Line One Amortization of intangible assets Amortization of Intangible Assets ecd_NonRule10b51ArrTrmntdFlag Non-Rule 10b5-1 Arrangement Terminated [Flag] us-gaap_TreasuryStockValueAcquiredCostMethod Repurchase of common stock Entity Address, City or Town ecd_Rule10b51ArrTrmntdFlag Rule 10b5-1 Arrangement Terminated [Flag] ecd_Rule10b51ArrAdoptedFlag Rule 10b5-1 Arrangement Adopted [Flag] Entity Address, Postal Zip Code us-gaap_TreasuryStockCommonValue Treasury stock, at cost - 299,777 shares as of July 31, 2024 and January 31, 2024 Entity Address, State or Province MIH Learnings B.V [Member] Represents MIH Learnings B.V. ecd_NonRule10b51ArrAdoptedFlag Non-Rule 10b5-1 Arrangement Adopted [Flag] Material Terms of Trading Arrangement [Text Block] Entity Common Stock, Shares Outstanding Trading Symbol Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Common Stock Outstanding [Member] Represents common stock outstanding. Local Phone Number us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Exercised, shares (in shares) us-gaap_TableTextBlock Notes Tables Related and Nonrelated Parties [Axis] Related and Nonrelated Parties [Domain] Provision for credit loss expense (recovery) Granted, shares (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Forfeited, shares (in shares) Selling and marketing Common stock issued (in shares) us-gaap_LiabilitiesAndStockholdersEquity Total liabilities and shareholdersâ€™ equity UNITED STATES Common stock issued Related Party Transaction [Axis] Related Party Transaction [Domain] Accumulated equity (deficit) Content and software development Accumulated other comprehensive income (loss) Balance, net Balance, net Debt Disclosure [Text Block] us-gaap_InterestExpense Interest expense Change in assets and liabilities: us-gaap_DisclosureTextBlockAbstract Notes to Financial Statements Long-term lease liabilities Long-term lease liabilities Total lease liabilities us-gaap_OperatingLeaseLiability Provision for (benefit from) income taxes â€“ non-cash Non-cash interest expense Current lease liabilities Lease liabilities Intangible assets, gross Subsequent Events [Text Block] Right of use assets us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Total future minimum lease payments us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Effects of discounting us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree 2028 us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear 2025 (six months remaining) us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour 2029 us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo 2027 us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree 2028 us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour 2029 us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths 2026 us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo 2027 us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths 2026 us-gaap_RestructuringCosts Restructuring Costs Fair value adjustment of warrants Fair value adjustment of warrants Fair value adjustment of warrants Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Other assets us-gaap_ShareBasedCompensation Share-based compensation us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear 2025 (six months remaining) Finite-lived intangible assets, useful life (Year) Operating expenses: Talent Development Solutions' Segment [Member] Represents information pertaining to talent development solutions' segment. us-gaap_FairValueNetAssetLiability Total assets and (liabilities) recorded at fair value us-gaap_Depreciation Depreciation us-gaap_StockholdersEquityNoteStockSplitConversionRatio1 Stockholders' Equity Note, Stock Split, Conversion Ratio Depreciation us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation Shares repurchased for tax withholding upon vesting of restricted stock-based awards (in shares) us-gaap_AssetsCurrent Total current assets Cash and cash equivalents us-gaap_CashAndCashEquivalentsFairValueDisclosure Fair value adjustment of interest rate swaps Fair value adjustment of interest rate swaps Equity [Text Block] Treasury stock (in shares) Term Loan Facility [Member] Represents the term loan facility. Shareholdersâ€™ common stock - Class A common shares, $0.0001 par value: 18,750,000 shares authorized and 8,504,829 shares issued and 8,205,052 shares outstanding at July 31, 2024, and 8,380,436 shares issued and 8,080,659 shares outstanding at January 31, 2024 skil_AmortizationOfIntangibleAssetsIncludingDiscontinuedOperations Amortization of intangible assets Amount of amortization of intangible assets, including discontinued operations. Measurement Frequency [Axis] Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: Measurement Frequency [Domain] Fair Value, Recurring [Member] Common stock, authorized (in shares) Common Stock, Shares Authorized (in shares) Accounts Receivable Facility [Member] Represents the accounts receivable facility. us-gaap_TangibleAssetImpairmentCharges Tangible Asset Impairment Charges, Total us-gaap_ForeignCurrencyTransactionGainLossAfterTax Translation adjustment, net Common stock, issued (in shares) Common Stock, Shares, Issued (in shares) Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share (in dollars per share) Asia Pacific [Member] Statistical Measurement [Domain] Maximum [Member] Minimum [Member] Legal Proceedings and Claims [Member] Represents legal proceedings and claims. Product and Service [Axis] Product and Service [Domain] Statistical Measurement [Axis] Indemnifications or Commitments [Member] Represents indemnifications or commitments. skil_NumberOfCountriesWithGreaterThanTenPercentOfRevenue Number of Countries with Greater Than Ten Percent of Revenue The number of countries with greater than 10% of revenue. Cash paid for interest Long-Lived Assets Geographical [Axis] Geographical [Domain] us-

gaap_PreferredStockSharesAuthorized Preferred Stock, Shares Authorized (in shares) skil_IntercompanyRevenuesBetweenReportableSegments Intercompany Revenues Between Reportable Segments Amount of intercompany revenues between the reportable segments. us-gaap_PreferredStockParOrStatedValuePerShare Preferred Stock, Par or Stated Value Per Share (in dollars per share) EMEA [Member] Fair Value, Inputs, Level 3 [Member] Fair Value Hierarchy and NAV [Domain] Fair Value, Inputs, Level 1 [Member] Fair Value, Inputs, Level 2 [Member] Reconciliation of Assets from Segment to Consolidated [Table Text Block] Fair Value Hierarchy and NAV [Axis] us-gaap_InterestIncomeExpenseNet Interest expense, net Cash flows from operating activities: Schedule of Segment Reporting Information, by Segment [Table Text Block] Statement [Line Items] Allowance for credit loss us-gaap_NumberOfOperatingSegments Number of Operating Segments Accounts receivable, net of allowance for credit losses of approximately $618 and $562 as of July 31, 2024 and January 31, 2024, respectively Additional paid-in capital Revenues: AOCI Attributable to Parent [Member] Shareholdersâ€™ equity: Other income (expense), net Segment Reporting Disclosure [Text Block] Restricted cash Restricted Cash, Current Current assets: Fair Value Disclosures [Text Block] skil_ContractualObligationPeriod Contractual Obligation, Period (Year) The period of contractual obligation, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Cash, cash equivalents and restricted cash, end of period skil_CustomerContractTerm Customer Contract Term (Year) Period of customer contract, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Cash, cash equivalents and restricted cash, beginning of period Cash, cash equivalents and restricted cash, end of period Off-the-shelf Products [Member] Represents off the shelf products. Interest income Subscription Contracts [Member] Represents subscription contracts. us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Net increase (decrease) in cash, cash equivalents and restricted cash us-gaap_NetCashProvidedByUsedInFinancingActivities Net cash provided by (used in) financing activities Commitments and contingencies Effect of exchange rate changes on cash and cash equivalents us-gaap_OperatingIncomeLoss Operating income (loss) Operating income (loss) us-gaap_NetCashProvidedByUsedInOperatingActivities Net cash provided by (used in) operating activities Prepaid expenses and other current assets us-gaap_NetCashProvidedByUsedInInvestingActivities Net cash provided by (used in) investing activities Costs of revenues Deferred tax liabilities Publishing Rights [Member] Represents publishing rights. us-gaap_ContractWithCustomerLiability Deferred revenue as of January 31, 2024 Deferred revenue as of July 31, 2024 us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation Shares repurchased for tax withholding upon vesting of restricted stock-based awards us-gaap_CostsAndExpenses Total operating expenses Operating expenses us-gaap_PaymentsForRepurchaseOfCommonStock Payments to acquire treasury stock Scenario [Domain] Retained Earnings [Member] Total revenues Revenues Scenario [Axis] Treasury Stock, Common [Member] Additional Paid-in Capital [Member] Equity Components [Axis] Equity Component [Domain] Long-term portion us-gaap_LongTermDebt us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Income (loss) before provision for (benefit from) income taxes Schedule of Finite Lived and Indefinite Lived Intangible Assets by Major Class [Table Text Block] Tabular disclosure of amortizable finite-lived intangible assets, in total and by major class, including the gross carrying amount and accumulated amortization, and indefinite-lived intangible assets not subject to amortization, excluding goodwill, in total and by major class. A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of a company. Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block] Skillsoft Trademark [Member] Represents the trademark for Skillsoft. us-gaap_DeferredFinanceCostsNoncurrentNet Deferred financing costs - long-term portion us-gaap_DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet Unamortized original issue discount and issuance costs Disaggregation of Revenue [Table Text Block] Revenue from Contract with Customer [Text Block] skil_LeasePayments Lease Payments Amount of cash outflow from operating and finance leases. us-gaap_DebtInstrumentUnamortizedDiscountNoncurrent Original issue discount - long-term portion Document Quarterly Report Entity Incorporation, State or Country Code skil_FinitelivedIntangibleAssetExpectedAmortizationAfterYearFour Thereafter Amount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). us-gaap_DebtInstrumentCarryingAmount Term Loan - long-term portion Total payments General and Administrative Expense [Member] Accounting Policies [Abstract] Significant Accounting Policies [Text Block] Document Transition Report skil_LesseeOperatingLeaseLiabilityToBePaidAfterYearFour Thereafter Amount of lessee's undiscounted obligation for lease payment for operating lease due after fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Borrowings under accounts receivable facility Entity Interactive Data Current Selling and Marketing Expense [Member] us-gaap_RepaymentsOfSecuredDebt Principal payments on Term loans skil_LongtermDebtMaturityAfterYearFour Thereafter Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Security Exchange Name Instructor-Led Training [Member] Represents Instructor-Led Training Title of 12(b) Security Content & Platform [Member] Represent Content & Platform Cost of Sales [Member] Research and Development Expense [Member] Statement of Income Location, Balance [Axis] Statement of Income Location, Balance [Domain] Nonmonetary Transaction Type [Domain] Nonmonetary Transaction Type [Axis] Accrued expenses and other current liabilities Segments [Axis] Global Knowledge Segment [Member] Represents Global Knowledge Segment. Segments [Domain] us-gaap_ContractualObligation Contractual Obligation, Total skil_NumberOfChannels Number of Channels Number of learning paths (channels) through which services are providing to customers. Antidilutive securities (in shares) Non-US [Member] Statement [Table] Statement of Financial Position [Abstract] Ordinary â€“ Basic and diluted (in shares) Weighted average common shares outstanding (in shares) us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare Ordinary â€“ Basic and diluted - discontinued operations (in dollars per share) us-gaap_EarningsPerShareBasic Ordinary â€“ Basic and diluted (in dollars per share) Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Proceeds from facility, net of borrowings us-gaap_IncomeLossFromContinuingOperationsPerBasicShare Ordinary â€“ Basic and diluted - continuing operations (in dollars per share) The 2020 Omnibus Incentive Plan [Member] Represents the 2020 Omnibus Incentive Plan. Statement of Cash Flows [Abstract] Months Following Optionees Death or Disability [Member] Represents months following optionees' death or disability. Days Following Termination of Employment or Service [Member] Represents days following termination of employment or service. us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear 2025 (six months remaining) Interest rate swaps - asset (liability) skil_SharebasedCompensationArrangementBySharebasedPaymentAwardNumberOfSharesAuthorizedAnnualIncreasePercentage Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Authorized, Annual Increase, Percentage Percentage of annual increase in shares authorized. Statement of Stockholders' Equity [Abstract] Income Statement [Abstract] us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree 2028 Market-based Restricted Stock Units (MBRSUs) [Member] Represents Market-based Restricted Stock Units (MBRSUs). us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour 2029 us-gaap_RestructuringReserve Restructuring Reserve us-gaap_LesseeOperatingLeaseRemainingLeaseTerm Lessee, Operating Lease, Remaining Lease Term (Year) Long-Lived Assets by Geographic Areas [Table Text Block] us-gaap_ProceedsFromIssuanceOfDebt Proceeds from Issuance of Debt us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths 2026 skil_SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsRightToReceiveShares Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Right To Receive Shares Right to receive shares per equity instrument other than options of share based payment arrangement. us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo 2027 Professional Services [Member] Represents professional services. Other Americas [Member] Represents Americas excluding US. Virtual, On-demand and Classroom, and Individualized Coaching [Member] Represents virtual, on-demand and classroom and individualized coaching. SAAS and Subscription Services [Member] Represents SAAS and subscription services. Billings deferred Amount of increase (decrease) in obligation to transfer good or service to customer for which consideration from customer has been received or is due, from billing deferred. skil_ContractWithCustomerLiabilityRevenueRecognizedInPeriod Recognition of prior deferred revenue Amount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. Contract acquisition costs Amount of increase to asset recognized from cost incurred to obtain or fulfill contract with customer. Inducement Plan [Member] Represents the Inducement Plan. srt_StockRepurchaseProgramAuthorizedAmount1 Share Repurchase Program, Authorized, Amount Finite-Lived Intangible Assets Amortization Expense [Table Text Block] Restructuring and Related Activities Disclosure [Text Block] Restructuring and Related Costs [Table Text Block] us-gaap_LiabilitiesNoncurrent Total long-term liabilities Cash flows from financing activities: Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Other long-term liabilities Software Luxembourg Holding and Point Well (Predecessor) [Member] Represents Software Luxemburg and Point Well (predecessor). us-gaap_OtherComprehensiveIncomeLossForeignCurrencyTransactionAndTranslationAdjustmentBeforeTax Translation adjustment Sale of SumTotal, net of cash transferred Deferred revenue - non-current us-gaap_StockholdersEquity Total shareholdersâ€™ equity Balance Balance Right-of-use assets Common Class A [Member] Common Class C [Member] Class of Stock [Axis] Class of Stock [Domain] Long-term debt Long-term debt Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Interest Rate Swap [Member] EX-101.PRE 12 skil-20240731_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE GRAPHIC 13 image01.jpg begin 644 image01.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ # _VP!# (! 0(! 0(" @(" @(" P4# P,# M P8$! ,%!P8'!P<&!P<("0L)" @*" <'"@T*"@L,# P,!PD.#PT,#@L,# S_ MVP!# 0(" @,# P8# P8," <(# P,# P,# P,# P,# P,# P,# P,# P,# P,# M# P,# P,# P,# P,# P,# P,# P,# S_P 1" 5 $8# 2(A$! Q$! _\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76UJC9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#][->UR'P[MHU[>S99;&![B15Y"* _*SX*>(_"7P=_;$TG4-5UCPI\;K[XC>)=:30?' MWA?QS>2:_9/-%,ML#+DCK7;]3M&]_ZUZ? M(Q]MJ?IR_P#P4ET/1OB!X/\ #7B#P/X^\+:MXXU77M,TR'5-/CB9TTF#SY+H MC>3Y,R?ZIAU(.0*]' 9)_:? T']L3]G+PK\3O#UMJ&GZ'XLMVN;6'4%6.XC"R MO$0X5BN$[/Q3^P/\ LNWEYXN^'.M6OAGP)J=Y>?#'Q=XPN/"\>L1OJ%P! MJ5K9_M9?M M4>&?V-O@M>>./%"ZE=6,$\%C:V6G6_VB\U* [GD$4%O"F1N=W8 9('4DU^7?A MOQU\+OVN/C7\&](^+VK>+/AW^SM??'V'5/ V@Z]XDN;&TU/55N7BNDN[_P Q M6N)8HU!CWN-R%6 YP?*?C3X0TOXF?LA^,=%L?$'BCQG\%_ WQVT#1_AKK5WJ M]RYDL[J1$U"WBN-P,\,3DK'(2VTY*L#4QP:YDI/\/U[C=1VT/UX^%W[:6D_% M.'1="U+1_$7P\^(_B;2;[5=/\(^(;58]5$%L_EO,1&7CV[RN/GY!Z5\1>%?V MH? VW+G]C/Q)H>J6_@Z+]H2SO--O_ OHD$EJ?$-[IKWQCFFU"Q+>5'!Y:L-Z MD-@,2%QDY'[6O[)?P1^#/_!7#X+Z?XRU75/#/@V?X=ZC'%?ZGXQOK427=O'OCUXDO->OM;\+Z5:V.CZ? M;WC6UI \,DDBSN\9$DI/F8VEMAQR#FB/LJ=GT>NJ[=-P]Z6G8]H_9PO_(@Z MG\%=!N/BEIOAW2_'45QG^()20K=:I;:1;Q7ERK_>#RJ@=@>^3SWJY<_!;P?= M>#+7PW)X5\./X?L)4N+73&TV$V=M(C[U= (MNQ6#$L"!D$YHHHYF%A(/@OX0T MVYAN;?PMX=AGLY[B\@D3385:&:X&+B12%R'E'#L.6[YK*\2?LP?#;Q7X;TO2 M-6^'_@G5-)T4@:=976AVTUO89.?W2,A5.23\H')HHI<\NX&IX\^"O@_XH^% (M=#\3>%?#?B#1;/;Y-AJ6FPW5M#M&%V1NI5<#@8' J6?X4^%7\)Z?X>;PSH#: M%ISI-9Z<=/B^R6CQ'?&T<6W8I5N00!@\BBBGS,!/B!\(/"?Q;&G_ /"4>&?# L_B-=+F%S9C5- /BN_LDO]^/S%.UN!R/2ND10J 8 X ':BBE=@.HHHH __]D! end XML 15 R1.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Document And Entity Information - shares 6 Months Ended Jul. 31, 2024 Sep. 04, 2024 Document Information [Line Items] Â Â Entity Central Index Key 0001774675 Â Entity Registrant Name Skillsoft Corp. Â Amendment Flag false Â Current Fiscal Year End Date --01-31 Â Document Fiscal Period Focus Q2 Â Document Fiscal Year Focus 2024 Â Document Type 10-Q Â Document Quarterly Report true Â Document Period End Date Jul. 31, 2024 Â Document Transition Report false Â Entity File Number 001-38960 Â Entity Incorporation, State or Country Code DE Â Entity Tax Identification Number 83-4388331 Â Entity Address, Address Line One 300 Innovative Way,Â Suite 2210 Â Entity Address, City or Town Nashua Â Entity Address, State or Province NH Â Entity Address, Postal Zip Code 03062 Â City Area Code 603 Â Local Phone Number 821-3902 Â Title of 12(b) Security Class A Common Stock, par value $0.0001 per share Â Trading Symbol SKIL Â Security Exchange Name NYSE Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Accelerated Filer Â Entity Small Business true Â Entity Emerging Growth Company true Â Entity Ex Transition Period false Â Entity Shell Company false Â Entity Common Stock, Shares Outstanding Â 8,230,259 X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition

available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Securities Act -Number 7A -Section B -Subsection 2 + Details Name: dei_EntityExTransitionPeriod Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 16 R2.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Unaudited Condensed Consolidated Balance Sheets - USD ($) $ in Thousands Jul. 31, 2024 Jan. 31, 2024 Current assets: Â Â Cash and cash equivalents $ 122,652 $ 136,308 Restricted cash 7,491 10,215 Accounts receivable, net of allowance for credit losses of approximately $618 and $562 as of July 31, 2024 and January 31, 2024, respectively 110,042 185,638 Prepaid expenses and other current assets 60,873 53,170 Total current assets 301,058 385,331 Property and equipment, net 4,319 6,639 Goodwill 317,071 317,071 Intangible assets, net 484,294 539,293 Right of use assets 5,336 8,044 Other assets 14,314 17,256 Total assets 1,126,392 1,273,634 Current liabilities: Â Â Current maturities of long-term debt 6,404 6,404 Borrowings under accounts receivable facility 40,406 44,980 Accounts payable 14,072 14,512 Accrued compensation 28,602 31,774 Accrued expenses and other current liabilities 23,724 29,939 Lease liabilities 2,613 3,049 Deferred revenue 226,573 282,570 Total current liabilities 342,394 413,228 Long-term debt 575,364 577,487 Deferred tax liabilities 45,891 52,148 Long-term lease liabilities 7,156 9,251 Deferred revenue - non-current 1,688 2,402 Other long-term liabilities 12,477 13,531 Total long-term liabilities 642,576 654,819 Commitments and contingencies Shareholdersâ€™ equity: Â Â Shareholdersâ€™ common stock - Class A common shares, $0.0001 par value: 18,750,000 shares authorized and 8,504,829 shares issued and 8,205,052 shares outstanding at July 31, 2024, and 8,380,436 shares issued and 8,080,659 shares outstanding at January 31, 2024 1 1 Additional paid-in capital 1,556,865 1,551,005 Accumulated equity (deficit) (1,388,680) (1,321,478) Treasury stock, at cost - 299,777 shares as of July 31, 2024 and January 31, 2024 (10,891) (10,891) Accumulated other comprehensive income (loss) (15,873) (13,050) Total shareholdersâ€™ equity 141,422 205,587 Total liabilities and shareholdersâ€™ equity $ 1,126,392 $ 1,273,634 X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations, excluding pension and other postretirement benefits, incurred through that date and payable for perquisites provided to employees pertaining to services received from them. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedEmployeeBenefitsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of expenses incurred but not yet paid nor invoiced, and liabilities classified as other. + ReferencesNo definition available. + Details Name: us-gaap_AccruedLiabilitiesAndOtherLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14 + Details Name: us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210

-Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deferred tax asset, of deferred tax liability attributable to taxable differences with jurisdictional netting. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(15)(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-6 + Details Name: us-gaap_DeferredIncomeTaxLiabilitiesNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of obligation due after one year or beyond the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 22: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionReflects the total carrying amount as of the balance sheet date of debt having initial terms less than one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_ShortTermBorrowings Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -

Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount allocated to previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481520/505-30-50-4Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 17 R3.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Unaudited Condensed Consolidated Balance Sheets (Parentheticals) - USD ($) $ in Thousands Jul. 31, 2024 Jan. 31, 2024 Allowance for credit loss $ 618 $ 562 Common stock, par value (in dollars per share) $ 0.0001 $ 0.0001 Common stock, authorized (in shares) 18,750,000 18,750,000 Common stock, issued (in shares) 8,504,829 8,205,052 Common stock, outstanding (in shares) 8,380,436 8,080,659 Treasury stock (in shares) 299,777 299,777 X - DefinitionAmount of allowance for credit loss on accounts receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant XML 18 R4.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Unaudited Condensed Consolidated Statements of Operations - USD ($) shares in Thousands, $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Revenues: Â Â Â Â Total revenues $ 132,223 $ 141,187 $ 260,016 $ 276,741 Operating expenses: Â Â Â Â Costs of revenues 32,471 40,467 66,942 78,291 Content and software development 14,993 17,863 30,499 34,898 Selling and marketing 40,684 40,411 82,976 86,338 General and administrative 19,395 25,085 44,704 50,381 Amortization of intangible assets 31,788 39,221 63,371 77,466 Acquisition and integration related costs 921 937 2,418 2,328 Restructuring 11,299 2,501 12,266 7,719 Total operating expenses 151,551 166,485 303,176 337,421 Operating income (loss) (19,328) (25,298) (43,160) (60,680) Other income (expense), net (418) (934) 1,799 (1,309) Fair value adjustment of warrants 0 793 0 3,645 Fair value adjustment of interest rate swaps (6,506) 6,935 1,240 7,205 Interest income 1,045 871 1,973 1,516 Interest expense (16,415) (16,255) (32,693) (32,191) Income (loss) before provision for (benefit from) income taxes (41,622) (33,888) (70,841) (81,814) Provision for (benefit from) income taxes (2,056) (1,889) (3,639) (6,273) Income (loss) from continuing operations (39,566) (31,999) (67,202) (75,541) Gain (loss) on sale of business 0 0 0 (682) Net income (loss) $ (39,566) $ (31,999) $ (67,202) $ (76,223) Net income (loss) per share: Â Â Â Â Ordinary â€“ Basic and diluted - continuing operations (in dollars per share) $ (4.84) $ (4) $ (8.26) $ (9.39) Ordinary â€“ Basic and diluted - discontinued operations (in dollars per share) 0 0 0 (0.09) Ordinary â€“ Basic and diluted (in dollars per share) $ (4.84) $ (4) $ (8.26) $ (9.48) Weighted average common shares outstanding: Â Â Â Â Ordinary â€“ Basic and diluted (in shares) 8,180 8,005 8,135 8,042 X - DefinitionThe aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2 + Details Name: us-gaap_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThis element represents acquisition-related costs incurred to effect a business combination which costs have been expensed during the period. Such costs include finder's fees; advisory, legal, accounting, valuation, and other professional or consulting fees; general administrative costs, including the costs of maintaining an internal acquisitions department; and may include costs of registering and issuing debt and equity securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 25 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479405/805-10-25-23 + Details Name: us-gaap_BusinessCombinationAcquisitionRelatedCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate cost of goods produced and sold and services rendered during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B + Details Name: us-gaap_CostOfRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTotal costs of sales and operating expenses for the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_CostsAndExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before tax of gain (loss) recognized on the sale or disposal of a disposal group. Excludes discontinued operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-5 + Details Name: us-gaap_DisposalGroupNotDiscontinuedOperationGainLossOnDisposal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50

-Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax of income (loss) from continuing operations attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-18 + Details Name: us-gaap_IncomeLossFromContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of net income (loss) from continuing operations per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7Reference 17: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionPer basic share amount, after tax, of income (loss) from the day-to-day business activities of the discontinued operation and gain (loss) from the disposal of the discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic

270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1 + Details Name: us-gaap_InterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32 + Details Name: us-gaap_InvestmentIncomeInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482047/420-10-45-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.P.3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-1 + Details Name: us-gaap_RestructuringCharges Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RevenuesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe

aggregate total amount of expenses directly related to the marketing or selling of products or services. + ReferencesNo definition available. + Details Name: us-gaap_SellingAndMarketingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe net change in the difference between the fair value and the carrying value, or in the comparative fair values, of derivative instruments, including options, swaps, futures, and forward contracts, held at each balance sheet date, that was included in earnings for the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column F)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5A + Details Name: us-gaap_UnrealizedGainLossOnDerivatives Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasicAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 19 R5.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Comprehensive income (loss): Â Â Â Â Net income (loss) $ (39,566) $ (31,999) $ (67,202) $ (76,223) Foreign currency adjustment, net of tax 64 496 (2,823) 1,371 Total comprehensive income (loss) $ (39,502) $ (31,503) $ (70,025) $ (74,852) X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5 + Details Name: us-gaap_ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ComprehensiveIncomeNetOfTaxAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: 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-Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 20 R6.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Unaudited Condensed Consolidated Statements of Shareholders' Equity (Deficit) - USD ($) $ in Thousands Software Luxembourg Holding and Point Well (Predecessor) [Member] Common Stock Outstanding [Member] Software Luxembourg Holding and Point Well (Predecessor) [Member] Treasury Stock, Common [Member] Software Luxembourg Holding and Point Well (Predecessor) [Member] Additional Paid-in Capital [Member] Software Luxembourg Holding and Point Well (Predecessor) [Member] Retained Earnings [Member] Software Luxembourg Holding and Point Well (Predecessor) [Member] AOCI Attributable to Parent [Member] Software Luxembourg Holding and Point Well (Predecessor) [Member] Common Stock Outstanding [Member] Treasury Stock, Common [Member] Additional Paid-in Capital [Member] Retained Earnings [Member] AOCI Attributable to Parent [Member] Total Balance (in shares) at Jan. 31, 2023 Â Â Â Â Â 8,264,308 (81,514) Â Â Â Â Balance at Jan. 31, 2023 Â Â Â Â Â Â $ 1 $ (2,845) $ 1,521,587 $ (972,193) $ (14,794) $ 531,756 Share-based compensation Â Â Â Â Â Â Â $ 0 $ 0 9,128 0 0 9,128 Common stock issued (in shares) Â Â Â Â Â Â 22,538 0 Â Â Â Â Common stock issued Â Â Â Â Â Â $ 0 $ 0 0 0 0 0 Shares repurchased for tax withholding upon vesting of restricted stock-based awards (in shares) Â Â Â Â Â Â (8,131) Â Â Â Â Shares repurchased for tax withholding upon vesting of restricted stock-based awards Â Â Â Â Â Â $ 0 $ 0 (289) 0 0 (289) Repurchase of common stock (in shares) Â Â Â Â Â Â 0 (218,263) Â Â Â Â Repurchase of common stock Â Â Â Â Â Â $ 0 $ (8,046) 0 0 0 (8,046) Foreign currency adjustment, net of tax Â Â Â Â Â Â 0 0 0 875 875 Net income (loss) Â Â Â Â Â Â 0 0 0 (44,224) 0 (44,224) Balance (in shares) at Apr. 30, 2023 8,278,715 (299,777) Â Â Â Â Â Â Â Â Â Â Balance at Apr. 30, 2023 $ 1 $ (10,891) $ 1,530,426 $ (1,016,417) $ (13,919) $ 489,200 Â Â Â Â Â Â Share-based compensation Â Â Â Â Â Â Â $ 0 $ 0 (9,128) 0 0 (9,128) Balance (in shares) at Jan. 31, 2023 Â Â Â Â Â Â 8,264,308 (81,514) Â Â Â Â Balance at Jan. 31, 2023 Â Â Â Â Â Â $ 1 $ (2,845) 1,521,587 (972,193) (14,794) 531,756 Foreign currency adjustment, net of tax Â Â Â Â Â Â 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(10,891) 1,558,076 (1,349,114) (15,937) 182,135 Â Â Â Â Â Â Share-based compensation Â Â Â Â Â Â $ 0 $ 0 (7,153) 0 0 (7,153) Balance (in shares) at Jan. 31, 2024 Â Â Â Â Â Â

8,380,436 (299,777) Â Â Â Â Balance at Jan. 31, 2024 Â Â Â Â Â Â $ 1 $ (10,891) 1,551,005 (1,321,478) (13,050) 205,587 Foreign currency adjustment, net of tax Â Â Â Â Â Â Â Â Â Â Â Â (2,823) Net income (loss) Â Â Â Â Â Â Â Â Â Â Â Â (67,202) Balance (in shares) at Jul. 31, 2024 Â Â Â Â Â Â 8,504,829 (299,777) Â Â Â Â Balance at Jul. 31, 2024 Â Â Â Â Â Â $ 1 $ (10,891) 1,556,865 (1,388,680) (15,873) 141,422 Balance (in shares) at Apr. 30, 2024 8,394,098 (299,777) Â Â Â Â Â Â Â Â Â Â Balance at Apr. 30, 2024 $ 1 $ (10,891) $ 1,558,076 $ (1,349,114) $ (15,937) $ 182,135 Â Â Â Â Â Â Â Â Share-based compensation Â Â Â Â Â Â Â $ (0) $ (0) 814 (0) (0) 814 Common stock issued (in shares) Â Â Â Â Â Â Â 158,368 0 Â Â Â Â Common stock issued Â Â Â Â Â Â Â $ 0 $ 0 0 0 0 0 Shares repurchased for tax withholding upon vesting of restricted stock-based awards (in shares) Â Â Â Â Â Â Â (47,637) 0 Â Â Â Â Shares repurchased for tax withholding upon vesting of restricted stock-based awards Â Â Â Â Â Â Â 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Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 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-URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares used to settle grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting

Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNumber of shares that have been repurchased during the period and are being held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_TreasuryStockSharesAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the cost of common and preferred stock that were repurchased during the period. Recorded using the cost method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockValueAcquiredCostMethod Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 21 R7.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Unaudited Condensed Consolidated Statements of Cash Flows - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Cash flows from operating activities: Â Â Â Â Net income (loss) $ (39,566) $ (31,999) $ (67,202) $ (76,223) Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: Â Â Â Â Amortization of intangible assets Â Â 63,371 77,466 Share-based compensation Â Â 6,339 14,955 Depreciation Â Â 1,404 2,761 Non-cash interest expense Â Â 1,080 1,024 Non-cash property, equipment, software and lease impairment charges Â Â 2,293 4,808 Provision for credit loss expense (recovery) Â Â 56 4 (Gain) loss on sale of business 0 0 0 682 Provision for (benefit from) income taxes â€“ non-cash Â Â (6,271) (6,913) Fair value adjustment of warrants (0) (793) (0) (3,645) Fair value adjustment of interest rate swaps 6,506 (6,935) (1,240) (7,205) Change in assets and liabilities: Â Â Â Â Accounts receivable Â Â 75,004 73,172 Prepaid expenses and other current assets, including long-term Â Â (3,016) (520) Right-of-use assets Â Â 1,351 145 Accounts payable Â Â (603) (4,241) Accrued expenses and other liabilities, including long-term Â Â (9,568) (17,379) Lease liabilities Â Â (2,539) (1,081) Deferred revenues Â Â (56,962) (55,825) Net cash provided by (used in) operating activities Â Â 3,497 1,985 Cash flows from investing activities: Â Â Â Â Purchase of property and equipment Â Â (399) (3,406) Internally developed software - capitalized costs Â Â (8,796) (5,951) Sale of SumTotal, net of cash transferred Â Â 0 (5,137) Net cash provided by (used in) investing activities Â Â (9,195) (14,494) Cash flows from financing activities: Â Â Â Â Shares repurchased for tax withholding upon vesting of restricted stock-based awards Â Â (479) (881) Payments to acquire treasury stock Â Â 0 (8,046) Net cash provided by (used in) financing activities Â Â (8,255) (11,730) Effect of exchange rate changes on cash and cash equivalents Â Â (2,427) (472) Net increase (decrease) in cash, cash equivalents and restricted cash Â Â (16,380) (24,711) Cash, cash equivalents and restricted cash, beginning of period Â Â 146,523 177,556 Cash, cash equivalents and restricted cash, end of period 130,143 152,845 130,143 152,845 Supplemental disclosure of cash flow information: Â Â Â Â Cash and cash equivalents 122,652 147,927 122,652 147,927 Restricted cash 7,491 4,918 7,491 4,918 Cash, cash equivalents and restricted cash, end of period $ 130,143 $ 152,845 130,143 152,845 Term Loan Facility [Member] Â Â Â Â Cash flows from financing activities: Â Â Â Â Principal payments on Term loans Â Â (3,202) (3,202) Accounts Receivable Facility [Member] Â Â Â Â Cash flows from financing activities: Â Â Â Â Proceeds from facility, net of borrowings Â Â $ (4,574) $ 399 X - DefinitionAmount of amortization of intangible assets, including discontinued operations. + ReferencesNo definition available. + Details Name: skil_AmortizationOfIntangibleAssetsIncludingDiscontinuedOperations Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents cash and cash equivalents prior to sale of business at carrying value. + ReferencesNo definition available. + Details Name: skil_CashAndCashEquivalentsAtCarryingValuePriorToSaleOfBusiness Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents non-cash lease and property and equipment impairment charges. + ReferencesNo definition available. + Details Name: skil_NoncashLeaseAndPropertyAndEquipmentImpairmentCharges Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsNoncashItemsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of deferred income tax expense (benefit) and income tax credits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_DeferredIncomeTaxesAndTaxCredits Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22 + Details Name: us-gaap_DepreciationDepletionAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before tax of gain (loss) recognized on the sale or disposal of a disposal group. Excludes discontinued operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-5 + Details Name: us-gaap_DisposalGroupNotDiscontinuedOperationGainLossOnDisposal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in obligation for operating lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_IncreaseDecreaseInOperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition

available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB 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https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards 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-Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of periodic reduction over lease term of carrying amount of right-of-use asset from operating lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_OperatingLeaseRightOfUseAssetAmortizationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionInterest paid other than in cash for example by issuing additional debt securities. As a noncash item, it is added to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_PaidInKindInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow to reacquire common stock during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsForRepurchaseOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the development, modification or acquisition of software programs or applications for internal use (that is, not to be sold, leased or otherwise marketed to others) that qualify for capitalization. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsForSoftware Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThis element represents the cash inflow during the period from the sale of a component of the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromDivestitureOfBusinessesNetOfCashDivested Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe net cash inflow or cash outflow from a contractual arrangement with the lender, including letter of credit, standby letter of credit and revolving credit arrangements, under which borrowings can be made up to a specific amount at any point in time with either short term or long term maturity that is collateralized (backed by pledge, mortgage or other lien in the entity's assets). + ReferencesNo definition available. + Details Name: us-gaap_ProceedsFromRepaymentsOfLinesOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow to repay long-term debt that is wholly or partially secured by collateral. Excludes repayments of tax exempt secured debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfSecuredDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash and cash equivalents restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_RestrictedCashAndCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net change in the difference between the fair value and the carrying value, or in the comparative fair values, of derivative instruments, including options, swaps, futures, and forward contracts, held at each balance sheet date, that was included in earnings for the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4:

http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column F)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5A + Details Name: us-gaap_UnrealizedGainLossOnDerivatives Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=skil_TermLoanFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=skil_AccountsReceivableFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 22 R8.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Unaudited Supplemental Disclosures of Cash Flows Information - USD ($) $ in Thousands 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Supplemental disclosure of cash flow information: Â Â Cash paid for interest $ 32,486 $ 32,804 Cash paid (received) for income taxes, net of refunds $ 1,430 $ 5,111 X - DefinitionAmount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-23Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_IncomeTaxesPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 23 R9.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 1 - Description of Business and Basis of Presentation 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] (1)Â Â Â Â Description of Business and Basis of Presentation Â Description of Business Â Skillsoft Corp. (together with its consolidated subsidiaries, â€œSkillsoftâ€, â€œweâ€, â€œusâ€, â€œourâ€ and the â€œCompanyâ€) has been listed on the New York Stock Exchange under the ticker symbol â€œSKILâ€ since June 14, 2021. Through a portfolio of high-quality content, an AI-enabled platform that is personalized and connected to customer needs, and a broad ecosystem of partners, Skillsoft drives continuous growth and performance for employees and their organizations by overcoming critical skills gaps, unlocking human potential, and developing the workforce. Â With more than 150,000 expert-led skills-building courses in modalities ranging from video and audio to instructor-led training, coaching, practice labs, and a generative Artificial Intelligence (â€œGenAIâ€)-powered conversation simulator, Skillsoft offers transformative learning experiences for leaders to frontline workers, readers to hands-on learners. Â References in the accompanying footnotes to the Companyâ€™s fiscalÂ year refer to the fiscalÂ year ended JanuaryÂ 31 of thatÂ year (e.g., fiscalÂ 2024 is the fiscalÂ year ended January 31, 2024). Â SumTotal Â Refer to Note 4 â€œDiscontinued Operationsâ€Â in our fiscal 2024 Form 10-K for information regarding the SumTotal business and its 2022 sale. Â Reverse Stock Split Â On September 29, 2023, we effected a 1-for-20Â reverse stock split of our common stock and proportionately decreased the number of authorized shares of common stock. All fiscal 2024 shares, outstanding options, warrants, restricted stock unit (â€œRSUâ€),Â and per share information throughout this Form 10-Q haveÂ been retroactively adjusted to reflect the reverse stock split. The shares of common stock retain a par value of $0.0001 per share. Accordingly, an amount equal to the par value of the decreased shares resulting from the reverse stock split was reclassified from â€œCommon stockâ€Â to â€œAdditional paid-in capitalâ€. Â Basis of Financial Statement Preparation Â The accompanying condensed consolidated financial statements include the accounts of Skillsoft and its wholly owned subsidiaries. These financial statements are unaudited. However, in the opinion of management, the condensed consolidated financial statements reflect all normal and recurring adjustments necessary for their fair statement. Interim results are not necessarily indicative of results expected for any other interim period or a full year. We prepared the accompanying unaudited condensed consolidated financial statements in accordance with the instructions for Form 10-Q and Article 10 of Regulation S-X and, therefore, include all information and footnotes necessary for a complete presentation of operations, comprehensive income (loss), financial position, changes in shareholdersâ€™ equity (deficit) and cash flows in conformity with accounting principles generally accepted in the United States of America (â€œGAAPâ€). The financial statements contained in these interim financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in theÂ 2024Â Form 10-K.Â Â Certain amounts reported in prior years have been reclassified to conform to the presentation in the current year. These reclassifications had no effect on total assets, total liabilities, total stockholdersâ€™ equity, or net income (loss) for the prior years. Â The Company is an â€œemerging growth company,â€ as defined in SectionÂ 2(a)Â of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the â€œJOBSÂ Actâ€), and has and may in the future take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to,Â reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.Â We will cease to qualify as an emerging growth company as of January 31, 2025. As a result, beginning with ourÂ Form 10-K for fiscal 2025, we willÂ be subject to the provisions of Section 404(b) of the Sarbanes-Oxley ActÂ and our independent registered public accounting firm willÂ formally attest to the effectiveness of our internal controls over financial reporting. Â Principles of Consolidation Â The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All material intercompany transactions and balances have been eliminated in consolidation. Â Use of Estimates Â The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from our estimates. Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R10.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 2 - Summary of Significant Accounting Policies 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Significant Accounting Policies [Text Block] (2)Â Â Â Â Summary of Significant Accounting Policies Â The Companyâ€™s significant accounting policies are discussed in Note 2â€”Summary of Significant Accounting PoliciesÂ included in theÂ 2024 Form 10-KÂ and should be read in connection with the reading of these interim unaudited financial statements. Â Recently Issued Accounting Guidance Â In December 2023, the FASB issued ASUÂ 2023-07, Improvements toÂ Reportable Segment Disclosures, which will require disclosure of significant segment expenses and other segment items. The Company will adopt this guidance effective inÂ our Form 10-K for the fiscal year endingÂ January 31, 2025. We are currently evaluating the impact of this amended disclosure guidance. Â In December 2023, the FASB also issued ASUÂ 2023-09, Improvements toÂ Income Tax Disclosures, which will requireÂ additional information in the rate reconciliation table and additional disclosures about income taxes paid. The CompanyÂ will adopt this guidance effective February 1, 2025. We are currently evaluating the impact of this amended disclosure guidance. X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R11.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 3 - Intangible Assets 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Goodwill and Intangible Assets Disclosure [Text Block] (3)Â Â Â Â Intangible Assets Â Intangible assets consisted of the following (dollars in thousands and weighted average remaining life in years): Â Â Â July 31, 2024 Â Â January 31, 2024 Â Â Â Weighted Average Remaining Life Â Â Gross Carrying Amount Â Â Accumulated Amortization Â Â Net Carrying Amount Â Â Weighted Average Remaining Life Â Â Gross Carrying Amount Â Â Accumulated Amortization Â Â Net Carrying Amount Â Developed software/courseware
Â Â 2.2Â Â $359,094Â Â $203,997Â Â $155,097Â Â Â Â 2.7Â Â $355,247Â Â $172,578Â Â $182,669Â Customer contracts/relationships
Â Â 9.1Â Â Â Â 268,729Â Â Â Â 78,116Â Â Â Â 190,613Â Â Â Â 9.5Â Â Â Â 269,300Â Â Â Â 59,091Â Â Â Â 210,209Â Trademarks and trade names
Â Â 11.9Â Â Â Â 52,742Â Â Â Â 8,190Â Â Â Â 44,552Â Â Â Â 12.4Â Â Â Â 52,863Â Â Â Â 6,184Â Â Â Â 46,679Â Publishing rights
Â Â 1.9Â Â Â Â 41,100Â Â Â Â 25,779Â Â Â Â 15,321Â Â Â Â 2.4Â Â Â Â 41,100Â Â Â Â 21,668Â Â Â Â 19,432Â Backlog
Â Â 1.4Â Â Â Â 49,700Â Â Â Â 47,534Â Â Â Â 2,166Â Â Â Â 1.9Â Â Â Â 49,700Â Â Â Â 45,941Â Â Â Â 3,759Â Skillsoft trademark
Â Â IndefiniteÂ Â Â 76,545Â Â Â â€”Â Â Â 76,545Â Â Â IndefiniteÂ Â Â 76,545Â Â Â â€”Â Â Â 76,545Â Total intangible assets
Â Â Â Â Â $847,910Â Â $363,616Â Â $484,294Â Â Â Â Â Â Â $844,755Â Â $305,462Â Â $539,293Â Â Amortization expense related to the existing finite-lived intangible assets is expected to be as follows (in thousands) for the fiscal years ended January 31: Â Â Â Amortization Expense Â 2025 (six months remaining) Â $63,348Â 2026 Â Â 123,499Â 2027 Â Â 77,986Â 2028 Â Â 37,548Â 2029 Â Â 27,854Â Thereafter Â Â 77,514Â Total future amortization Â $407,749Â Â Amortization expense related to intangible assets in the aggregate was $31.8Â million, $63.4Â million, $39.2Â millionÂ andÂ $77.5Â million for theÂ three and six months ended July 31, 2024 and theÂ three and six months ended July 31, 2023,Â respectively. Â Impairment Review Requirements and Assumption Uncertainty Â The Company reviews intangible assets subject to amortization if any adverse conditions exist or a change in circumstances has occurred that would indicate impairment or a change in remaining useful life. The Company reviews indefinite lived intangible assets, including goodwill, on the annual impairment test date (JanuaryÂ 1) or more frequently if there are indicators of impairment. Â In connection with the impairment evaluation, the Company may first consider qualitative factors to determine whether the existence of events or circumstances indicates that it is more likely than not (i.e.,Â a likelihood of more than 50%) that the fair value of a reporting unit is less than its carrying amount. Performing a quantitative goodwill and indefinite lived intangibleÂ impairment test is not necessary if an entity determines based on this assessment that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount. If the Company fails or elects to bypass the qualitative assessment, the goodwill impairment test must be performed. Â This test requires: Â Â 1. For our identifiable intangibles subject to amortization: Â a. If management believes there are unfavorable changes to assumptions and factors that occurred that would indicate impairment or a change in the remaining useful life; Â b. An estimate of the undiscounted future cash flows attributable to the amortizable intangibles are projected and compared to the carrying values; Â c. If the undiscounted future cash flows are less than the carrying values; Â d. The fair values for identifiable intangibles, including any indefinite lived intangibles, are fair valued using the income approach; and Â e. If the fair values of the identifiable intangibles are less than their carrying values, an impairment equal to the difference is recorded. Â 2. Next a comparison of the carrying value of the reporting unit to its estimated fair value is completed. If the carrying value of a reporting unitÂ exceeds its fair value, an impairment loss equal to the difference is recorded, not to exceed the amount of goodwill allocated to the reporting unit. Â The fair value of our reporting units is determined using a weighted average valuation model of the income approach (discounted cash flow approach) and market approach. The income approach requires management to make certain assumptions based upon information available at the time the valuations are performed. Actual results could differ from these assumptions. We pay particular attention toÂ ensure the assumptions used are reflective of what a market participant would have used in calculating fair value considering the then current economic conditions.Â Â In determining reporting units, the Company first identifies its operating segments, and then assesses whether any components of these segments constitute a business for which discrete financial information is available and where management regularly reviews the operating results. Â The Company completed the qualitative assessment discussed above for the sixÂ months ended July 31, 2024 and concluded thatÂ there were no indicators of impairment for our reporting units. Â A roll forward of goodwill is as follows (in thousands): Â Description Â Talent Development Solutions Â Â Global Knowledge Â Â Consolidated Â Goodwill January 31, 2024
Â $287,650Â Â $29,421Â Â $317,071Â Increase (decrease) Â Â â€”Â Â Â â€”Â Â Â â€”Â Goodwill July 31, 2024 Â $287,650Â Â $29,421Â Â $317,071Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated impairment, July 31, 2024 Â $698,405Â Â $84,694Â Â $783,099Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for goodwill and intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R12.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 4 - Taxes 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Income Tax Disclosure [Text Block] (4)Â Â Â Â Taxes Â For the three and six months ended July 31, 2024, for continuing operations,Â the Company recorded a tax benefitÂ ofÂ $2.1Â million andÂ $3.6Â million, respectively, on a pretax loss ofÂ $41.6 million and $70.8Â million, respectively.Â For theÂ three and six months ended July 31, 2023, for continuing operations, the Company recorded a tax benefit ofÂ $1.9 millionÂ andÂ $6.3 million, respectively, on a pretax loss ofÂ $33.9 million and $81.8Â million, respectively. For each period, the tax benefit reflects the effectÂ of non-deductible items, current period changes in the Companyâ€™s valuation allowance on its deferred tax assets and the impact of foreign taxÂ rate differential. X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4:

http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R13.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 5 - Restructuring 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Restructuring and Related Activities Disclosure [Text Block] (5)Â Â Â Â Restructuring Â On July 11, 2024, the Company announced a comprehensive resource reallocation plan. In connection with this and other strategic initiatives implemented during theÂ three and six months ended July 31, 2024 and July 31, 2023, the Companyâ€™s management approved and initiated plans to reduce its cost structure and better align operating expenses with existing economic conditions and the Companyâ€™s operating model. Â The following is a summary of restructuring chargesÂ by segmentÂ for theÂ three and six months ended July 31, 2024 and July 31, 2023Â (in thousands): Â Â Â Three Months Ended July 31, Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Talent Development Solutions Â $8,883Â Â $727Â Â $10,014Â Â $5,440Â Global Knowledge Â Â Â 2,416Â Â Â 1,773Â Â Â Â 2,252Â Â Â Â 2,279Â Total Â $11,299Â Â $2,501Â Â $12,266Â Â $7,719Â Â These restructuring charges are presented separately in the accompanying condensed consolidated statements of operations. The restructuring charges for the six months ended July 31, 2024Â and July 31, 2023Â are substantially all related to severance costs of terminated employees and lease termination and lease impairment charges.Â As ofÂ July 31, 2024 and January 31, 2024, the Company had restructuring charge liabilitiesÂ ofÂ $8.0 million and $3.3 million, respectively. Management anticipates further restructuring charges during the remainder of fiscal 2025 as the identified resource reallocation measures initiated in mid- July 2024 are fully implemented. X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods over which the remaining accrual will be settled. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/420/tableOfContentReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R14.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 6 - Leases, Commitments and Contingencies 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Commitments and Contingencies Disclosure [Text Block] (6)Â Â Â Â Leases, Commitments and Contingencies Â Leases Â The Companyâ€™s lease portfolio includes office space, training centers, and vehicles to support its research and development activities, sales operations and other corporate and administrative functions in North America, Europe and Asia. The Companyâ€™s leases have remaining terms of oneÂ year to ten years. Some of the Companyâ€™s leases include options to extend or terminate the lease prior to the end of the agreed upon lease term. For purposes of calculating lease liabilities, lease terms include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options. Â All of the Company's leases are classified as operating leases. OurÂ right-of-use (â€œROUâ€) assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the expected lease term. As the Companyâ€™s operating leases generally do not provide an implicit rate, the Company uses an estimated incremental borrowing rate in determining the present value of future payments. The incremental borrowing rate represents an estimate of the interest rate the Company would incur at the acquisition date to borrow an amount equal to the lease payments on a collateralized basis over the term of a lease within a particular location and currency environment. The weighted average incremental borrowing rate for its operating leases as of July 31, 2024 and January 31, 2024 wasÂ 5.9% and 5.7%, respectively. Â The operating leases are included in the captions â€œRight of use assetsâ€, â€œLease liabilitiesâ€, and â€œLong-term lease liabilitiesâ€ on the Companyâ€™s condensed consolidated balance sheets. The weighted-average remaining lease term of the Companyâ€™s operating leases isÂ 6.3 years as of July 31, 2024. Lease costs for minimum lease payments are recognized on a straight-line basis over the lease term. The lease costs were $1.4Â million and related cash payments wereÂ $1.4 million for the six months ended July 31, 2024. The lease costs wereÂ $2.9 million and related cash payments were $1.4Â million for the six months ended July 31, 2023. Lease costs are included within the content and software development, selling and marketing, and general and administrative lines on the condensed consolidated statements of operations, and the operating leases related cash payments were included in the operating cash flowsÂ on the condensed consolidated statements of cash flows. Short-term lease costs and variable lease costs are not material. Â See Note 5Â for a discussion related to restructuring charges associated with lease termination and lease impairment charges. Â The below reconciles the undiscounted future minimum lease payments under non-cancellable leases to the total lease liabilities recognized on the condensed consolidated balance sheetÂ as of July 31, 2024Â (in thousands): Â Fiscal year ended January 31: Â Â Â 2025 (six months remaining) Â $1,804Â 2026 Â Â Â 2,134Â 2027 Â Â Â 1,583Â 2028 Â Â Â 1,510Â 2029 Â Â Â 1,326Â Thereafter Â Â Â 3,158Â Total future minimum lease payments Â Â Â 11,515Â Effects of discounting Â Â Â (1,746) Total lease liabilities Â $9,769Â Â Â Â Â Â Â Current lease liabilities Â $2,613Â Long-term lease liabilities Â Â Â 7,156Â Total lease liabilities Â $9,769Â Â Litigation Â On November 21, 2023, the Company was named as a nominal defendant in a shareholder derivative action filed in the Delaware Court of Chancery captioned Norcross v. Prosus N.V., et al.Â The plaintiff, a Company shareholder, alleges that the Company's directors and controlling shareholders breached their fiduciary duties to plaintiffs by causing the Company to acquireÂ Codecademy at an above-market price.Â Plaintiff seeks monetary damages as compensation for the harm caused by the alleged breaches. We currently cannot estimate any possible loss that may result from this action. Â In addition, the Company is, from time to time, party to general legal proceedings and claims, which arise in the ordinary course of business including those relating to commercial and contractual disputes, employment matters, intellectual property, and other business matters. When appropriate, management consults with legal counsel and other appropriate experts to assess claims. If, in managementâ€™s opinion, we have incurred a probable loss as determined in accordance with GAAP, an estimate is made of the loss and the appropriate accrual is reflected in our condensed consolidated financial statements. Currently, there are no material amounts accrued. While it is not possible to quantify the financial impact or predict the outcome of all pending claims and litigation, management does not anticipate that the outcome of any current proceedings or known claims, either individually or in aggregate, will materially affect the Companyâ€™s financial position, results of operations or cash flows. Â Guarantees Â The Companyâ€™s software license arrangements and hosting services are typically warranted to perform in a manner consistent with general industry standards that are reasonably applicable and substantially in accordance with the Companyâ€™s product documentation under normal use and circumstances. The Companyâ€™s arrangements also include certain provisions for indemnifying customers against liabilities if its products or services infringe a third partyâ€™s intellectual property right.Â The Company has entered into service level agreements with some of its hosted application customers warranting certain levels of uptime reliability and such agreements permit those customers to receive credits againstÂ monthly hosting fees or terminate their agreements in the event that the Company fails to meet those levels for an agreed upon period of time. Â To date, the Company has not incurred any material costs as a result of such indemnifications or commitments and has not accrued any liabilities related to such obligations in the accompanying condensed consolidated financial statements.Â Â X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 29 R15.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 7 - Long-term Debt 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Debt Disclosure [Text Block] (7)Â Â Â Â Long-Term Debt Â Debt consisted of the following (in thousands): Â Â Â July 31, 2024 Â Â January 31, 2024 Â Term Loan - current portion Â $6,404Â Â $6,404Â Current maturities of long-term debt Â $6,404Â Â $6,404Â Â Â Â Â Â Â Â Â Â Â Â Term Loan - long-term portion Â $584,995Â Â $588,197Â Original issue discount - long-term portion Â Â (6,242)Â Â (6,942) Deferred financing costs - long-term portion Â Â (3,389)Â Â (3,768) Long-term debt Â $575,364Â Â $577,487Â Â The Companyâ€™s debt outstanding as of July 31, 2024 matures as shown below (in thousands): Â Future principal payments due for fiscal years ended January 31: Â Â Â Â 2025 (six months remaining) Â $3,202Â 2026 Â Â Â 4,803Â 2027 Â Â Â 6,404Â 2028 Â Â Â 8,005Â 2029 Â Â Â 568,985Â Thereafter Â Â Â â€”Â Total payments Â Â Â 591,399Â Current portion Â Â Â (6,404) Unamortized original issue discount and issuance costs Â Â (9,631) Long-term portion Â $575,364Â Â Refer to Note 14 â€œLong-Term Debtâ€Â in ourÂ 2024 Form 10-KÂ for information regarding the Company's term loan and accounts receivable facility. Â The reserve balance associated with the accounts receivable facility wasÂ $5.0 million onÂ July 31, 2024 and isÂ classified as restricted cash on the condensed consolidated balance sheet. The interest rate on borrowings outstanding under the accounts receivable facility was 8.46%Â at July 31, 2024. As of July 31, 2024, $40.4Â million was drawn under theÂ accounts receivable facility and is classified as a current liability on the balance sheet.Â X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB 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https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix:

us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 30 R16.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 8 - Shareholders' Equity 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Equity [Text Block] (8)Â Â Â Â Shareholdersâ€™ Equity Â Common Stock Â As of July 31, 2024, the Companyâ€™s authorized share capital consisted of 18,750,000Â shares of ClassÂ A common stockÂ andÂ 10,000,000 shares of preferred stock, with a par value $0.0001 each, and 8,504,829Â shares of ClassÂ A common stock were issued andÂ 8,205,052 sharesÂ were outstanding. As of July 31, 2024, the Company had no shares of preferred stock or Class C common stock outstanding. Except as required by law, holders of shares of ClassÂ C common stock are not entitled to vote any such shares. Â Subject to applicable law, the Company may declare dividends to be paid ratably to holders of ClassÂ A common stock out of the Companyâ€™s assets that are legally available to be distributed as dividends in the discretion of the Companyâ€™s board of directors. Holders of ClassÂ C common stock are generally not entitled to dividends. Â Warrants Â Refer to Note 16 â€œShareholdersâ€™Â Equityâ€Â in ourÂ 2024 Form 10-K, for information related to the equity and liability-classified warrants. Â Share Repurchase Authorization Â On July 10, 2024, the Companyâ€™s board of directors authorized Skillsoft to repurchase up to $10 million of its Class A common stock, with an objective to manage potential dilution from future vesting of employee equity grants. The share repurchase authorizationÂ will terminate on July 11, 2028 and does not obligate the Company to purchase any minimum number of shares of Common Stock, and the authorization may be suspended, modified, or discontinued at any time without prior notice.Â As of July 31, 2024, no Class A common stock had been repurchased under the share repurchase authorization. Â Accumulated Other Comprehensive Income (Loss) Â Accumulated Other Comprehensive Income (Loss) associated with foreign currency translation adjustments consisted of the following (in thousands): Â Â Â Three Months Ended July 31, Â Â Â 2024 Â Â Â 2023 Â Â Â Before Tax Â Â Income Tax Â Â Net Â Â Before Tax Â Â Income Tax Â Â Net Â Balance as of beginning-of-period Â $(15,937)Â $â€”Â Â $(15,937)Â $(13,919)Â $â€”Â Â $(13,919) Translation adjustment Â Â 64Â Â Â â€”Â Â Â 64Â Â Â 496Â Â Â â€”Â Â Â 496Â Balance as of end-of-period Â $(15,873)Â $â€”Â Â $(15,873)Â $(13,423)Â $â€”Â Â $(13,423) Â Â Â Â Â Six Months Ended July 31, Â Â Â 2024 Â Â Â 2023 Â Â Â Before Tax Â Â Income Tax Â Â Net Â Â Before Tax Â Â Income Tax Â Â Net Â Balance as of beginning-of-period Â $(13,050)Â $â€”Â Â $(13,050)Â $(14,794)Â $â€”Â Â $(14,794) Translation adjustment Â Â (2,823)Â Â â€”Â Â Â (2,823)Â Â 1,371Â Â Â â€”Â Â Â 1,371Â Balance as of end-of-period Â $(15,873)Â $â€”Â Â $(15,873)Â $(13,423)Â $â€”Â Â $(13,423) Â Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-6Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(e)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18 + Details Name: us-gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R17.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 9 - Stock-based Compensation 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Share-Based Payment Arrangement [Text Block] (9)Â Â Â Â Stock-Based Compensation Â Equity Incentive Plans Â In JuneÂ 2021, SkillsoftÂ adopted the 2020 Omnibus Incentive Plan (â€œ2020 Planâ€). The 2020 Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, other equity-based awards, and cash-based incentive awards to employees, directors, and consultants of the Company. Under the 2020 Plan, 655,295 shares were initially made available for issuance. The 2020 Plan includes an annual increase on JanuaryÂ 1 eachÂ year beginning on JanuaryÂ 1, 2022, in an amount equal to 5.0% of the total number of shares of common stock outstanding on DecemberÂ 31 of the preceding calendarÂ year. The Compensation Committee may act prior to JanuaryÂ 1 of a givenÂ year to provide that there will be no JanuaryÂ 1 increase for suchÂ year or that the increase for suchÂ year will be a lesser number of shares of common stock than provided for in the 2020 Plan. As of July 31, 2024, a total ofÂ 1,367,132 shares of common stock were available for issuance under the 2020 Plan. Â In May 2024, Skillsoft adopted the Skillsoft Corp. 2024 Employment Inducement Incentive Award Plan (the â€œInducement Planâ€).Â The Inducement Plan provides for the inducement grants of nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, other equity-based awards, and cash-based incentive awards to new hires, or individuals being rehired following a bona fide period of non-employment with the Company, in compliance with Section 303A.08 of the New York Stock Exchange Listed Company Manual. As of July 31, 2024, a total of 160,000 shares of common stock were available for issuance under the Inducement Plan. Â Stock Options Â Under the 2020 Plan, all employees are eligible to receive incentive share options and all employees, directors and consultants are eligible to receiveÂ non-statutory share options. The options generally vest over four years and have a term of ten years. Vested options under the plan generally expire not later than 90 days following termination of employment or service or twelve months following an optioneeâ€™sÂ death or disability. The fair value of stock options is determined on the grant date and amortized over the vesting period on a straight-line basis. Â The following summarizes the stock option activity for the six months ended July 31, 2024: Â Â Â Â Â

contract acquisition costs Â Â (11,130) Deferred contract acquisition costs as of July 31, 2024 Â $33,647Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-15Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R19.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 11 - Fair Value Measurements 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Fair Value Disclosures [Text Block] (11)Â Â Â Â Fair Value Measurements Â ASC Topic 820, Fair Value Measurements and Disclosures (â€œASC 820â€) establishes a fair value hierarchy that prioritizes the inputs used to measure fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs. Observable inputs are information that reflect the assumptions that market participants would use in pricing the asset or liabilityÂ based on market data obtained from sources independent of the Company. Unobservable inputs are variables that reflect the Companyâ€™s assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. Â The three levels of the fair value hierarchy established by ASC 820 in order of priority are as follows: Â Â â— Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Â Â â— Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active. Â Â â— Level 3: Unobservable inputs that reflect the Companyâ€™s assumptions about the assumptions that market participants would use in pricing the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available. Â The following summarizes the Companyâ€™s assets and liabilities that are measured at fair value on a recurring basis as of July 31, 2024 and are categorized using the fair value hierarchy (in thousands): Â Â Â Level 1 Â Â Level 2 Â Â Level 3 Â Â Â Â Â Â Description Â Measurements Â Â Measurements Â Â Measurements Â Â Total Â Cash and cash equivalents Â $122,652Â Â $â€”Â Â $â€”Â Â $122,652Â Restricted cash Â Â 7,491Â Â Â Â â€”Â Â Â Â â€”Â Â Â Â 7,491Â Interest rate swaps - asset (liability) Â Â â€”Â Â Â 2,442Â Â Â Â â€”Â Â Â 2,442Â Total assets and (liabilities) recorded at fair value Â $130,143Â Â $2,442Â Â $â€”Â Â $132,585Â Â Cash, Cash Equivalents and Restricted Cash Â The cost of our cash, cash equivalents and restricted cash agreed to the estimated fair value as of July 31, 2024. Refer to Note 2Â â€œSummary of Significant Accounting Policies - Cash, Cash Equivalents, and Restricted Cashâ€ in ourÂ 2024 Form 10-K for additional detail. Â Interest Rate Swaps Â On June 17, 2022, the Company entered into two fixed-rate interest rate swap agreements to change the Secured Overnight Financing Rate (â€œSOFRâ€)-based component of the interest rate on a portion of the Companyâ€™s variable rate debt to a fixed rate (the â€œInterest Rate Swapsâ€). The Interest Rate Swaps have a combinedÂ notional valueÂ of $300.0 million and a maturity date of June 5, 2027. The objective of the Interest Rate Swaps is to eliminate the variability of cash flows in interest payments onÂ $300.0 million of variable rate debt attributable to changes in benchmark one-month SOFR interest rates. The hedged risk is the exposure to changes in interest payments, attributable to fluctuations in benchmark SOFR interest rates over the interest rate swap term. The changes in cash flows of the interest rate swaps are expected to offset changes in cash flows of the variable rate debt. The Interest Rate Swaps are not designated as a cash flow hedge and changes in the fair value of the interest rate swaps are recorded in earnings each period. For theÂ three and six months ended July 31, 2024, the Company recognized a non-cash loss ofÂ $6.5Â million and aÂ non-cash gain ofÂ $1.2 million attributable to the Interest Rate Swaps, respectively.Â For the three and six months ended July 31, 2023,Â the Company recognized a non-cash gain of $6.9Â millionÂ andÂ $7.2 million attributable to the Interest Rate Swaps, respectively. Â The inputs for determining fair value of the Interest Rate Swaps are classified as Level 2 inputs. Level 2 fair value is based on estimates using standard pricing models. These standard pricing models use inputs which are derived from or corroborated by observable market data such as interest rate yield curves, index forward curves, discount curves, and volatility surfaces. The counterpartiesÂ to these derivative contracts areÂ highly rated financial institutions which we believe carryÂ only a minimal risk of nonperformance. Â Depending on whether the Interest Rate Swaps are in an asset or liability position as of the end of a reporting period, they are included in either the captions â€œOther assetsâ€ or â€œOther long-term liabilitiesâ€Â on the Company's condensed consolidated balance sheets. Â Other Fair Value Instruments Â The Company currently invests excess cash balances primarily in money market funds invested in United States Treasury securities and United States Treasury securities repurchase agreements, as well as cash deposits held at major banks. The carrying amounts of cash and cash equivalents, trade receivables, trade payables and accrued liabilities, as reported on the condensed consolidated balance sheet as ofÂ July 31, 2024, approximate their fair value because of the short maturity of those instruments.Â Â Our long-term debt is a financial instrument, and the fair value of the Companyâ€™s outstanding principal as of July 31, 2024Â was $476.2Â million. This fair value is determined based on inputs that are classified as Level 2 within the fair value hierarchy. X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 107 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-107Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 940 -SubTopic 820 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478119/940-820-50-1 + Details Name: us-gaap_FairValueDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 34 R20.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 12 - Segment Information 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Segment Reporting Disclosure [Text Block] (12)Â Â Â Â Segment Information Â ASC 280, Segment Reporting, establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker (â€œCODMâ€), in determining how to allocate resources and in assessing performance.Â The Companyâ€™s CODMÂ is itsÂ PrincipalÂ Executive Officer. The Companyâ€™s CODM evaluates results using the operating segment structure as the primary basis for which the allocation of resources and financial results are assessed. Â The Company has organized its business into twoÂ segments: TalentÂ Development Solutions (formerly known as Content & Platform) and Global Knowledge (formerly known as Instructor-Led Training). BothÂ of the Companyâ€™s segmentsÂ market and sell their offerings globally to businesses of many sizes, government agencies, educational institutions and resellers with a worldwide sales force positioned to offer the combinations that best meet customer needs. The CODMÂ primarily uses revenues and operating income as measures to evaluate financial results and allocation of resources. The Company allocates certain operating expenses to the reportable segments, including general and administrative costs based on the usage and relative contribution provided to the segments. There are no intercompany revenue transactions reported between the Companyâ€™s reportable segments. Â The TalentÂ Development Solutions business engages in the sale, marketing and delivery of its content learning solutions, in areas such as Leadership and Business, Technology and Developer and Compliance. This includes individualized coaching as well asÂ technical skill areas assumed in the Codecademy acquisition. In addition, TalentÂ Development Solutions offers Percipio, an artificial intelligence (â€œAIâ€)-driven online learning platform that delivers an immersive learning experience through SaaSÂ solutions. It leverages its highly engaging content, curated into nearly 700 learning paths (channels) that are continuously updated to ensure customers always have access to the latest information.Â Â The Global Knowledge business offers training solutions covering information technology and business skills for corporations and their employees. Global Knowledge guides its customers throughout their lifelong technology learning journey by offering relevant and up-to-date skills training through instructor-led (in-person â€œclassroomâ€ or online â€œvirtualâ€) and self-paced (â€œon-demandâ€), vendor certified, and other proprietary offerings. Global Knowledge offers a wide breadth of training topics and delivery modalities both on a transactional and subscription basis. Â The following presents summary results for each of the segments for theÂ three and six months ended July 31, 2024 and July 31, 2023: Â Â Â Three Months Ended July 31, Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Talent Development Solutions Â Â Â Â Â Â

http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 10: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 34 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-34Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-15Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/280/tableOfContentReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32 + Details Name: us-gaap_SegmentReportingDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R21.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 13 - Net Loss Per Share 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Earnings Per Share [Text Block] (13)Â Â Â Â Net Loss Per Share Â Basic earnings per share is computed by dividing net income for the period by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income for the period by the weighted-average number of common shares outstanding during the period, plus the dilutive effect of outstanding restricted stock-based awards, stock options, and shares issuable under the employee stock purchase plan using the treasury stock method. Â The following sets forth the computation of basic and diluted earnings per share (in thousands, except per share data): Â Â Â Three Months Ended July 31, Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Net income (loss) from continuing operations Â $(39,566)Â $(31,999)Â $(67,202)Â $(75,541) Net income (loss) from discontinued operations Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â (682) Net income (loss) Â $(39,566)Â $(31,999)Â $(67,202)Â $(76,223) Â Weighted average common shares outstanding: Â Ordinary â€“ Basic and diluted Â Â Â 8,180Â Â Â Â 8,005Â Â Â Â 8,135Â Â Â Â 8,042Â Â Net income (loss) per share: Â Ordinary â€“ Basic and diluted - Continuing operations Â $(4.84)Â $(4.00)Â $(8.26)Â $(9.39) Ordinary â€“ Basic and diluted - Discontinued operations Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â (0.09) Ordinary â€“ Basic and diluted Â $(4.84)Â $(4.00)Â $(8.26)Â $(9.48) Â During theÂ three and six months ended July 31, 2024 and July 31, 2023, the Company incurred net losses and, therefore, the effect of the Companyâ€™s potentially dilutive securities was not included in the calculation of diluted loss per share as the effect would be anti-dilutive. The following contains share/unit totals with a potentially dilutive impact, which excludes the effect of the treasury stock methodÂ (in thousands): Â Â Â Three Months Ended July 31, Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Common stock underlying warrants Â Â 3,098Â Â Â 3,098Â Â Â 3,098Â Â Â 3,098Â Stock options Â Â 63Â Â Â 101Â Â Â 72Â Â Â 105Â RSUs Â Â 1,002Â Â Â 1,094Â Â Â 986Â Â Â 877Â Total Â Â 4,163Â Â Â 4,293Â Â Â 4,156Â Â Â 4,080Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R22.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 14 - Related Party Transactions 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Related Party Transactions Disclosure [Text Block] (14)Â Â Â Â Related Party Transactions Â AgreementÂ with Largest Shareholder Â On January 31,Â 2022, Skillsoft entered into a commercial agreement to provide off-the-shelf Skillsoft products to the Companyâ€™s largest shareholder, MIH LearningÂ B.V., and itsÂ affiliates for $0.7 million over three years. X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(g)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/850/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-6Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1 + Details Name: us-gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 37 R23.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 15 - Subsequent Events 6 Months Ended Jul. 31, 2024 Notes to Financial Statements Â Subsequent Events [Text Block] (15)Â Â Â Â SubsequentÂ Events Â As previously announced, effective April 16, 2024, the Board of Directors of the Company appointed Ronald W. Hovsepian as the Companyâ€™s interim Principal Executive Officer and Executive Chairman. On September 4, 2024, the Company entered into a letter agreement with Mr. Hovsepian, pursuant to which he will serve as our Executive Chair and Chief Executive Officer. Â In addition to the above, the Company has completed an evaluation of all subsequent events after the balance sheet date of July 31, 2024 through the date this Quarterly Report on Form 10-Q was filed with the SEC, to ensure that this filing includes appropriate disclosure of events both recognized in the financial statements as of July 31, 2024, and events which occurred subsequently but were not recognized in the financial statements. The Company has concluded that no subsequent events have occurred that require disclosure, except as disclosed within these financial statements. Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/855/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483399/855-10-50-2 + Details Name: us-gaap_SubsequentEventsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 38 R24.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Insider Trading Arrangements 6 Months Ended Jul. 31, 2024 Insider Trading Arr Line Items Â Material Terms of Trading Arrangement [Text Block] ITEM 5. OTHER INFORMATION. Â 10b5-1 Trading Plans Â During the three and six months ended July 31, 2024, no director or officer of the Company adopted or terminated a â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangement,â€ as each term is defined in Item 408(a) of Regulation S-K. Â Rule 10b5-1 Arrangement Adopted [Flag] false Non-Rule 10b5-1 Arrangement Adopted [Flag] false Rule 10b5-1 Arrangement Terminated [Flag] false Non-Rule 10b5-1 Arrangement Terminated [Flag] false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a + Details Name: ecd_InsiderTradingArrLineItems Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_MtrlTermsOfTrdArrTextBlock Namespace Prefix: ecd_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration XML 39 R25.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Significant Accounting Policies (Policies) 6 Months Ended Jul. 31, 2024 Accounting Policies [Abstract] Â New Accounting Pronouncements, Policy [Policy Text Block] Recently Issued Accounting Guidance Â In December 2023, the FASB issued ASUÂ 2023-07, Improvements toÂ Reportable Segment Disclosures, which will require disclosure of significant segment expenses and other segment items. The Company will adopt this guidance effective inÂ our Form 10-K for the fiscal year endingÂ January 31, 2025. We are currently evaluating the impact of this amended disclosure guidance. Â In December 2023, the FASB also issued ASUÂ 2023-09, Improvements toÂ Income Tax Disclosures, which will requireÂ additional information in the rate reconciliation table and additional disclosures about income taxes paid. The CompanyÂ will adopt this guidance effective February 1, 2025. We are currently evaluating the impact of this amended disclosure guidance. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 40 R26.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 3 - Intangible Assets (Tables) 6 Months Ended Jul. 31, 2024 Notes Tables Â Schedule of Finite Lived and Indefinite Lived Intangible Assets by Major Class [Table Text Block] Â Â July 31, 2024 Â Â Â January 31, 2024 Â Â Â Weighted Average Remaining Life Â Â Gross Carrying Amount Â Â Accumulated Amortization Â Â Net Carrying Amount Â Â Weighted Average Remaining Life Â Â Gross Carrying Amount Â Â Accumulated Amortization Â Â Net Carrying Amount Â Developed software/courseware
Â Â 2.2Â Â $359,094Â Â $203,997Â Â $155,097Â Â Â 2.7Â Â $355,247Â Â $172,578Â Â $182,669Â Customer contracts/relationships
Â Â 9.1Â Â Â 268,729Â Â Â 78,116Â Â Â 190,613Â Â Â 9.5Â Â Â 269,300Â Â Â 59,091Â Â Â 210,209Â Trademarks and trade names
Â Â 11.9Â Â Â 52,742Â Â Â 8,190Â Â Â 44,552Â Â Â 12.4Â Â Â 52,863Â Â Â 6,184Â Â Â 46,679Â Publishing rights
Â Â 1.9Â Â Â 41,100Â Â Â 25,779Â Â Â 15,321Â Â Â 2.4Â Â Â 41,100Â Â Â 21,668Â Â Â 19,432Â Backlog
Â Â 1.4Â Â Â 49,700Â Â Â 47,534Â Â Â 2,166Â Â Â 1.9Â Â Â 49,700Â Â Â 45,941Â Â Â 3,759Â Skillsoft trademark
Â Â IndefiniteÂ Â Â 76,545Â Â Â â€”Â Â Â 76,545Â Â Â IndefiniteÂ Â Â 76,545Â Â Â â€”Â Â Â 76,545Â Total intangible assets
Â Â Â Â Â $847,910Â Â $363,616Â Â $484,294Â Â Â Â Â Â $844,755Â Â $305,462Â Â $539,293Â Finite-Lived Intangible Assets Amortization Expense [Table Text Block] Â Â Amortization Expense Â 2025 (six months remaining) Â $63,348Â 2026 Â Â 123,499Â 2027 Â Â 77,986Â 2028 Â Â 37,548Â 2029 Â Â 27,854Â Thereafter Â Â 77,514Â Total future amortization

Â $407,749Â Schedule of Goodwill [Table Text Block] Description Â Talent Development Solutions Â Â Global Knowledge Â Â Consolidated Â Goodwill January 31, 2024 Â $287,650Â Â $29,421Â Â $317,071Â Increase (decrease) Â Â â€”Â Â Â â€”Â Goodwill July 31, 2024 Â $287,650Â Â $29,421Â Â $317,071Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated impairment, July 31, 2024 Â $698,405Â Â $84,694Â Â $783,099Â X - DefinitionTabular disclosure of amortizable finite-lived intangible assets, in total and by major class, including the gross carrying amount and accumulated amortization, and indefinite-lived intangible assets not subject to amortization, excluding goodwill, in total and by major class. A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of a company. + ReferencesNo definition available. + Details Name: skil_ScheduleOfFiniteLivedAndIndefiniteLivedIntangibleAssetsByMajorClassTableTextBlock Namespace Prefix: skil_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of amortization expense of assets, excluding financial assets, that lack physical substance, having a limited useful life. + ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1AReference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2 + Details Name: us-gaap_ScheduleOfGoodwillTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 41 R27.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 5 - Restructuring (Tables) 6 Months Ended Jul. 31, 2024 Notes Tables Â Restructuring and Related Costs [Table Text Block] Â Â Three Months Ended July 31, Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Talent Development Solutions Â $8,883Â Â $727Â Â $10,014Â Â $5,440Â Global Knowledge Â Â 2,416Â Â Â Â 1,773Â Â Â Â 2,252Â Â Â Â 2,279Â Total Â $11,299Â Â $2,501Â Â $12,266Â Â $7,719Â X - DefinitionTabular disclosure of costs incurred for restructuring including, but not limited to, exit and disposal activities, remediation, implementation, integration, asset impairment, and charges against earnings from the write-down of assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.P.3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 420 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_ScheduleOfRestructuringAndRelatedCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 42 R28.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 6 - Leases, Commitments and Contingencies (Tables) 6 Months Ended Jul. 31, 2024 Notes Tables Â Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Fiscal year ended January 31: Â Â Â 2025 (six months remaining) Â $1,804Â 2026 Â Â 2,134Â 2027 Â Â 1,583Â 2028 Â Â 1,510Â 2029 Â Â 1,326Â Thereafter Â Â 3,158Â Total future minimum lease payments Â Â 11,515Â Effects of discounting Â Â (1,746) Total lease liabilities Â $9,769Â Â Â Â Â Â Current lease liabilities Â $2,613Â Long-term lease liabilities Â Â 7,156Â Total lease liabilities Â $9,769Â X - DefinitionTabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 43 R29.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 7 - Long-term Debt (Tables) 6 Months Ended Jul. 31, 2024 Notes Tables Â Schedule of Debt [Table Text Block] Â Â July 31, 2024 Â Â January 31, 2024 Â Term Loan - current portion Â $6,404Â Â $6,404Â Current maturities of long-term debt Â $6,404Â Â $6,404Â Â Â Â Â Â Â Â Â Â Term Loan - long-term portion Â $584,995Â Â $588,197Â Original issue discount - long-term portion Â Â (6,242)Â Â (6,942) Deferred financing costs - long-term portion Â Â (3,389)Â Â (3,768) Long-term debt Â $575,364Â Â $577,487Â Schedule of Maturities of Long-Term Debt [Table Text Block] Future principal payments due for fiscal years ended January 31: Â Â Â Â 2025 (six months remaining) Â $3,202Â 2026 Â Â 4,803Â 2027 Â Â 6,404Â 2028 Â Â 8,005Â 2029 Â Â 568,985Â Thereafter Â Â â€”Â Total payments Â Â 591,399Â Current portion Â Â (6,404) Unamortized original issue discount and issuance costs Â Â (9,631) Long-term portion Â $575,364Â X - DefinitionTabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of maturity and sinking fund requirement for long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 44 R30.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 8 - Shareholders' Equity (Tables) 6 Months Ended Jul. 31, 2024 Notes Tables Â Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block] Â Â Three Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â Â Before Tax Â Â Income Tax Â Â Net Â Â Before Tax Â Â Income Tax Â Â Net Â Â Balance as of beginning-of-period Â $(15,937)Â $â€”Â Â $(15,937)Â $(13,919)Â $â€”Â Â $(13,919) Translation adjustment Â Â 64Â Â Â â€”Â Â Â 64Â Â Â 496Â Â Â â€”Â Â Â 496Â Balance as of end-of-period Â $(15,873)Â $â€”Â Â $(15,873)Â $(13,423)Â $â€”Â Â $(13,423) Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â Â Before Tax Â Â Income Tax Â Â Net Â Â Before Tax Â Â Income Tax Â Â Net Â Â Balance as of beginning-of-period Â $(13,050)Â $â€”Â Â $(13,050)Â $(14,794)Â $â€”Â Â $(14,794) Translation adjustment Â Â (2,823)Â Â â€”Â Â Â (2,823)Â Â 1,371Â Â Â â€”Â Â Â 1,371Â Balance as of end-of-period Â $(15,873)Â $â€”Â Â $(15,873)Â $(13,423)Â $â€”Â Â $(13,423) X - DefinitionTabular disclosure of the components of accumulated other comprehensive income (loss). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20 + Details Name: us-gaap_ScheduleOfAccumulatedOtherComprehensiveIncomeLossTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 45 R31.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 9 - Stock-based Compensation (Tables) 6 Months Ended Jul. 31, 2024 Notes Tables Â Share-Based Payment Arrangement, Option, Activity [Table Text Block] Â Â Â Â Â Â Â Â Â Â Â Weighted - Â Â Â Â Â Â Â Â Â Â Â Weighted - Â Â Average Â Â Â Â Â Â Â Â Â Â Â Average Â Â Remaining Â Â Aggregate Â Â Â Â Â Â Â Exercise Â Â Contractual Â Â Intrinsic Value Â Â Â Shares Â Â Price Â Â Term (Years) Â Â (in thousands) Â Outstanding, January 31, 2024 Â Â 88,850Â Â $215.00Â Â Â 7.4Â Â $â€”Â Â Granted Â Â â€”Â Â Â â€”Â Â Â â€”Â Exercised Â Â â€”Â Â Â â€”Â Â Â â€”Â Forfeited Â Â (17,649)Â Â 215.00Â Â Â â€”Â Â Â â€”Â Expired Â Â (34,375)Â Â 215.00Â Â Â â€”Â Â Â â€”Â Outstanding, July 31, 2024 Â Â 36,826Â Â Â 215.00Â Â Â 5.8Â Â Â â€”Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Vested and exercisable, July 31, 2024 Â Â 29,141Â Â Â 215.00Â Â Â 5.5Â Â Â â€”Â Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Â Â Â Â Â Â Weighted - Â Â Aggregate Â Â Â Â Â Â Â Average Grant Â Â Intrinsic Value Â Â Â Shares Â Â Date Fair Value Â Â (in thousands) Â Unvested balance, January 31, 2024 Â Â 735,998Â Â $64.77Â Â $10,319Â Granted Â Â 462,030Â Â Â 15.88Â Â Â â€”Â Vested Â Â (178,964)Â Â 76.60Â Â Â â€”Â Forfeited Â Â (70,984)Â Â 61.43Â Â Â â€”Â Unvested balance, July 31, 2024 Â Â 948,080Â Â Â 39.03Â Â Â 16,307Â Â Â Â Â Â Â Â Weighted - Â Â Aggregate Â Â Â Â Â Â Â Average Grant Â Â Intrinsic Value Â Â Â Shares Â Â Date Fair Value Â Â (in thousands) Â Unvested balance, January 31, 2024 Â Â 182,742Â Â $72.60Â Â $2,562Â Granted Â Â 10,000Â Â 12.94Â Â Â â€”Â Vested Â Â Â â€”Â Â Â Â â€”Â Â Â Â â€”Â Forfeited Â Â (18,695)Â Â 61.52Â Â Â â€”Â Unvested balance, July 31, 2024 Â Â 174,047Â Â Â 70.36Â Â Â 2,994Â Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Â Â Three Months Ended July 31, Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Cost of revenues Â $132Â Â $238Â Â $298Â Â $335Â Content and software development Â Â 914Â Â Â 1,744Â Â Â 2,204Â Â Â 3,756Â Selling and marketing Â Â 797Â Â Â (667)Â Â 2,053Â Â Â 1,015Â General and administrative (1) Â Â (2,657)Â Â 4,512Â Â Â 1,784Â Â Â 9,849Â Total Â $(814)Â $5,827Â Â $6,339Â Â $14,955Â Â (1) Stock-based compensation expense during the three months ended July 31, 2024 was reduced by $6.0Â million due to forfeitures of share-based payments, including unvested equity-based awards associated withÂ theÂ former Chief Executive Officer whose employment with the Company endedÂ on May 9, 2024. Â X - DefinitionTabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the number and weighted-average grant date fair value for restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 46 R32.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 10 - Revenue (Tables) 6 Months Ended Jul. 31, 2024 Notes Tables Â Disaggregation of Revenue [Table Text Block] Â Â Three Months Ended July 31, Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â SaaS subscription services Â $95,642Â Â $98,032Â Â $188,804Â Â $191,851Â Virtual, on-demand and classroom Â Â 30,571Â Â Â 37,999Â Â Â 60,289Â Â Â 74,980Â Professional services Â Â 6,010Â Â Â 5,156Â Â Â 10,923Â Â Â 9,910Â Total net revenues Â $132,223Â Â $141,187Â Â $260,016Â Â $276,741Â Â Â Three Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Revenue: Â United States Â $88,384Â Â $92,936Â Â $173,332Â Â $182,023Â Europe, Middle East and Africa Â Â 32,457Â Â Â 35,741Â Â Â 63,802Â Â Â 70,276Â Other Americas Â Â 5,545Â Â Â 7,331Â Â Â 11,896Â Â Â 14,327Â Asia-Pacific Â Â 5,837Â Â Â 5,179Â Â Â 10,986Â Â Â 10,115Â Total net revenues Â $132,223Â Â $141,187Â Â $260,016Â Â $276,741Â Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Deferred revenue as of January 31, 2024 Â $284,972Â Billings deferred Â Â 203,305Â Recognition of prior deferred revenue Â Â (260,016) Deferred revenue as of July 31, 2024 Â $228,261Â Capitalized Contract Cost [Table Text Block] Deferred contract acquisition costs as of January 31, 2024 Â $36,667Â Contract acquisition costs Â Â 8,110Â Recognition of contract acquisition costs Â Â (11,130) Deferred contract acquisition costs as of July 31, 2024 Â $33,647Â X - DefinitionTabular disclosure of cost capitalized in obtaining or fulfilling contract with customer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of receivable, contract asset, and contract liability from contract with customer. Includes, but is not limited to, change in contract asset and contract liability. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10 + Details Name: us-gaap_ContractWithCustomerAssetAndLiabilityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5 + Details Name: us-gaap_DisaggregationOfRevenueTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 47 R33.htm IDEA: XBRL

DOCUMENT v3.24.2.u1 Note 11 - Fair Value Measurements (Tables) 6 Months Ended Jul. 31, 2024 Notes Tables Â Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Â Â Level 1 Â Â Level 2 Â Â Level 3 Â Â Â Â Â Description Â Measurements Â Â Measurements Â Â Measurements Â Â Total Â Cash and cash equivalents Â $122,652Â Â $â€”Â Â $â€”Â Â $122,652Â Restricted cash Â Â 7,491Â Â Â â€”Â Â Â â€”Â Â Â 7,491Â Interest rate swaps - asset (liability) Â Â â€”Â Â Â 2,442Â Â Â â€”Â Â Â 2,442Â Total assets and (liabilities) recorded at fair value Â $130,143Â Â $2,442Â Â $â€”Â Â $132,585Â X - DefinitionTabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 48 R34.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 12 - Segment Information (Tables) 6 Months Ended Jul. 31, 2024 Notes Tables Â Schedule of Segment Reporting Information, by Segment [Table Text Block] Â Â Three Months Ended July 31, Â Â Six Months Ended July 31, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Talent Development Solutions Â Â Â Â Â

http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_IndefiniteLivedIntangibleAssetsByMajorClassAxis=skil_SkillsoftTrademarkMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_DevelopedTechnologyRightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CustomerRelatedIntangibleAssetsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TrademarksAndTradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=skil_PublishingRightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_OrderOrProductionBacklogMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R39.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 3 - Intangible Assets - Expected Amortization Expense (Details) $ in Thousands Jul. 31, 2024 USD ($) 2025 (six months remaining) $ 63,348 2026 123,499 2027 77,986 2028 37,548 2029 27,854 Thereafter 77,514 Total future amortization $ 407,749 X - DefinitionAmount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesNo definition available. + Details Name: skil_FinitelivedIntangibleAssetExpectedAmortizationAfterYearFour Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 54 R40.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 3 - Intangible Assets - Roll Forward of Goodwill (Details) $ in Thousands 6 Months Ended Jul. 31, 2024 USD ($) Beginning Goodwill, net $ 317,071 Increase (decrease) 0 Ending Goodwill, net 317,071 Accumulated impairment, July 31, 2024 783,099 Content & Platform [Member] Â Beginning Goodwill, net 287,650 Increase (decrease) 0 Ending Goodwill, net 287,650 Accumulated impairment, July 31, 2024 698,405 Instructor-Led Training [Member] Â Beginning Goodwill, net 29,421 Increase (decrease) 0 Ending Goodwill, net 29,421 Accumulated impairment, July 31, 2024 $ 84,694 X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated impairment loss for asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1 + Details Name: us-gaap_GoodwillImpairedAccumulatedImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of increase (decrease) of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1 + Details Name: us-gaap_GoodwillPeriodIncreaseDecrease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_ReportingUnitAxis=skil_ContentPlatformMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ReportingUnitAxis=skil_InstructorledTrainingMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 55 R41.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 4 - Taxes (Details Textual) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Income Tax Expense (Benefit) $ 2,056 $ 1,889 $ 3,639 $ 6,273 Income (Loss) from Operations before Income Taxes $ 41,600 $ 33,900 $ 70,800 $ 81,800 X - DefinitionAmount of income (loss) from operations. + ReferencesNo definition available. + Details Name: skil_IncomeLossFromOperationsBeforeIncomeTaxes Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 56 R42.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 5 - Restructuring (Details Textual) - USD ($) $ in Millions Jul. 31, 2024 Jan. 31, 2024 Restructuring Reserve $ 8.0 $ 3.3 X - DefinitionCarrying amount (including both current and noncurrent portions of the accrual) as of the balance sheet date pertaining to a specified type of cost associated with exit from or disposal of business activities or restructuring pursuant to a duly authorized plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_RestructuringReserve Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 57 R43.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 5 - Restructuring - Schedule of Restructuring and Related Costs (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Restructuring Costs $ 11,299 $ 2,501 $ 12,266 $ 7,719 Talent Development Solutions' Segment [Member] Â Â Â Â Restructuring Costs 8,883 727 10,014 5,440 Global Knowledge Segment [Member] Â Â Â Â Restructuring Costs $ 2,416 $ 1,773 $ 2,252 $ 2,279 X - DefinitionAmount, after cash payment, of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_RestructuringCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_StatementBusinessSegmentsAxis=skil_TalentDevelopmentSolutionsSegmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=skil_GlobalKnowledgeSegmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 58 R44.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 6 - Leases, Commitments and Contingencies (Details Textual) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2024 Jul. 31, 2023 Apr. 30, 2024 Jan. 31, 2024 Operating Lease, Weighted Average Discount Rate, Percent 5.90% 5.90% Â Â 5.70% Operating Lease, Weighted Average Remaining Lease Term (Year) 6 years 3 months 18 days 6 years 3 months 18 days Â Â Â Lease, Cost Â $ 1,400 $ 2,900 Â Â Lease Payments Â 1,400 $ 1,400 Â Â Short-Term Lease, Cost Â 0 Â Â Â Legal Proceedings and Claims [Member] Â Â Â Â Â Loss Contingency Accrual, Ending Balance $ 0 0 Â Â Â Indemnifications or Commitments [Member] Â Â Â Â Â Loss Contingency Accrual, Ending Balance 0 $ 0 Â Â Â Loss Contingency, Loss in Period $ 0 Â Â Â Â Minimum [Member] Â Â Â Â Â Lessee, Operating Lease, Remaining Lease Term (Year) Â Â Â 1 year Â Maximum [Member] Â Â Â Â Â Lessee, Operating Lease, Remaining Lease Term (Year) Â Â Â 10 years Â X - DefinitionAmount of cash outflow from operating and finance leases. + ReferencesNo definition available. + Details Name: skil_LeasePayments Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of lease cost recognized by lessee for

lease contract. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_LeaseCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRemaining lease term of operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseRemainingLeaseTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of loss contingency liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 2: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-10 + Details Name: us-gaap_LossContingencyAccrualAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe amount of loss pertaining to the specified contingency that was charged against earnings in the period, including the effects of revisions in previously reported estimates. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1 + Details Name: us-gaap_LossContingencyLossInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionWeighted average discount rate for operating lease calculated at point in time. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of short-term lease cost, excluding expense for lease with term of one month or less. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_ShortTermLeaseCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_LossContingenciesByNatureOfContingencyAxis=skil_LegalProceedingsAndClaimsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LossContingenciesByNatureOfContingencyAxis=skil_IndemnificationsOrCommitmentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 59 R45.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 6 - Leases, Commitments and Contingencies - Future Minimum Lease Payments (Details) - USD ($) $ in Thousands Jul. 31, 2024 Jan. 31, 2024 2025 (six months remaining) $ 1,804 Â 2026 2,134 Â 2027 1,583 Â 2028 1,510 Â 2029 1,326 Â Thereafter 3,158 Â Total future minimum lease payments 11,515 Â Effects of discounting (1,746) Â Total lease liabilities 9,769 Â Current lease liabilities 2,613 $ 3,049 Long-term lease liabilities $ 7,156 $ 9,251 X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease due after fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesNo definition available. + Details Name: skil_LesseeOperatingLeaseLiabilityToBePaidAfterYearFour Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 60 R46.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 7 - Long-term Debt (Details Textual) - USD ($) $ in Thousands 3 Months Ended Jul. 31, 2024 Jan. 31, 2024 Restricted Cash, Current $ 7,491 $ 10,215 Accounts Receivable Facility [Member] Â Â Restricted Cash, Current $ 5,000 Â Debt Instrument, Interest Rate During Period 8.46% Â Proceeds from Issuance of Debt $ 40,400 Â X - DefinitionThe average effective interest rate during the reporting period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentInterestRateDuringPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe cash inflow during the period from additional borrowings in aggregate debt. Includes proceeds from short-term and long-term debt. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_CreditFacilityAxis=skil_AccountsReceivableFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 61 R47.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 7 - Long-term Debt - Schedule of Debt (Details) - USD ($) $ in Thousands Jul. 31, 2024 Jan. 31, 2024 Current maturities of long-term debt $ 6,404 $ 6,404 Term Loan - long-term portion 591,399 Â Original issue discount - long-term portion (6,242) (6,942) Deferred financing costs - long-term portion (3,389) (3,768) Long-term debt 575,364 577,487 Term Loan Facility [Member] Â Â Current maturities of long-term debt 6,404 6,404 Term Loan - long-term portion $ 584,995 $ 588,197 X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of debt discount to be amortized after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentUnamortizedDiscountNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated amortization, of debt issuance costs classified as noncurrent. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DeferredFinanceCostsNoncurrentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_DebtInstrumentAxis=skil_TermLoanFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 62 R48.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 7 - Long-term Debt - Maturity of Outstanding Debt (Details) - USD ($) $ in Thousands Jul. 31, 2024 Jan. 31, 2024 2025 (six months remaining) $ 3,202 Â 2026 4,803 Â 2027 6,404 Â 2028 8,005 Â 2029 568,985 Â Thereafter 0 Â Total payments 591,399 Â Current portion (6,404) $ (6,404) Unamortized original issue discount and issuance costs (9,631) Â Long-term portion $ 575,364 Â X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are

reported from current statement of financial position date (rolling approach). + ReferencesNo definition available. + Details Name: skil_LongtermDebtMaturityAfterYearFour Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of unamortized debt discount (premium) and debt issuance costs. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1A + Details Name: us-gaap_DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 63 R49.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 8 - Shareholders' Equity (Details Textual) - USD ($) $ / shares in Units, $ in Millions 3 Months Ended Jul. 31, 2024 Jul. 10, 2024 Jan. 31, 2024 Sep. 29, 2023 Common Stock, Shares Authorized (in shares) 18,750,000 Â 18,750,000 Â Preferred Stock, Shares Authorized (in shares) 10,000,000 Â Â Â Common Stock, Par or Stated Value Per Share (in dollars per share) $ 0.0001 Â $ 0.0001 $ 0.0001 Common Stock, Shares, Issued (in shares) 8,504,829 Â 8,205,052 Â Common Stock, Shares, Outstanding (in shares) 8,380,436 Â 8,080,659 Â Preferred Stock, Par or Stated Value Per Share (in dollars per share) $ 0.0001 Â Â Â Preferred Stock, Shares Outstanding (in shares) 0 Â Â Â Common Class A [Member] Â Â Â Â Common Stock, Shares Authorized (in shares) 18,750,000 Â Â Â Common Stock, Par or Stated Value Per Share (in dollars per share) $ 0.0001 Â Â Â Common Stock, Shares, Issued (in shares) 8,504,829 Â Â Â Common Stock, Shares, Outstanding (in shares) 8,205,052 Â Â Â Share Repurchase Program, Authorized, Amount Â $ 10 Â Â Treasury Stock, Shares, Acquired (in shares) 0 Â Â Â Common Class C [Member] Â Â Â Â Common Stock, Shares, Outstanding (in shares) 0 Â Â Â X - DefinitionAmount authorized for purchase of share under share repurchase plan. Includes, but is not limited to, repurchase of stock and unit of ownership. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 505 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481520/505-30-50-4 + Details Name: srt_StockRepurchaseProgramAuthorizedAmount1 Namespace Prefix: srt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_PreferredStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares that have been repurchased during the period and are being held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-

2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_TreasuryStockSharesAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassCMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 64 R50.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 8 - Shareholders' Equity - Accumulated Other Comprehensive Income (Loss) (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Balance, before tax $ (15,937) $ (13,919) $ (13,050) $ (14,794) Balance, tax 0 0 0 0 Balance, net (15,937) (13,919) (13,050) (14,794) Translation adjustment 64 496 (2,823) 1,371 Translation adjustment 0 0 0 0 Translation adjustment, net 64 496 (2,823) 1,371 Balance, before tax (15,873) (13,423) (15,873) (13,423) Balance, tax 0 0 0 0 Balance, net $ (15,873) $ (13,423) $ (15,873) $ (13,423) X - DefinitionAmount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14 + Details Name: us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before tax of increase (decrease) in accumulated equity from transactions and other events and circumstances from non-owner sources, attributable to parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners (distributions to owners). + ReferencesNo definition available. + Details Name: us-gaap_AociBeforeTaxAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of tax expense (benefit) allocated to accumulated other comprehensive income (loss) attributable to parent. + ReferencesNo definition available. + Details Name: us-gaap_AociTaxAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after tax, of realized and unrealized gain (loss) from foreign currency transaction. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 45 -Paragraph 38 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477346/946-830-45-38 + Details Name: us-gaap_ForeignCurrencyTransactionGainLossAfterTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount before tax, after reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (a) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1 + Details Name: us-gaap_OtherComprehensiveIncomeLossForeignCurrencyTransactionAndTranslationAdjustmentBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of tax expense (benefit), after reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (a) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 12 -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481956/830-20-45-5Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-21 + Details Name: us-gaap_OtherComprehensiveIncomeLossForeignCurrencyTranslationAdjustmentTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 65 R51.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 9 - Stock-based Compensation (Details Textual) $ / shares in Units, $ in Millions 3 Months Ended Jun. 30, 2021 shares Jul. 31, 2024 USD ($) $ / shares shares Share-Based Payment Arrangement, Option [Member] Â Â Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount | $ Â $ 0.4 Share-Based Compensation Arrangement by Share-Based Payment Award, Option, Nonvested, Weighted Average Exercise Price (in dollars per share) | $ / shares Â $ 67.23 Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition (Year) Â 10 months 24 days Restricted Stock Units (RSUs) [Member] Â Â Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount | $ Â $ 24.5 Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition (Year) Â 2 years 7 months 6 days Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Right To Receive Shares Â 1 Restricted Stock Units (RSUs) [Member] | Minimum [Member] Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period (Year) Â 3 years Restricted Stock Units (RSUs) [Member] | Maximum [Member] Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period (Year) Â 4 years Market-based Restricted Stock Units (MBRSUs) [Member] Â Â Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount | $ Â $ 1.3 Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition (Year) Â 1 year 2 months 12 days Market-based Restricted Stock Units (MBRSUs) [Member] | Minimum [Member] Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period (Year) Â 3 years Market-based Restricted Stock Units (MBRSUs) [Member] | Maximum [Member] Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period (Year) Â 4 years The 2020 Omnibus Incentive Plan [Member] Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in shares) | shares 655,295 Â Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Authorized, Annual Increase, Percentage 5.00% Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant (in shares) | shares 1,367,132 Â The 2020 Omnibus Incentive Plan [Member] | Share-Based Payment Arrangement, Option [Member] Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period (Year) 4 years Â Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period (Year) 10 years Â The 2020 Omnibus Incentive Plan [Member] | Share-Based Payment Arrangement, Option [Member] | Days Following Termination of Employment or Service [Member] Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period (Year) 90 days Â The 2020 Omnibus Incentive Plan [Member] | Share-Based Payment Arrangement, Option [Member] | Months Following Optionees Death or Disability [Member] Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period (Year) 12 months Â Inducement Plan [Member] Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant (in shares) | shares Â 160,000 X - DefinitionRight to receive shares per equity instrument other than options of share based payment arrangement. + ReferencesNo definition available. + Details Name: skil_SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsRightToReceiveShares Namespace Prefix: skil_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionPercentage of annual increase in shares authorized. + ReferencesNo definition available. + Details Name: skil_SharebasedCompensationArrangementBySharebasedPaymentAwardNumberOfSharesAuthorizedAnnualIncreasePercentage Namespace Prefix: skil_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionPeriod over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares authorized for issuance under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPeriod from grant date that an equity-based award expires, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardExpirationPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average grant-date fair value of non-vested options outstanding. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=skil_MarketbasedRestrictedStockUnitsMBRSUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=skil_The2020OmnibusIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementScenarioAxis=skil_DaysFollowingTerminationOfEmploymentOrServiceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementScenarioAxis=skil_MonthsFollowingOptioneesDeathOrDisabilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=skil_InducementPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 66 R52.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 9 - Stock-based Compensation - Summary of Stock Option Activity (Details) - USD ($) $ / shares in Units, $ in Thousands 6 Months Ended 12 Months Ended Jul. 31, 2024 Jan. 31, 2023 Outstanding, shares (in shares) 88,850 Â Outstanding, weighted average exercise price (in dollars per share) $ 215 Â Outstanding, weighted average remaining contractual term (Year) 5 years 9 months 18 days 7 years 4 months 24 days Outstanding, aggregate intrinsic value $ 0 $ 0 Granted, shares (in shares) 0 Â Granted, weighted average exercise price (in dollars per share) $ 0 Â Exercised, shares (in shares) 0 Â Exercised, weighted average exercise price (in dollars per share) $ 0 Â Forfeited, shares (in shares) (17,649) Â Forfeited, weighted average exercise price (in dollars per share) $ 215 Â Expired, shares (in shares) (34,375) Â Expired, weighted average exercise price (in dollars per share) $ 215 Â Outstanding, shares (in shares) 36,826 Â Outstanding, weighted average exercise price (in dollars per share) $ 215 Â Vested and Exercisable, shares (in shares) 29,141 Â Vested and Exercisable, weighted average exercise price (in dollars per share) $ 215 Â Vested and exercisable, July 31, 2024 (Year) 5 years 6 months Â Vested and Exercisable, aggregate intrinsic value $ 0 Â X - DefinitionNumber of options or other stock instruments for which the right to exercise has lapsed under the terms of the plan agreements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 +

Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of fully vested and expected to vest exercisable options that may be converted into shares under option plan. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount by which current fair value of underlying stock exceeds exercise price of fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingAggregateIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average exercise price, at which grantee can acquire shares reserved for issuance, for fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which option holders acquired shares when converting their stock options into shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options of the plan that expired. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for fully vested and expected to vest options outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 67 R53.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 9 - Stock-based Compensation - Summary of RSU Activity (Details) - USD ($) $ / shares in Units, $ in Thousands 6 Months Ended Jul. 31, 2024 Jan. 31, 2024 Jan. 31, 2023 Forfeited, shares (in shares) (18,695) Â Â Forfeited, weighted average grant date fair value (in dollars per share) $ 61.52 Â Â Forfeited, shares (in shares) (18,695) Â Â Restricted Stock Units (RSUs) [Member] Â Â Â Unvested balance, shares (in shares) 735,998 Â Â Unvested balance, weighted average grant date fair value (in dollars per share) $ 64.77 Â Â Unvested balance, aggregate intrinsic value $ 16,307 Â $ 10,319 Granted, shares (in shares) 462,030 Â Â Granted, weighted average grant date fair value (in dollars per share) $ 15.88 Â Â Vested, shares (in shares) (178,964) Â Â Vested, weighted average grant date fair value (in dollars per share) $ 76.6 Â Â Forfeited, shares (in shares) (70,984) Â Â Forfeited, weighted average grant date fair value (in dollars per share) $ 61.43 Â Â Unvested balance, shares (in shares) 948,080 Â Â Unvested balance, weighted average grant date fair value (in dollars per share) $ 39.03 Â Â Forfeited, shares (in shares) (70,984) Â Â Market-based Restricted Stock Units (MBRSUs) [Member] Â Â Â Unvested balance, shares (in shares) 182,742 Â Â Unvested balance, weighted average grant date fair value (in dollars per share) $ 72.6 Â Â Unvested balance, aggregate intrinsic value $ 2,994 $ 2,562 Â Granted, shares (in shares) 10,000 Â Â Granted, weighted average grant date fair value (in dollars per share) $ 12.94 Â Â Vested, shares (in shares) 0 Â Â Vested, weighted average grant date fair value (in dollars per share) $ 0 Â Â Unvested balance, shares (in shares) 174,047 Â Â Unvested balance, weighted average grant date fair value (in dollars per share) $ 70.36 Â Â X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionIntrinsic value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=skil_MarketbasedRestrictedStockUnitsMBRSUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 68 R54.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 9 - Stock-based Compensation - Summary of Stock-based Compensation (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Stock-based compensation expense $ (814) $ 5,827 $ 6,339 $ 14,955 Cost of Sales [Member] Â Â Â Â Stock-based compensation expense 132 238 298 335 Research and Development Expense [Member] Â Â Â Â Stock-based compensation expense 914 1,744 2,204 3,756 Selling and Marketing Expense [Member] Â Â Â Â Stock-based compensation expense 797 (667) 2,053 1,015 General and Administrative Expense [Member] Â Â Â Â Stock-based compensation expense $ (2,657) $ 4,512 $ 1,784 $ 9,849 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1:

http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_CostOfSalesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 69 R55.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 10 - Revenue (Details Textual) Pure in Thousands 3 Months Ended Jul. 31, 2024 Non-US [Member] Â Number of Countries with Greater Than Ten Percent of Revenue 0 Minimum [Member] | Subscription Contracts [Member] Â Customer Contract Term (Year) 1 year Maximum [Member] | Subscription Contracts [Member] Â Customer Contract Term (Year) 3 years X - DefinitionPeriod of customer contract, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: skil_CustomerContractTerm Namespace Prefix: skil_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe number of countries with greater than 10% of revenue. + ReferencesNo definition available. + Details Name: skil_NumberOfCountriesWithGreaterThanTenPercentOfRevenue Namespace Prefix: skil_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - Details Name: srt_StatementGeographicalAxis=us-gaap_NonUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=skil_SubscriptionContractsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 70 R56.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 10 - Revenue - Disaggregated Revenue and Geography Information (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Total revenues $ 132,223 $ 141,187 $ 260,016 $ 276,741 UNITED STATES Â Â Â Â Total revenues 88,384 92,936 173,332 182,023 EMEA [Member] Â Â Â Â Total revenues 32,457 35,741 63,802 70,276 Other Americas [Member] Â Â Â Â Total revenues 5,545 7,331 11,896 14,327 Asia Pacific [Member] Â Â Â Â Total revenues 5,837 5,179 10,986 10,115 SAAS and Subscription Services [Member] Â Â Â Â Total revenues 95,642 98,032 188,804 191,851 Virtual, On-demand and Classroom, and Individualized Coaching [Member] Â Â Â Â Total revenues 30,571 37,999 60,289 74,980 Professional Services [Member] Â Â Â Â Total revenues $ 6,010 $ 5,156 $ 10,923 $ 9,910 X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_StatementGeographicalAxis=country_US Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=us-gaap_EMEAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=skil_OtherAmericasMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=srt_AsiaPacificMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=skil_SAASAndSubscriptionServicesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=skil_VirtualOndemandAndClassroomAndIndividualizedCoachingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=skil_ProfessionalServicesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 71 R57.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 10 - Revenue - Deferred Revenue (Details) $ in Thousands 6 Months Ended Jul. 31, 2024 USD ($) Deferred revenue as of January 31, 2024 $ 284,972 Billings deferred 203,305 Recognition of prior deferred revenue (260,016) Deferred revenue as of July 31, 2024 $ 228,261 X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration from customer has been received or is due, from billing deferred. + ReferencesNo definition available. + Details Name: skil_ContractWithCustomerLiabilityIncreaseDecreaseForBillingDeferred Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. + ReferencesNo definition available. + Details Name: skil_ContractWithCustomerLiabilityRevenueRecognizedInPeriod Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 72 R58.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 10 - Revenue - Deferred Contract Acquisition Costs (Details) $ in Thousands 6 Months Ended Jul. 31, 2024 USD ($) Deferred contract acquisition costs as of January 31, 2024 $ 36,667 Contract acquisition costs 8,110 Recognition of contract acquisition costs (11,130) Deferred contract acquisition costs as of July 31, 2024 $ 33,647 X - DefinitionAmount of increase to asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesNo definition available. + Details Name: skil_CapitalizedContractCostContractAcquisitionCosts Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 73 R59.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 11 - Fair Value Measurements (Details Textual) $ in Millions 3 Months Ended 6 Months Ended Jul. 31, 2024 USD ($) Jul. 31, 2023 USD ($) Jul. 31, 2024 USD ($) Jul. 31, 2023 USD ($) Jun. 17, 2022 USD ($) Fair Value, Inputs, Level 2 [Member] Â Â Â Â Â Long-Term Debt, Fair Value $ 476.2 Â $ 476.2 Â Â Interest Rate Swap [Member] Â Â Â Â Â Derivative, Number of Instruments Held Â Â Â Â 2 Derivative, Notional Amount Â Â Â Â $ 300.0 Derivative, Gain (Loss) on Derivative, Net $ 6.5 $ 6.9 $ 1.2 $ 7.2 Â X - DefinitionAmount of increase (decrease) in the fair value of derivatives recognized in the income statement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNominal or face amount used to calculate payment on derivative. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1BReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1A + Details Name: us-gaap_DerivativeNotionalAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: instant X - DefinitionThe number of derivative instruments of a particular group held by the entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477439/946-210-55-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column C)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5AReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1BReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1A + Details Name: us-gaap_DerivativeNumberOfInstrumentsHeld Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionThe fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_LongTermDebtFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DerivativeInstrumentRiskAxis=us-gaap_InterestRateSwapMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 74 R60.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 11 - Fair Value Measurements - Assets and Liabilities Measured on a Recurring Basis (Details) - Fair Value, Recurring [Member] $ in Thousands Jul. 31, 2024 USD ($) Cash and cash equivalents $ 122,652 Restricted cash 7,491 Interest rate swaps - asset (liability) 2,442 Total assets and (liabilities) recorded at fair value 132,585 Fair Value, Inputs, Level 1 [Member] Â Cash and cash equivalents 122,652 Restricted cash 7,491 Interest rate swaps - asset (liability) 0 Total assets and (liabilities) recorded at fair value 130,143 Fair Value, Inputs, Level 2 [Member] Â Cash and cash equivalents 0 Restricted cash 0 Interest rate swaps - asset (liability) 2,442 Total assets and (liabilities) recorded at fair value 2,442 Fair Value, Inputs, Level 3 [Member] Â Cash and cash equivalents 0 Restricted cash 0 Interest rate swaps - asset (liability) 0 Total assets and (liabilities) recorded at fair value $ 0 X - DefinitionFair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_CashAndCashEquivalentsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair values as of the balance sheet date of the net amount of all assets and liabilities resulting from contracts that meet the criteria of being accounted for as derivative instruments. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 10 -Topic 815 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480463/815-10-45-5Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_DerivativeAssetsLiabilitiesAtFairValueNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value of asset after deduction of liability. + ReferencesReference 1:

http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueNetAssetLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_RestrictedCash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FairValueByMeasurementFrequencyAxis=us-gaap_FairValueMeasurementsRecurringMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel1Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 75 R61.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 12 - Segment Information (Details Textual) $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 USD ($) Jul. 31, 2023 USD ($) Jul. 31, 2024 USD ($) Jul. 31, 2023 USD ($) Number of Operating Segments 2 Â Â Â Intercompany Revenues Between Reportable Segments $ 0 Â Â Â Number of Channels 700 Â 700 Â Talent Development Solutions' Segment [Member] Â Â Â Â Depreciation $ 500 $ 600 $ 1,000 $ 1,400 Global Knowledge Segment [Member] Â Â Â Â Depreciation $ 200 $ 500 $ 400 $ 900 X - DefinitionAmount of intercompany revenues between the reportable segments. + ReferencesNo definition available. + Details Name: skil_IntercompanyRevenuesBetweenReportableSegments Namespace Prefix: skil_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of learning paths (channels) through which services are providing to customers. + ReferencesNo definition available. + Details Name: skil_NumberOfChannels Namespace Prefix: skil_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionThe amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of operating segments. An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfOperatingSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementBusinessSegmentsAxis=skil_TalentDevelopmentSolutionsSegmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=skil_GlobalKnowledgeSegmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 76 R62.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 12 - Segment Information - Summary Results (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Apr. 30, 2024 Jul. 31, 2023 Apr. 30, 2023 Jul. 31, 2024 Jul. 31, 2023 Revenues $ 132,223 Â $ 141,187 Â $ 260,016 $ 276,741 Operating expenses 151,551 Â 166,485 Â 303,176 337,421 Operating income (loss) (19,328) Â (25,298) Â (43,160) (60,680) Other income (expense), net (418) Â (934) Â 1,799 (1,309) Interest expense, net (15,370) Â (15,384) Â (30,720) (30,675) Fair value adjustment of warrants 0 Â 793 Â 0 3,645 Fair value adjustment of interest rate swaps (6,506) Â 6,935 Â 1,240 7,205 Income Tax Expense (Benefit) 2,056 Â 1,889 Â 3,639 6,273 Net income (loss) from continuing operations (39,566) Â (31,999) Â (67,202) (75,541) Gain (loss) on sale of business 0 Â 0 Â 0 (682) Net income (loss) (39,566) $ (27,636) (31,999) $ (44,224) (67,202) (76,223) Content & Platform [Member] Â Â Â Â Â Â Revenues 101,652 Â 103,188 Â 199,727 201,761 Operating expenses 119,772 Â 122,077 Â 241,149 251,601 Operating income (loss) (18,120) Â (18,889) Â (41,422) (49,840) Instructor-Led Training [Member] Â Â Â Â Â Â Revenues 30,571 Â 37,999 Â 60,289 74,980 Operating expenses 31,779 Â 44,408 Â 62,027 85,820 Operating income (loss) $ (1,208) Â $ (6,409) Â $ (1,738) $ (10,840) X - DefinitionTotal costs of sales and operating expenses for the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_CostsAndExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before tax of gain (loss) recognized on the sale or disposal of a disposal group. Excludes discontinued operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-5 + Details Name: us-gaap_DisposalGroupNotDiscontinuedOperationGainLossOnDisposal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax of income (loss) from continuing operations attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-18 + Details Name: us-gaap_IncomeLossFromContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest income (expense) classified as operating. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_InterestIncomeExpenseNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -

Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe net change in the difference between the fair value and the carrying value, or in the comparative fair values, of derivative instruments, including options, swaps, futures, and forward contracts, held at each balance sheet date, that was included in earnings for the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column F)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5A + Details Name: us-gaap_UnrealizedGainLossOnDerivatives Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_StatementBusinessSegmentsAxis=skil_ContentPlatformMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=skil_InstructorledTrainingMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 77 R63.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 12 - Segment Information - Segment Assets (Details) - USD ($) $ in Thousands Jul. 31, 2024 Jan. 31, 2024 Assets $ 1,126,392 $ 1,273,634 Talent Development Solutions' Segment [Member] Â Â Assets 1,028,073 1,168,671 Global Knowledge Segment [Member] Â Â Assets $ 98,319 $ 104,963 X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_StatementBusinessSegmentsAxis=skil_TalentDevelopmentSolutionsSegmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=skil_GlobalKnowledgeSegmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 78 R64.htm

IDEA: XBRL DOCUMENT v3.24.2.u1 Note 12 - Segment Information - Long-lived Assets by Geographic Region (Details) - USD ($) $ in Thousands Apr. 30, 2024 Jan. 31, 2024 Long-Lived Assets $ 4,319 $ 6,639 UNITED STATES Â Â Long-Lived Assets 1,537 3,311 Non-US [Member] Â Â Long-Lived Assets $ 2,782 $ 3,328 X - DefinitionLong-lived assets other than financial instruments, long-term customer relationships of a financial institution, mortgage and other servicing rights, deferred policy acquisition costs, and deferred tax assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41 + Details Name: us-gaap_NoncurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: srt_StatementGeographicalAxis=country_US Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=us-gaap_NonUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 79 R65.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 13 - Net Loss Per Share (Details Textual) - shares shares in Thousands 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Incremental Common Shares Attributable to Dilutive Effect of Call Options and Warrants (in shares) 0 0 X - DefinitionAdditional shares included in the calculation of diluted EPS as a result of the potentially dilutive effect of call options and warrants using the treasury stock method. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-22Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-23Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 26 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-26 + Details Name: us-gaap_IncrementalCommonSharesAttributableToCallOptionsAndWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 80 R66.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 13 - Net Loss Per Share - Computation of Basic and Diluted Earnings Per Share (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Apr. 30, 2024 Jul. 31, 2023 Apr. 30, 2023 Jul. 31, 2024 Jul. 31, 2023 Net income (loss) from continuing operations $ (39,566) Â $ (31,999) Â $ (67,202) $ (75,541) Net income (loss) from discontinued operations 0 Â 0 Â 0 (682) Net income (loss) $ (39,566) $ (27,636) $ (31,999) $ (44,224) $ (67,202) $ (76,223) Weighted average common shares outstanding (in shares) 8,180 Â 8,005 Â 8,135 8,042 Ordinary â€“ Basic and diluted - continuing operations (in dollars per share) $ (4.84) Â $ (4) Â $ (8.26) $ (9.39) Ordinary â€“ Basic and diluted - discontinued operations (in dollars per share) 0 Â 0 Â 0 (0.09) Ordinary â€“ Basic and diluted (in dollars per share) $ (4.84) Â $ (4) Â $ (8.26) $ (9.48) X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 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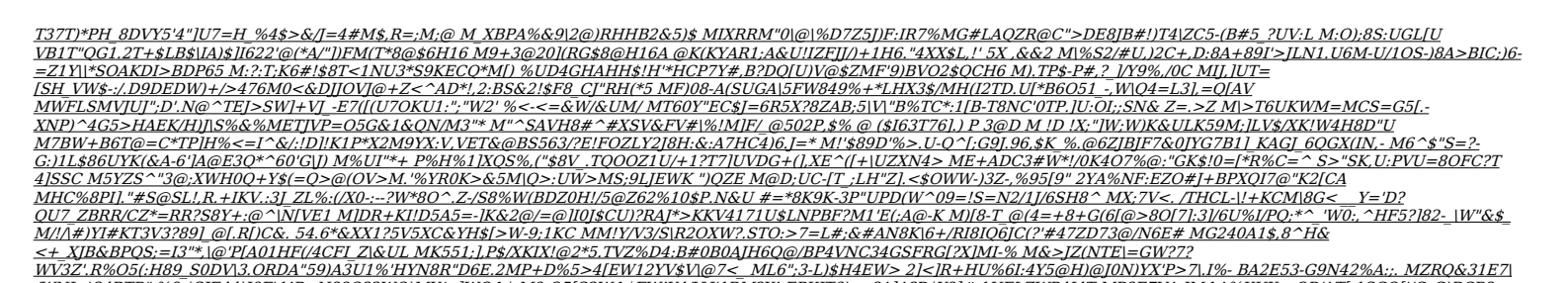
https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount after tax of income (loss) from continuing operations attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-18 + Details Name: us-gaap_IncomeLossFromContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of net income (loss) from continuing operations per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7Reference 17: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount after tax of income (loss) from a discontinued operation attributable to the parent. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxAttributableToReportingEntity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPer basic share amount, after tax, of income (loss) from the day-to-day business activities of the discontinued operation and gain (loss) from the disposal of the discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -

Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 81 R67.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 13 - Net Loss Per Share - Share/Unit Totals With Potentially Dilutive Impact (Details) - shares shares in Thousands 3 Months Ended 6 Months Ended Jul. 31, 2024 Jul. 31, 2023 Jul. 31, 2024 Jul. 31, 2023 Antidilutive securities (in shares) 4,163 4,293 4,156 4,080 Warrant [Member] Â Â Â Â Antidilutive securities (in shares) 3,098 3,098 3,098 3,098 Share-Based Payment Arrangement, Option [Member] Â Â Â Â Antidilutive securities (in shares) 63 101 72 105 Restricted Stock Units (RSUs) [Member] Â Â Â Â Antidilutive securities (in shares) 1,002 1,094 986 877 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 82 R68.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Note 14 - Related Party Transactions (Details Textual) - MIH Learnings B.V [Member] - Off-the-shelf Products [Member] $ in Millions 1 Months Ended Dec. 31, 2022 USD ($) Contractual Obligation, Total $ 0.7 Contractual Obligation, Period (Year) 3 years X - DefinitionThe period of contractual obligation, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: skil_ContractualObligationPeriod Namespace Prefix: skil_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of contractual obligation, including, but not limited to, long-term debt, lease obligation, purchase obligation, and other commitments. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3 + Details Name: us-gaap_ContractualObligation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=skil_MihLearningsBvMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionAxis=skil_OfftheshelfProductsMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 83 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 ("!*5D'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " @2E9@Z%&8N\ K @ $0 &1O8U!R;W!S+V-O&ULS9)1 M2\,P$,> _BN2]O;2;BJ'KB[*G"8(#Q;>0W+:PI@G)2;MO;QJW#M$/(.0E=__\ M[G>01GFA7,"7X#P&,AAO1MOU42B_8@(E1E!:R= M)OK3V#5P!4PPPF#C=P'U3,S5/[&Y ^R<'*.94\,PE,,BG] (.%;P_;U[SNH7I M(\E>87H5C:"3QQ6[3'Y;/#YMUZRM>;TL^$,ZVYH+?B^6MQ^3ZP^_J[!UVNS, M/S:^"+8- /H7[1=02P,$% @ ($I69E&UL[5I;<]HX%'[OK]!X9_9M"\8V@;:T$W-I=MNTF83M M3A^%$5B-;'EDD81_OTV23;J;/ 0LZ?O.14?GZ#AY\^XN8NB&B)3R M> +]O6N[!3+ MUES@6QHO(];JM-O=5H1I;*$81V1@?5XL:$#05%%:;U\@M.4?,_@5RU2-9:,! M$U=!)KF(M/+Y;,7\VMX^9<_I.ATR@6XP&U@@?\YOI^1.6HCA5,+$P&IG/U9K MQ]'22(""R7V4!;I)]J/3%0@R#3LZG5C.=GSVQ.V?C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*?IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1G*=D 4. #?$ MT4QO?*]!MHK@PI+27)#6SRFU4!H(FLB!4>"(<7K;YH] M5Z%82=J$^!!&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!& _'H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+([W1]072N0/]J<_Z3(T M!Z.:60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL! _]':-*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=? EK[DHN#Q;Y.FOH70^+, Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\J(A[J&&F,_# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO#*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR ML+YJ/;053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2?_VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<.[1[\8$@F_S6VZ3VW> ,? -2K6J5D*Q$_ M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:,0QY@%CS#*%F..^'19H:,J6+K#F-"F]! MU4#E/JO4#6CV#30,9FV-J/D3@H\W/[O#;#"Q([A[8N_ 5!+ P04 M" @2E9RYU)C?4% #@'P & 'AL+W=O[2 _2<"WDHUIRKLE3$J?JLK/4.GOC."I8\H2I M,Y'Q%'Z9"YDP#:=RX:A,^!(MEMI<<$;#C"WXC.L_LCL)9TZE$D8)3U4D4B+Y_+(S M]MY,?-\$%'?\&? &UVCDFQLJ#$(_F9!I>=ES3(A[S0!L)!O)6?,+CV"A!._[= MB';J9YK W>.M^DUA'LP\,,4G(OX:A7IYV1ET2,CG+(_U%[%^QS>&>D8O$+$J M_I)U>6^WVR%!KK1(-L'0@B1*R__L:=,1.P$]MR& ;@+HJP"OZ0G^)J#H.:=L M66'K+=-L-)1B3:2Y&]3,0=$W132XB5*3QIF6\&L$<7KT5@0Y9$63<1J2ZU1' M^IE,T[(\3#>?$K5DDJNAH^%I)L8)-LI7I3)M4.Z3CR+52P6J(0]?QCO0RJJI M=- O4*XH* I['9\3W3@AU:=?2G@D>/N/9&7&[MO 7S?&KGO,+/7]?S^UVU]\? MX"XRU3Q1_]BZK)3LVB7-*_M&92S@EQUX)Q67*]X9_?2#UW=_M?G]3F(OW'Y;%WB,F:!A+4V=5Z;.T49- %:39,&&M72G^?6LZ][F,/[Y\Q:EWOB/??TL\T5'M;6U@Y4>(?9^IPS MJ;F,S2B:"!FM%G$M+7/KZ(*'M;5(:XOT,(N;EPX;7/9(56#32#:X0%NO->EX M*$KL5"G,@BHJ2 ?))R[6.%W@<6U-UD#C'40T-U',R6V>/'!I-;&%ST M7:O!8\",5].,=Q#.3-, *$3(EA/R$Q#T1(A@4UR8#E .A':BQA7?WMMM7P, ML/%JLO%P--E8OF=/9!I" 4?S*"A'!RU?@PN M\FHP\G"6>=T1$W,&17XOUJFU$W"Y6Z:6.;/Z/ 8? >34@>3C5O/99O\?6@Q0HC4H41QT7AN]$TH#$?X598T#UAY%UW?[5N+%X]HZK=F) MXKQ3E.I8N':TW8, M1J(U(U$<:^XC#> @YL2C/S_\0F8\H"5DTFH25YK$#(;L,:0_26"FFFD1/)Z0 M##Y]5BS..?G1/3-K)B3CLER$]@C=?IM9@0D/:^NO!B9Z$#!M M5T]*R"\2"1.+_;-[C^(WZ]KQ!(]JZ[,&)7H0*$U3^#@M=Q+,QQO;&K?ZQ!6; M?!Z#@VC-0?0@#C(?-4#XP 8+(>UC$]XS#@(.$B 0EF)6K\=@(5JS$#V(A68) MBV-RE2OX6=DK%M=I6G# PUK:\VL"\@$H.N$RX5Y(W\#!;TTLT3&4FM.]P@V M^<3#VOJL^/K%3K%6IF3WL%$.F[MM'"RN5_H72- %W@VJR@7%.%Y4HJAGJ^ONWL=F=:U:4Q:U M_-@@W5:5:)[?RU()WLS([.7&I^)^;^R-Q>IZ)^[EK31?=A\;N%KT7O*BDK4N M5(T:N;F9O2-7:Y;8 9W%?POYJ()^(QO*G5)?[<7O^Y!K M69;6$^#XY^!TUK_3#CS^_>+]ERYX".9.:+E6Y=]%;K8WLW2&V1=6!^$$:OK1CVBQEJ#-_NCRTTW&J(I:CN-MZ:!IP6,,ZLOM6CSPL@< MK56=P_3L?VE5%KFPM]^+4M291+? V%1I=HB^W']";BY_0!2IJ]'FK6BWJ7%\O M#*"Q/A?9X5^MA=XBF#64V1_RG[9X$"4$[YW%O:NXKUX.([' M8\9BAM/>[1IU".-@D@_26V:(K.%:+'Z\.T=*,7)]&2C-"Y1@13POW@> ^. M!\&]RS+50M:@G6424GA7RCFJH?6J#1(E-,ANX4"K15DC89&A4D%QZ>[Q;M>H MIP+:D"R?T45,TFX^+GA,H0*M!2R/Y[Z^NX=0\2UTVO[F'-ZK=[+K@^6S+S7< MC9I@'(VGSF.6\IA- 3%W<9R<.9N=C(W>BR)%\VMFVHKL8E-E*2,?)6O,ACQU(M,4X3-@+N6G%&$NS'G?2XDR#NS\](\A40$^?E#!/,TQ%&CUG*&2-^D&D/,CV3 M7"#RQCQW2;4+> ?4:KKJ\V%-'1 1(\L14M,EZZ9\U.@!$\$!\.0ON]-J*^+V#'1'B9Y,GL'1R?I2R.ZC$9(/7:< M+>F234]XF@2[H)6B]BFT&H9J,B#E]/WLWB,TK5*<11-8!SHDP09:_57M[(# MX*C;9: (G1QZS!+*XPEX ^.1,.7M5W4 'O/T2@KU/VZ6/D.: -5-97"@.A*] M2H&4A;@KRL(4TB]#2) ROU6'?"]OIT$/%$K"'/H2-#!AVW0QVSHO57U_:613 M@2*_\Z)]E[3B"#O5=,;J%/3 ;"1,;>]5 V.*^EZC%D0SE+VK!-!&9'86O<1, M7.8"6- A9JAZS:)E.$!P9&(Z$*:X7+COQ;+%Z(;K$12*<.,O!9\8)G8 X\!L) M$QQ ;%JK^E1EY8.P>SXO3)>U:!IC!Z9K!BR23%7"0&\DS&\O, ,BYV@Y>P-P M^8VRA#J5[#%;+J?HF0XL2,,L^(>$/? YC-0E- AJ3L1KS6#$<32$^# MW$C(9 YKZT'6K;=8JU%Y: &SJ760T8T2I(Q M6(\9XU-;,CIP%@USUKX)OI'ZM9\,503-R2L%CQZ.43'76@;QHF+S6JJH*8S>. M>]["5&U U,@ZFT(<].? 7BLA[^/7 .SH]^!KXCN&@R+[=BD9N50FJ3?_X0TI) M\G.W?S;/7JW-@NSYK5K[>WD[C7U@4A9F4E_LH*\J52-M5/85FL&ZA"T2>M?? MMB-@8WR!WV*,">C%!CV(LI57B*3SA.,YW#Y8(=&:K6J*? Z&[V&I*YQQ'\Y0N M7YX76K?],XKY''/Z\DRU1L-V/(?R0*<'G[-#T-8BN<1B[WN,#R+^7+*W>CD MS#O3KC08$TC0'Y:1.!N' PL+A79X75MM"X["G99=%C3*Q*Z"1>$%Z=L>Y')39(7YR0O950B7A*5I?+2- M.6#V6@)#)Q,4S08UP<)JXG,#S-Q"!71U/KW!XF*&JXE>F./H?USY8J. M2\+=O'<-\0D:S09ZPL#S9,ZB>[-%>T!Z!$I&(.A\H/!(%U!HVZ@9'X;0*):/;? M./<71NVZSX1WRAA5=3^W4@!\:P#/-TJ9EPO[Y;'_TKSZ'U!+ P04 " M@2E9JP3(%+L" "X!P & 'AL+W=O4&O1<<:&G7FE,?>7[.B]I1?1 UE1 SU*JBABHJI6O M:T5)X405]P.,([\B3'A9ZMKF*DME8S@3=*Z0;]J*)<;RN5FZ@V]MX8[MBJ- M;?"SM"8KNJ#FH9XKJ/F]2\$]*C23 BFZG'K7PZM9;.-=P!]&-WJKC&PFCU(^ MV 9P?Q\P[EID4)CJ#\:O@ C8:7*,#!^(!\=D). MQ#&Y#Y/2ST5OSTS@ ,9' *XY['"7.IP5E"L*TX2XU L;1AXPS655P%F"7Y$^7J"8*K0EO*#J'E2@DYT1I5%,X MM"6LVL4A\-8_WH+" XSQ<(?]9- @[_'&// X"/FE,*15[A4UG^1VS/@C=NH9; M-,_D#H$'[V! (O =>-B#AU\ 9UHWIZ'#/98DQ.,DF.PP'X@+<(C#(ULEZI&C M+R##?:X-'%,F5]>XHWV>48+'HVB'^T <3G 43@YSQSUW_"'W/;Q- NE$O+?DI MV'@/(IA,XCC>83T9UJ+Z6_>]?=-^$[5B0B-.ER#$@Q@<5/M.M!4C:W?5/DH# M%[E/#-6E8[KN&TVDS5 MOA(\:XQVQ91Y7C3=\;RK/>U'(I[L)G3Q? M^)QOMMIF4!YT!=_F8*=G7TI>9[D6&9G+,H," M:(^4+/*,F\L/&CZ@,K0B(W7/1AW^JRZNB4_?$>:Q !G/_/7F/D;GG]U]^;?O?A8,_U@V?N//'_#W M61Q$60MU@R6V- 0UP4]/Y;M2>K\3=!%];$M5!3&8_?$[-:'&;49\PD_W :7@064)K$Y["% M"V.1Y']H'+9$8'$4!_0(.R,;'LF&H\76-9UR0\2WO6E1>-F%ERR[2SI;7-+9 M\D+.SC(1'3,1C9;=7*IV'1BKO-9%>% ($/@MB:A6>BPJ\(++KSD5%41HPJ^Q< M5)RP=*#]XB/7^ 6NI89EC\#R191@ MXB2R4 L7Y7O@S**.H((D37#]R9%Z,DK] 72;F6Z&.LC'K\),/HQO@B0Q2@*+ M+X:")F/Q=5&0P]CN, @]\OT!ONF1;SK*]V=10H:EYN+)0*+XR"*!B)P(G[I M> 16?]2YRMLM"R0?(B VK<"%%EAX:">H,*K4)SC&0;W,KL3S1$85+R3<,098Y$]S1%8 M'-- T@&NO6NFH*.MDDW3T!$K;=T<:TC!T,HS@HBAPICJ"\SV8.@YU!.?' 1N: M[KUDI..:L9=1>;F2.T'>%%*IMRCWP!G#%30YYLQR!,="EB8V=P07^"!*;.X(M+H(5Q1O@WBM(.BJ+9A_U5E1'WEW:W[XCI4#7\<[;^7CM"3G'4*D?V-Q=%(V= M=1SS17UOJ.)P4;'%=M//*_(@1SP"KJZZBD(OLJ@ MPJ+4=V8^(OA8X$3"1<7,&XI$+^7HN); [\$RX+7Z4K"NJJ!?8@@9!)?9"ORHLC+1P= MVJ2P7L2Q<1'WX;27DT>QEK!-V5?RD#?/[:"!<278%VQY;NLU1'$WM%6^!X2+H>/;F'L/%83CT4(GU8I"-B\&?>5X^ MAP)J0W'8]\ *\5@K "H\!JXVLQ?

&ER&+ER%+!'(5)6R)%_6V MN*BWY:6\G2>F%Z=L7)Q^K+*\Y-6?Y(?O$D;IC^2>]WS5[,2SO*C-[OL*;U#D M#]%S5:G3\5Z$+%Z&+#M(>AHT[WIH \1Z_\K
MXO07HI&\KI:25]02X@JK)0267@<#3WU8KY59.MH3?V]^00?R_ !5L1$PS78[MLPJVO^7*6BL-,8)9A[?(427^EUOD);TM+NIM>2EOYS^S]O+>'Y?WKRS?-FUH MS?JNK
95;4]B#.5Y]FX']67O=Y>HK\ 6+].3EQ9VHMHT;XLHJ,.ZU.T/T<>K MQS=2WC?O85C7[^G-G"+7% 1FV;YOTKMO7W_YE5>;'-I@(=9P*^\ZAJ%6[1LE M[8F6^^:5B4>IM=PUAUO!,U$9
'R_EE(GY@;'- KF?T?4$L#!!0 ("! M*5G^'6:E%@, .L) 8 >&PO=V]R:W-H965T&UK59M M;]HP$/XK5E9-K=0V[Z$PB%0(TSJM4UT:[;,;&)(UL9GM /WW.RDP.*2+0F%G3GC!98PY0M3
M+#G!204[JB"[XRW[YTH[:'G"@DQ8 M_C-+9#HRK@R4D#DN!D^$AQF622)&C": +YKT>"Y5F"U?),P@<*0PK$ MYK!50#FFJDY6!-W0F!4$G7YC0IRA"_0XB]#IR1DZ01E%#RDK!::)&)H2'%7'
MF7'CU+AVRCG#E(MN&96I0%-P*='@H^/XX C>A "U47*V41H[1PF_EODEVEQ&MX3XAUC#[]#0]E+ MA"X/-4504:CVL0HOW+X?!$-SM1MAG9G=[_?WS2*-6="#"MLWFVK,>H&CZG"E
MT>NW>OVC>J%'0 >@<$%R3FC\@G#R^"Y*=4V=(PK!@*M*XHTN"C6QO^-0X'4B M\-K$ZW>B%+VVN7"N=F35ZE];V6[/UFL/6NW!4>T/3.()SKL[\IV.?
G.G>Q6$+ZIG@P"%)97UK=2NMB^3ZZHA M=];'|F!B:]8C>,G4#X^_]/4SZ!;S148%RLDY J7C\MZHEDRZIW/C$) MG;@:IO :(UP9P/Z<,;F=J /:]UWX!U!+ P04 " @2E9^CC).PT1 "B MVP &
'AL+W=OCT@I%H6UU]))4G/S[4K)LFN K0'2.V]S$ MEG/P$))P2% XPGM^5Y1_5#=Y7AM?5LMU]?;DIJYO?SH[JV8W^2JKWA2W^;KY MGZNB7&5U\["\/JMNRSR;[QJMEF=L-'+.5MEB?
7)QOOO;^ +BO-C4R\4Z?U\: MU6:URLJO/^?+XN[MB7GR\(ON'LXOSV^PZ_YC7OJV^+YM'9X^4^6*5 MKZM%L3;*_.KMR3OSI]2QM@UVBG\N\KOJR>_&]JE*HM_M@^F\
[(K/GQ.;_,E\LMJ>G'GWOHR>,QMPV?_OY #W9/OGDRG([JORR6OR_F]Y?XVZO'9T8LTU5%ZM]XZ8'J\7Z_F?V M9?]"\-. [1NP8QM8^P;6L0WXO@$_MH&],V ?\\#9-W"D!HYSH,%XWV L-;#X
M@0;NOH$K-V +&DSV#29R@T-=,D\[2\[-^S:-^-WL=X:]V=-O^ [M:-K5%[^ML\U\4>=SXJ)8SQM#WO]6%5^=G M==/7[1'9OM^_7S?+W:@7Q^+J_JN-9:1;+
(DJT_%IKPV1'/*;ODOW:T/>=U<=IH!Z&?ENFE6J7H3O/B+],OEU'A7U^7BTZ;./BUS MHRZ:EZML?*'J5_C"_2(.*=2'?(XKIFKD\#$=J8'/&Y&Q&CIH/"6:#CYO-*2: MU{%KGF&WV5ES-
G\\I;/'4SK;7G_.3BKW\QG='?J1,I$N8A83X2 M%B!A(1(F[F'V#K:=O7^^<)G#K9%[?O;YJ;?[NE/7M$W>E47(OL5(6(*$I2!8 MQ[?
6HV^MHWQ[C%>5I*%>1<(\)Q'P@(D+$3"Q#W,>>)!4W)I7W*7&Y+)B4X M-C-M=]S5Q01M,F;FQ.KJ$D)GO%$.C>D?9EMF6/;>91U[, ?[<"5=MC=:IQN
M;\KGQJQ8W3;W)MEV5D#904D::@NZQ- M3"9=^^*^2,(D6D6J.5!GZ-N/0]]6#OW]#+K:3=(75;5I+/!D-D^2G8!LE,Q$I8@82D(UO&J\^A59ZA7*7\J M(4/]B81Y2)B/A 5(6(B$"4=[A=(J(D?
GWEBK2+2*5*7HC/?QXW@?ZZ=EE5'F MMYMR=K.;G5T5I5%G7XR[17USL _X:G/;F.)S7M7;!\55HZ_J6\TEWI+EV$Y-0=<4:!I#.4Y,'.0-(\ M*,V'T@(H+832Q)ZFNI;I)9%>$NLE"2%QQ[;L"
[6HZXHV@&&J$QC : ;^8MU< M&G+CU;*HZ$FG=;OC<>%LPQ[:C;Z,W;$IF?>2$)ZR6O0EM:[M/75'!PJG:"H!2@NA- &E3:&"T$J+H;0$2DM1M*Z-VQB&]!@%1:$U/ZP"@D=-R=L)%TYA3J
M%VZP/9"T"$J+H;0$2DM1M*X]VJB&J^V1RM)M0?K6J%-0ICJ*,1S@^=J[&!;0-,14)H/ MI0506@BE";,?/*#SYX20#*!#NQ=#:0F4EJ)H71>W^0Y3'? 8$D-7HP8[%QK- M@-)*"V
TD(H3>QIJC0Z(:'BZ&8_Z4'GT0DA'4BGA%0BG="I(NEFFW0PU5&' M;_F\&QI?@-(*,V'T@(H+832!)0VA=(B*"V&TA(H+37[Z0S3&IL'O-[&,TQU M/N.X3_&A60PHS8/2?"@M@-)"*$U
:5,H+8+28B@M@=)2DTB]C!W&+-K7K UP M,'6 X]!MZF:I^7XT-,H!I7E0F@^E!5!:"*4)UL]%N!:S3$>:HDX)(;G6%$'[M%'I-I"92EHFA=&[?!$Z:.GCR]3[5:%%

MUY2YU;3+R<].RN+,(1SF!=,8Z%$CMK\".^_U]QNQX&E$,XPR'9PLQ8N?@6N M#Y^4M(6!]S+'_*E_0-0Z?O&>WRP^"?A++2X@B7R(PS@]@9=T^28-7G(B7P-6 MP0V70>>25)9F->+;S1BKJ:LJ@3/V$(@"+;VP1;H$"LFMW1FMXWY5Z8UHUK# M'2Y1.Z_F"$;]%C$*6UZT7=4Z*VC@X+JVA=+\+};,\1?9DHC"EH2_$UM.PR:(M" :$]0_765:7M:!6Y_"%B.F&&17 73"/"!]EIDJ$WJ_*F+-_:6.RU]T=+ /VT MLZ9E.NIWHEL_I88R?T%J.$B.D-IK7?@T?FFQU\[YYG\L:>*'E^$1;GMM+TK] MP2A]8;'7OE+27NP/F^SV/ITB\I-!U*E;Z;\N\;%K,#AXKTK4J^95=M-02]L^ M79VV> BOV_?N/ _VJ^$3TU1< P*7Y!I>*]XJT.U+W I65&ULS5A;;]RV$OXKQ-8H'$#6ZGZ) M+X#M)&T"I#'L.$51[(&6J%?$TB$KDE*:_W _/HS0TKRVEEO6K0/?=D5*N%? ITMC1FJ7H~U]62=53[9T=AZ^ODAPO5WPA;.UWGHFZ,F=E%]Q M\+X^G05H$&M995 #A;][=LG:%A6!&7\..F?3EBBX_3QJ?V=]!U_NJ&:7LOV5 MUV9Y.BMFI&8-[5MS+=<_L\&? %/55LM7VEZS=VB2=D:K71G:#,%C0<>'^Z<,0 MARV!(GA!(!H$(FNWV\A:^88:>G:BY)HH7 W:\,&Z:J7!."XP*3=&P5L.A=_CIUR6YU6#:O]8I6['0&=:&9NF>SLQ]_"+/@>(^QR61LLD_[MVH@/SX0Q%%P;%]?O;S@8H>*("$ MCT]6*/+(&U:Q[HXI2#C@?+.U5,BM@5/3MYL)&&X*[/@(4C@Q3,=!?.X'Q=/% MGG.0?%JA4YK< E05,4OFM#2RAQ$3L**6#"Z?^:(:WB=N>+A6(+P"AY M^\!4Q36#K BC8*L>X/L>'CD0946^T+9GQ()&DRO%*S"$5:4 .2!2F?A"0W$]@@'D-HV/R$X 0[1[' M+_V/%G]_)?!LPSCJ/ QS+TM*\FK<^ENE*ZYP89QX<9Z^O/"IAT^2$&=>$66C M8.H7D] 7IM$*$"/,64_O6O9XM/F1CA0;5'EDO>;4D7(.W*S@NG0EWC&S9+D$AH=,&1^,& M*Z:XK%%CX)=D@RCSR6SI ;] MO)-F"<4MCJ"$A&[%#6#$4Q!ILQ[V:I&'.\N)<(#6;>(1.T_DTJ? &2YD0$MQ[Q&'\]PY3M$M9M^ MQFWVXMZ5\1V%(ZIB.P@NCU.O+ L@M2SQ\QS^P\"+PW+BMB2+O" ."):1X\0T] M 8ST5IDE0#YYYF?!+A[+ Z\L<$46^DD\K=AAVY.@$5N45 XM((/8A)F7ASD M+[&*WNK(+3B$O32+)F0"4 ,X=<+(+Y/GP/PKYVOA M967J<)E&?QF789YX09*3//!C.#FA>))_#LLA(1:-H1__RV , 6@$X\M-[0,^ M?Z?'JUJJ-6]XY61&%MWE(AOT<%S@&%<)+5M>4X? O\=*!RN'>K@[4YZB MY368AO0E4J1N4&4+O[S=@4QUM/EQ+KI8$(WC/1@V/ >#&"+(J1!2/+A7&< MVN[2GKAPKFC9F#6>WK9 M0'D.:00[QHX2FL)]U-\O>;0L1B+3]4!YB^7G#786U>]C=BG!I) M\^NE!))]Q^7NZPYP_)XDK2L =' S].9Z^7&@9$K^Y4".C,C._NX9!3Z$UP M[QL)M_9A@!M,GZW._@]02P,$% @ ($16;PF5LO;!@ 7A$!D !X M;"]W;W)K&ULQ5A;;^,V%OXKA+M;9 EUL6V[)DD M0)*9=EM@=H+QM/M0](&1:(L8B51)*HGWU^]WJ(OEC)UML0_[D)BBSOU\YQQ2 MET_:?+6%$(X]5Z6R5Y/"N?KM=&JS0E3<7NA:*+S9:%-QAT>SG=K:")Y[IJ]< MQF&XF%97NG&E5.+>,- M4%3>[6U'JIZM)-.DW/LMMX6AC>GU9 M\ZU8"_=+?6_P-!VDY+(2RDJMF!&;]\E-]/9V1O2>X%' M$<,R/,$0=PRQM[05*Y^U\SQV_OC3ZB1FBAC1:>%<]-XR3BI*R=@9O)?C<]3^U M$RP*V3G[+!Z%:L3EU$LO9QFG8C;5D1\0L2"?=3*%99]4+G(#_FG,&>P*>YM MNHU?%?AS4UZP) I8',:S5^0E@XˆO)EY>\XJ-E3K,?I.(JD[QD:\>= +:9O M*VYV7!R5R5M;\TQ<35 '5IA',;G^_KMH$;Y[Q=C98.SL->G771K8QNB*W2&P M!L %*%S![CPV%\%U"98)\>2KGE5%B6K3E?LW7S8#,C:U]K:PB5&8+^I6BE<+5C>K,1QJ+\ M]X3(2L$=]XU^E+GH\$Y$/ .WSQEG#T;S _)Q*+V>V1C6;IH(P5@INE%1;ICM9 M4F5ED]/.GCTK==,SK_7&/?$C&(>"WD9V]OUWRS@.WY$?7AF]>[.7G2$#"(#W M7ZI/WH<(&\'3]B9&#.M&&R KM$N2)0?., _P.&@C*< DU M,%VP>Z,WR#^"3*5^#(N\M!HRRM(2VYYX$&M$"94Y04BZ+INCU+7NDH=N5U$ M8!R@8J'?@"N7U@&-K0_=754,CXYX!Z%5#^2:QAX!,]30<0D8AOY+/+SVA!X MLZY!V "BCB6J!:!NTP7"9N_D/LIPDEX+&-7EPXA:&^=3T:;8EPP8_#;$=71. MNW'4(.AA)/=LSP"J<2PJX0J=O_&E8T?9;&RSCZ5UI$96=>E;M0]= / XL37= M \5Q*Y0PD$\\F,4>M1^U=>4N\#:^K)-C"8? O6YQ!JK;7(>:V@-T$U+QI=1T M.--5I17L_--(OF#OI>7;K1%;CZN^K,B!"X6&0W6Q8S^IA%$2:X;G2)4U.G ME/=:EM)&,S3B"5I ML%JMV("(,KN6*I;-@M0P/*WU0O A"3+- Y$,T7&&O!"F:N@A6VOGBX*IQUA_C! MD"0.8I!@-8N":)EB%4--&"UHE2Z"=!8A21YE!*I77![$'BWN/3RZL@JHD91B MW+I9&X-@% *QZDN=5P=9JIOSQK%0JN=\)A%B1.P(3 >@LL*H!X P@C0C3G MUK;#IL3)0FS)U_\7T+J*><'@0APA("*O[/W LL.7R7Q%U1FJ(TK"<3[_NV$O4IPDF!\I.W:MFH[NO*C-K;_9 MTV1NE&NOO\/NV'@IKTS[\G;+P\?N=E*X*,4&["&%^E\PDQ[FV\?G*[]#?I! M.QR7_;(0' DF KS?:-PPNP=2,'Q2N?X/4$L#!!0 (!*5G<(GDM"@4 M "$, 9 >&PO=V]R:W-H965T6E>##1BW58UR!)NP _#/M#2V>)"D21)Q?%^_>Y(69%3VJL7BSP> MGWL_GL^7QMZ[$M'#8Z6TNTA*[^O3P<#E)5;"'9@:-9W,C:V$IZU=#%QM413A M4J&4V7!X-*B$U,GT/-"N[?3<-%Y)C=<67%-5PJXN49GE13)*UH0;N2@]$P;3 M\UHL\!;]U_K:TF[0H12R0NVDT6!Q?I&\&YU>3I@_'R3N'2]-; E,V/N>?.I MN$B&K! JS#TC"/H\X!4JQ4"DQO<6,^E$\L7^>HW^,=A.MLR$PRNC_I"%+R^2 MDP0*G(M&^1NS_ 5;>PX9+S? *A5]81M[Q40)YX[RIVLND025U_(K'U@^]"R?# M'1>R]D(6)[Z"@I;OA1?3N%W MVQOA)MOAN&Q.T20XBH+AS:!TRF+U^,CH9G>Y2==,I.]J%/>V%Y+UVN#$?& MP9]W^.CA4IG_]JM*N\'? <4AWQ%P>'=[!7>FECF<9,-T)YO0Q89&Q/SRQ4F6 MC<[@KD3PI45D(KQ\\?;H^.T9_(8/J&!T^HR0G0*%5AO_C#X^#43&FAM%S4/J M1=L[Y#\'6:T"O9E9QNK]>D-.F]E[K'%.$XG;T<=W_H; MJ9^T1PJ5!TO9#FXI:D>%'YP&K]8.6[WN;F7I9()JVT6]>XY^U?/T: _:BL<4/ M'B9]Q\-T-!G3*N)LV#+.TL.3P^"--/KD0\\5+*5G9CCGM,@-F4(Q,HT-MJ<_ M>I&OVF<>$@O*S(+KGU.(#B4U=R+TU-T6^RQ^1L,G-]ZP&V^#&[]H8M?42H\# M>Y:"7YI(.@R4XP-*,PI'4O#R<=G$K;3Q\%6]>N&[*%7F-X<$D]/ :=]/XGG MP9YMRG'JYXIB)N>20^.Z!,XH=>E]+QB+K%B]7#6<, :/LQ.SKH5U4%O)+2RP044YL:+W MW-Z3-^>-+EQ[.?KCJY:\"J\3";.A@:S <:N*K8T3_+^YR/V-S4N:7F+V!^53 M#M22YB'^!AT+##%T4*(*%5R)OPU//?J>'!%*3EB[XC*RC3L (INQJN'49"M M*)![A)MIK CU6(5]N&>R'/;X$;+#KK%I*&#-G3_)V!;2 _=+T\^- F<>N,' #E MO'O_91?3-*C$XGZLK>?/#0VYSHM8/116@JI#;]S2/+9- H/>V%:A783AE/.2 M/!LGN([.S;_OXMCWQ!Z'Y_"+L@&4#BG]\.#X\,$;!Q(X\;:.@R!,^-II S+ MDF9XM,Q YW-#0U&[80'=OX+IOU!+ P04 " @2E9^Q_\FP,(# $@ M&0 'AL+W=OW?!9J_]4/0# ()$6+S*I(ZDX[]_O,Y3\DHW718'[8E,29^:9 MF8_?FYDKWKI5*W!MF^]6*F\VM:/7Z>A)-MC>^R&7C MZ,;LYJKC2_$@W*_=O<'5;*>EEBNAK-2*&;&XGGR(WM^FM-]O^(<4:WNP9N3) MH]9/=/&YOIZ$!$BTHG*D@>/O6=R)MB5%@/'[]'.R,TF"A^NM]D_>= CRR*VX MT^T_9>V:ZTDY8;58\+YU7_3Z+V+T)R-]E6ZM_V7K86\:3UC56Z=7HS 0K*0: M_OG+&(<#@3+\CD \"L0>]V# (H_S(';^Y,GK-#.V&-EIX5[TTP$E%27EP!D\E MY-S-S]H)%L7LG#V()8+MV&4:R_ZD M:E&_EI\!W@Y?O,5W&Y]4^->^O6!)%+ XC-,3^I*=OXG7EYSPUS*GV2>IN*HD M;]F#XTZ0Z_:8OX.Z]+@Z.C+O;<0)LN@.;GM)^ MLTW)%]%IXZ1:LH_25JVVO1'L7U_%BV.WK:Z>_GT,^$G5QX%/B0E'>, ^/-RQ MN P#]A;1UT:P.[WJN-JPAEN&^L"5_(^HF726/? 86AJUE4B'F;JW] J^\)24? MQ3.*0N<5/NBV)U,'(D(M419(E#D(60@%H+YY$MXP5S6.7XLS;39,+[RŸ"N0C M;:W@1M$FNU4;D!J.LF51?ZJ&X?_OJ&'"V$9V7M?M:#=@7T75*-WJY<8_&&$* MXZ_(UU:".N("ODB"5[5][7'6\EG6/6^]^Y7F5>.!6K9&U:%_1YIE!=+9)TFW M"!N41(I8(.C=[H6%:"M8+[ZO9=6D@<72 CC=>TO@M,AU(L%&/WPE2RDSH M<)AR M2<>8S0!UT." (U@.)%$Q@5Q&&!] XU9QIU7"E1&O?#1 17:]#JE[W%C)]5WL] MT(*V0H=HJ+#>C7;--\# X06O*B(@,1;Y@-O".AC?G8<+S^(_M_H1T?R;TNM6 MU$NQ9^X8?V?0%%^Q$'#@,- TZT#:P8L^WG1K/$SGF MUYU-#*!0@$0 <@=F']3?=&B0U[W PNT3V#AOK, M03="T7?G3I]34+=@=SYOLRZ5=::OG#;GP,6P4IV#&+19NC\2K6O#?:+T:^8<* MLJ7>N.-9&H=3M>6GMXR^OCBG^E7O&*S5.0X-'FXW!@PTKBEZPI-?U(&7U7#= ML,[H#@QUW.R].Q;',9F<&C-R3)./:ZC@[%W5G:SLZX*TTC7J@)//(P*.F_3B! M)*$L]^, (3'@W^D=;&=EY'F"ZD';@UD*W&)<\M:DZHS=MQR8DP&+B&&@A4&(\ M%*]/0VD>'M -9$#@MGQA:**;71-]=97 &NTZ[-K[#0^0/?[$*_+R^]7)DO0% M=U6/:)RQ* (R"/(O]*@FBLJ35?!X4<8%5C*=%'K%?P!+NMJ5$68A&$385,9I4 M'(1%P>(T")TSN(,"L-#$=1D\)U-T2I1#*91&41QR(9569)BC\XB9#"U\0[_1DEWU'Y'65&D2&0+DF+((%8E M"4Z1E&+ (*E9YD6'UB:.D/?.V1PVO?T/5\RS$ 5ES@[.'PT&U(8HO63%/=NLD MR-/L^[)R"CM[=.&9]4 ;.XJC*%QAM@4^(:&1C<,$:30!SE@2ZWKM9\VE1^AN%I*J!S1 M?=MO/&(@ SW+_6_7:.!??-M?N.JI41UM.$<>G^P;: VHGB7J?>+745[BK$=O M:_6\#))HCI:"JIPC++=I1BQU0>L$X#Y*Y[SITR'#UF=']7Q5P/"X]-]:(0%-X=G[C!1(\8B@5$PXLBFS S?"\9+C!"^6\4F)4PJ?IEXU_/: .>+S3> M\V\<+,K#[:'7S7U!+ P04 " @2E9F<8:B#0$ $"P &0 'AL+W=O MR$'KFY<94U_V^3G,LF>[)"@6MK*4JF:&AVO1UI9!ESJ@L^E$0#/LEX*; M3]W@:[+DJG= @NYG7FAMY]XX)OQ_!ZD5A]I_ 'QZWNR&]64GY9 >_9#,OL(2PP- 18!$;= M,]Y@45@@HO%WB^D=MK2&77F/_MGY3KZLF,8\67SCFL+LR#W/Z, MK3\#BY?*0KL6HMUN'F0UMK(LC4F!B473<]>VG/H&(R#$P91:Q YWLU&CN4M M,VP^57(+RFH3FA6I- =RC@F7. M%$[[AG:P>OVT15LT:-$)M"%\D<+D&CZ)#+/O[?O$[$ OVM-;1&Q;P M.-T+>_T_7CXLF.8IX]Y#10O:+7 -J2RKVF &JQUD_)EGI *",+B@)00J%F!R MM$9<.BT[VKH4P>R*/:.BC =1ERN"E6L+6%*.N@TT4/'0A@F'FM7*=J]H/;CE MA=O_\?-AZJHM9O(+$DJ.(#K-54@"]0U)2BC>&IY4HZG3U>VM&3 MDQEVF_F M0%:V24'5V2IJ--H>DY>+_>BH""^A+62 M)7$7AHO:>D5OF':./@)+N*)/Q@.X=+)H3^93!IY./()KY* W^0A"2? ,^X M;O&)70?^_:MQ%$??N@OAN/H*-I;^0S]B%R]A&]MH,(^4$^&YS7\KJBGI[9A M$7YH<[!?V, ' ?4!L' RK%M@R0Z0O1P@6_"O8*;4\>?],9)XU32"X)&&O>B M]@ FO=BZ_Z8M;O_M)02]X(W@;^"9C$FZ?2T!Q@6TIM#]/EJ[HQB$-/]AZ-^T ME^\RVE6$8F?Y4!E1C)XTB/U@,C[2+KL%!H8QA$$(HXBZ 3PLOVH(*20BVTX2 MF(R',!Z-X%$:>C 3/R3]Q(\FM@T'0VH#"J)C+UZ_\,I46W<_\O6Z%J8YI-R MF#U\\3XV/YM7]>9_^(6I#2>N!:[)-.B-!AZHYL_5#(RLW#]G)0W]FIR8TS<5 ME56@];6DQ[\=V T.']_Y/U!+ P04 " @2E96TLRKD@" >!0 &0 M 'AL+W=ON#^>L=^%6KG6AZ$QPNC?LJ"RGET&D&!:]$%NBV4U?89W"K=%4.OBD"RS^Q\>LL)>9[FONTD''ZT8=PWAT!&F2 M3@;XQGW9X\ W'BC; 1FXDEKH7 H%*^+RN=WH8+TMW>0PG9^<,U>+'.<1CX9# M^X11)O;-:)\'! [Z<5.AMBSUV\&+J7+E7&-1?AUC\\$"V7RQ]^'*AC.*]G M*V0V/YD.U!L.A8J2ZY$)\W? CY(3+UO3/-BFY,/# M0U'D9&/LHRL1*9XKI=TT*HGJRSAV68F5<&>F1LU_"F,K0;RTJ]C5D4>G"H5 M#Y)D'%=ZBB=A+U[FTY,0TIJO+?@FJH2=CM*(3Q3;]! M-Q[DJB2_$:>36JQP M@? 2]OK>\BCN67%:HG30:+!;3:-:_G(\\@#1^2-RX QM\)DMC'OWB-I]&B1>$ M"C/R#((_:[Q"I3P1RWC:<49=2.]X:._9;T+NG,M2.+PRZJ?,J9Q&%Q'D6(A& MT8/9?,9=/N>>+S/*A3=L6NR0(V:- (U/MG'E=2=U^Q?/N' X<+I)7' 8[AT'0 MW08**C\)NGF@U8CV8V;X14@S>+D]H794&6_TKVH_2K(83^.;R'1;-T^-2@ M)KA>\]M-8N('A9G.[)Y2S9XA6P,=T93Z>!:YYC_ZQ^SL$[=8*]N/CA)^*51 M9S#L]V"0#$8G^(9=ML/ -SR1K0,R<'.UT)D4"A8D"*O7\FWI1L?I?,-;*9(^_CZD]R7=<[3M? M_)>19@X8LY:F<6H+0FO3Z SS'F!18&@DF-56*NB/V^+T8($U'^02+8SV6[?< M=7DN0_OQH5);)9FC/U@3'IFJ%GH+I7"0L:V0,.=8@&NA&A&\3 %"*1X9G4!L M!8]".)*G60K%4I41H9%CU.U?1>?'.VW%KO%OX -T$3_\ 4$L#!!0 ("!*5F!;[#8 MBP( )\' 9 >&PO=V]R:W-H965T+K9 /JD34L*L85\N@U+H^#4.5EE@1-1 U_9P;I475!1N[HKP=R:X[AX. Z>R%@+@+ MB!WO-I%C>4XT2192;$%:;X-F)TZJBS;D*+>77YG@SE' G249Y M 2LI"2_0'+M6BU";#-8O3#NT=8L6OX VA2O!=:G@"\P>QX?&F8]O7A/;QU[M ;\U; "CX2>(HWCLP1OUG!^"G[R?HQ_[-8ZS MGN/L76=H/RC*B9^B' HUBO.>XOS=Q_@FFG[X%VF&!T6S0EFXUJ @%0W7;?WL M5_ONLVJ+ [G_WMG5=$5E0KH!A;D*CPU*\$9H4]#=M#0=%*5U M,/NY$'IOV 1]3T[^ 5!+ P04 " @2E9MKK4 (," "]!0 &0 'AL M+W=O_<>SMUD*]6S+A -[$HN M)#OHC*FNPU#3 DNB^[)"86\V4I?$V*W*0UTI))D'E3R,H^@B+ D303+Q9TN5 M3&1M.!.X5*#KLB3J=8Y<;]?'!(-@?K%A>&'<0)I.*Y+A&\Z-:*KL+.Y:,E2@T MDP(4;J;!;']'[E\G_"3X58?Q."(.<.R(K MXT_+&70E'? PWK/? >>_62THTWDC^BV6FF 97 62X(34W*[G]AJV?L>.CDFO_ M"]LF=VR3::V-+%NP55 RT:QDU_X/!X"KZ 0@;@&QUJT4\BIOB2')1,DM*)=M MV5S@K7JT% <>$>Y2U4?:669Q)UBP7;,,H$09FE,I:&"9R6$K.*$,-' ;1QTEH M;#V"'FG+/6^XXQ/<%_@A2DT?!$99F_QH=79B8WW8N?Q6<+[FO=A..A!',6C M,WS#SOS0\PU/\!TS_#1+M5'V8_E]S'##- SK.YQKH6E>$XC2P':)1O6'0O'\W MN(@^GU$[ZM2.SK$GW^TG?JA826%CBK9%C.XU#E[AJ5T?<6=@SB5]/FKD;*GC M1E9(;27^"@NM:\P.M7RM64:L%%@(N+5I98K*/+=+0/]40HLL>+,I*R9=&+1@) M*ZRD,B3E"&O,W3'<,DVYU+4MV8-!!/=$U'92[0]\W# _)_^E__H6@LD1X)+NW MO'>8*L ;D1Y[F_"@I4I4N1\ <&KSCIKNZTVXVS9J6_)?>#+8'HG(F-'#<6&C4 MOQP'H)IAT6R,K'R#IM+8=O=A8>@F=O(74$L#!!0 (M "!*5GQ <9_M@0 $<+ 9 >&PO=V]R:W-H965T=="^0>"8)D$(+DR%I^=#!!]DGV]? H3D;2Q4E_M?57AMM&M.QZMO%^_FDSF\KEMU8<%U32/M MW:G29G,\HJ/[C<_U%2.HU$)VVG\VFU_4-AX1\.9&N_@+FZUN M,H)YY[QIML;H05.W_5?>;O/P& .V-6#1[_ZBZ.4;Z>7TR)H-V*"- :$&(H49K M=*YN0U$NO<73&NW\))"QE"X>];+]ME/=,*3IQ3WL'$*XDK]^)HXO&BH#Z9 M;T%/>U#V$] ,/1K6KQR\,2M5?6L_00<'+]F]EZ?L(.'"3H\AI018PO@(0'! Q M.HUXZ8&H'?3Q[0NOM^; [K0-/7KFUG*OC$1+!*7NC1M-G3VB6O#[@&Q]\XX?0 MIY?(NZK#,I@%O*O;&NOS&S[<"F1;897PQ>\N_EBVV1U\E'\;"V=:.@= QBCA M2MUZ.-5F?OW7OH /NK0_8*S)W5 3^"#;#DG]L/$E\@$]/+E1%ND-GU7H$?6[M1,\7"LZM0>_.I+5W8>^D,5WKX60^[YI.RVC8&.OK?V1D[R?L3]\K_P]7O%$W MV+?6J.K,PF^D50DER4 M<'E=:QV2W\<00MIE09X1P04\>Q(PRE[? +_]3X,$)BQ4N,%6Y$.T8IGH?XB+?$TA0/<%P/WQ4'N]WQ_^3-J?_-< MW]B[$-[3CR3XP7OW$WSO;=>8"HP8RDO@A(6E*6$EV58 MY)!C4HLLR 6D6/9>"0]S4@@.5RN%$\7" (PU04U"^+="B\QWR3Z(N5(5ZJ47 RV^_SY<\4V7/XB_VUCK9BUK&Z(B/T!D94%X(B*;2!9IE1*K19HFHQS M9(7MQ[9^X0Q[+Y&PGU9TN$ WL*R[TW"N,J<^#0&<%5DR?R1H%W6RDJI@A M5VT#72MDN0-5/(C#.G-G-RJ=R<;P4N"- MU4%5./"^1R- 172^2&RI\" _A5XDX?V&"5 MK*6L\|?7.Z%MB#DF!G+P&A[P$ODW!)1&?<=I]>GM,!#^XG]D]-.6M9,XZ7D MO\O<%'- OXD&.&J9P3:K;!K8X>4,6NTD54')K]1;NS??<= M#@"3\ 5 W %B5W>;R%5Y%QO+9TKNO-EH8K.&D^K05%PI[*,LC:+,.D9G F_2$- MPA#>PRUJHYK,- *H46WB[8FN. ^MTL,)3$A@991[AH">,7"$=P+84I-'P4.>;/ M\0$5UU<8/U6XB$\2?FOX&0PB'^P3D[P#7K% \8@I,YCBM8%0KQV3 >WC>$QK%/IAE) Q]),DA,]Y+@H%D] M5%LW$<DLA&F[9O^M)Z%VVS_0]O1]8U4JN29'<$#0|&P!A.T8:!TC:]C=M:VFHD9U9T.1$90/H?3PD_4$L#!!0 ("!*5F$@<MEY (M #\& 9 >&PO=V]R:W-H965T351K!:_ Q1H- II63Z>8Y"K:=!$KQLW/+ERKJ-:#9IV!+O MT"YK;C2MH@U+R276AJL:-%;3X#0YF0^ 6G\MI$#M! M*+"PCH'1YQ'/4 A'1#)^]YS!)J0#OK9?V"]\[I3+@AD|4^('+^UJ&HP#*+%B MK;"W:OT)^WR&CJ]0POA?6'>^HSR HC56R1Y,"B2ONR][ZN_A%6 T#J M=7>!O,J/S++91*LU:_=:,_[PJ7HTB>.U*|J=U73*'6=G7Y1%R.$OKI!R,R&< M*2FYI6NW!EA=TKJVO%YB77 TL'_/%@+- P22R%-Q11$4?:-X%2M\(E,,U,:T, MG-#'7S9YB8RSY?MN D#77[;TNO0 M@^UHUSLGIF$%3@-J#H/Z$8/9^W=)'G, 8H6VPT3;8Q3Z[0F,00_C:H&:N'%VY M0KCB;,$%M|\A6 4+A!O&RQ"NF6TU[<)/GP_T,OCVU"VX* M)N 9F09Y%85+5K?4UE22$U>2(>P;_@2R*[I&-R(!(^ 'L01*.XX'SR2$-D|R; M(]H=CC-GCIV9Q,X\)C,CM_L5TL2I+&K(PF0XAGME*7K54IKHVH++5H)P=P(- M> ^Y>;,^)HAG!>530!#*@*2A*M6O^>83\)1X,<#G]J#BOZZW1/?0^.PU%^#&>M MUL2WU2,-\R2#*U4O#TF;W.(S(KGY?V-L>R+1JZ:6J)=~!GP"73]O=G=3,?3 M;BC|=>]&ZS732UX;$E 1-#X:#0/0W;C]%E8U?D0LE*6IX\T537C4SH'.*T7- MT2]<@,U_QNP/4$L#!!0 ('!*5DN[=&*70, /L' 9 >&PO=V]R M:W-H965T'+K<8L/TF6Q1T,U:H89.JI-H%N%K')*31U$89@%*>/"6\P<[U8M M9K(S-1=XJT!W3ZOH%(Q6*MZ@ MT%P*4+B>>Q\FYQ>IE7<"?W'_MX<]J[H46$-98&FN!T>\|'7F)= M6T,$X_M@TQM=6L5]^LGZ1Q<[Q;)B&B]E_3>OS';NY1Y4N&9=;;[*W1\XQ,, MEK+6[@N[7C8+/2@[;60S*!."AHO^SQZ&/.PIY*\I1(-"Y'#WCAS**V;88;]:D M#I25)FN6<*$Z;0+'A2W*G5%TRTG/+#Y+@S"%=# WQ>:=0=7 %:X,G"S9[D9] M.@L,>;&R03E8O.@M1]]8S.!&"K/5|+NHL'JI'Q"Z$6+T!$B.FKP4U>?03SQ M(0JCY(B]> PY=O;B(R%KZ., [%%ZOG1S6MD-RK6MMRC*=?H?J"W>/MFDH7O MCV!+1FS),>N+.QZJJL1Y+JOPS\.)RSQP1GI7T'SZ+/+M(|\8LB=53NXHI?%%\PP6K@6O=(5133E_SA)'3?TD MG|*1\J=C^=-?+O_+ BVPZ_\MQ/'^M+8XZ.]P6'SORBM J3CEJ*=DM>Z0WF/)4 M4<]L]*9QH_@!-_PPHM+N!\GU^N8I]NK.B M&!MQKPNLX5/X)EAC>?\16/E*&S%1.18U!PZM<5+X63QY4?V]!AT:X%#9@[T' MN4&U<6M'@W/4O\TC=]QL' H' 5F\7XLW3!%<#36N234\FU)15;]^H.1K7O> B5]+0LG#DEK8S*BM JVM)[]UPL [&?;_X'U!+ P04 " @2E9>5ZT.N@" M "#!P &0 'AL+W=O9(BI8YY3)D9J59RYKHQ3S(D\Y04R_67!14Z4=L72E85 EDA0 M3MW \[IN3C+FC(8*4KT.:[]2!^VR9*A-PQ\. " M+'&*ZFMQ[3G-BQ)EB.3&6<@<#%R+RORS263R;<*W#%=RRP;3R9SS!^~ <)R/' M,X*08]P,]&O)[Q$2@V1EO&XX72:D@:X;=?L'VSONIG(Z3N0 MX(*45-WSU4?<]-,Q?#>CYA5> 7V>@[$I50|WX"U@CQCU9NL-W/8 O2]5P#! M!A!8W54AJ (]460\'P%PF1K-F/85BU:B|N8^2E3)?373./4^)8KA#ZT!D?O?&[KEWDO!,5&C+3K$/[]HY>4%("U2* M BYYKFNFYF)\5RSF.<(K<]N-L'%.@N7?'OP0292P,$% @ ($I67#'|=8N!0 *PT !D !X M;"JW;W)K&ULQ5=M;]LX#/XK1#8,': Z\KN]M0': M[AWHK6B[#8?#?5!M)19J6YXD-^W]^J/DQ$VW-.MA'^Y#:\DFJ8?0DXHY6$IU MK2O.#=PV=:L/)Y4QW:OI5! <5;YCV9,=;_#*7]F$MVHQU9WBK'1*33T-*$VF M#1/M9';@WIVIV8'L32U:?J9]TW#U-TQK^7R<.)/UB_.Q:(R]L5T=M"Q!;_@ MYDMWIG W':V4HN&M%K(%Q>>'DR/_U7%BY9W 5\&7>F,+ UI,K*:_MYF-Y.*$6 M*$*]Y8:P%AH\;?L+KVAI"&-]7-B?CD59Q<[VV_L[YCKY<,@@<65X+V!XAV 4>+A>+(+AL1Z>]M5(31'1K5&807VK(:N!18U05\977(P7F] MX4R\P]7#>S]R9G2+V%/M& JV6O6EKC]W!MM<(EG$/C$VAZ[R$@'R#*2Q12> M0^#"]J60>A%N7CS+ CJX#>\OO_87ZZ-_M-MH)907#B(1I_+C@0P_[>L.]_"%9D*P58R\|E:YR;5&@&O !O>7!C_I!3OS(MO]>/1_T=9(U'LL:_1]9SO(CYM3A=HX$OK3#_F;L[0?R2N_>T7%/6D>(O/KZQ MDN^84*O7/Y#Q2WLSQ/V'U:PM^!9&IF%,\CQ#%B:1EZ;X]"D)_7PD8Y0$A(84 M,"?93_E$5F4D3R)D2YIX"=U&O)22/+,2B>]%X2BQ!=L#+N111FA&(*K/4#+X]^C--3ZC,C21X/88]# M)X?)3R-"HQ12ZH58>9C+:%>Q)&.Q)+]7+-@N\/9=E?0)ZX1AM?B'EU@OC>Q1 M^FG5LA/%]FJYKI3G#VIM^Y!PER2I[;"$QLAM0OT8WO.6;5P[85;B%"6P&S$[#B(W M\)H21):G8C$?F /PYK*288M_5)B[!'I7N:;.GL,_79A6\E8.V%NG8I('L2. MS.8$56Q.4'S(0)Y2]LB!- O?'/!KH9PLFWA)-.;N[M+SSMXGG@4QS_T&>V5 M6&-&PGP@>&]+$",M':V&X[N!5IJ ;(NZM_<)|&NV\^|]MMR5).-XEQ]8UK(0 MS'Y>"E,YC';BYPI.*L'G]EXL>A>QS ,Y7M0*EI5$GWC3U7+@|*AHQT?6WJW\ M0L"G[[CZ1SSME;0=&. Q3,7;DS7&$5D^S#+CF_'7P)'PP!\+S[\C#AE:H$] M"FH^1U7J7AI]&$T'S9&=FX&PO=V]R:W-H965TZWU#9@)RG:1=,:<7;[4/2!EFF; MB"1Z22I.^O4=4K+B;!UM@/;!\":RYDS,Q1'>R$?U)8Q#4]56:NQL]5Z=^FZ MJMBRBJH+L6.UOED+65&-2[EQU4XRNK)&5>D&GI>X%>6U.QG9O:FC'=VP!=.?=G.)*[?WLN(5]O47-4BV M'CM3_W*6&'VK\)FSO3J2P62R%.+!+'Y9C1W/ &(E*[3Q0/'OD5VQLC2.$.:7 MSJ?3AS2&Q_+!^T\V=\]OE216[$N4??*6W8R=S8,76M"GQC=_S+I\8N.O$*6R M3]AWNIX#1:.TJ#IC1%#OONVQ3QT/[S$(.H/ XFX#69375-/)2(H]2*.-WHQ@ M4[?76"(['7IB@++?$M1SL]^4UH!KX'YW#'EG=,#B[I\N2]0\C5Z-_H^46G:]9 MZRMXPU<"MZ+66P4W]8JM7MN[B*L'%OS S8)!AQ^;\@)"GT#@!=& O[!/-K3^ MPH%D%;3YG4JOM8Y.6YOON%0[6K"O@_VOF'ODSN2'[_S^W 61)CBX:\3ZZY MHIN-9!MJNU6L^X+\:0'#/7OZ,"M%\?#*7*>R#WD]CO]#OE[5#)#Q9\OX@C^] M\<;4PCS" (VE!Z0+G>JD*R7<6OPG!"V3[>\ACDD2!$3+BA4;PLXQD7F2DW"=9 M[.-G+G5#2P*B/E_AL5.OP/R*DBHEA:@@]$B<^A"F),]S2#P29#FD$8.ETP2Z/>G2C%]M/Z5TR4ON7XFEK [M5C#^:,?K? 5,V".?TE%VS-9,22]P1!$@[3O=*6C?X%7QI$"0FPWY. YCO$CUO ME/FZM*:!ARW@Q0:OV&##="?$3G(A7[0. IOT,"%)DKY M_:=IAHWN?4W]0*@S'"0]([9_S:PKPH2AGAFIB?KX1Y][+'9- _9*H]!:4^OV MN]_O]K>F:7M9>%%OKURW5&YXK:!D:S3U+E)L;IE>8[]%%CM[=5@*C9-EO2W> M_)@T"OA^+?"+VBU.@XN.?D'4$L#!!0 ("!*5DAE:C#T0(%4& 9 M >&PO=V]R:W-H965T'?[^RDH9U*M9?ZSK[['V^W'6P5/K9 MS$MO.:R,.-@:FUY&H8FG6,S9$JL:"3]=(YM^3J66A*C3SS2;D,613UPYR+ M(A@- -Z='@U49:4H\$Z#]?*!*X-&LV."43I9Z=H)0.B&B|-)A!>Z5+7+=7Z%=>.VF9<(,72OX2F9T/@Y, _ISR2MI[M?R& MC9Z>PTN5-/X7EDUL%$!:&:OR)ID8Y**H5_[:O,/)+ F@7G>]46>Y26W?#30 M:@G:11.:,[Q4GTWD1.&*|F UG0K*LZ.? RB+$,7R&*RXT/'%9(=PB-Y5&>GMK MX."13R2;TT%HZ3Z7%:8-]KC&9A@]^%6%79NX&N18:.9'O+/EBQ:D1VSG8#? M*WD$W:@#+&+)#KON*[[K\H[O\NH]6V35VW@EK39' C^$1(806):$J6 7WI M]YA66HMB!F-NA('?7B$\X]N%L53I\Y]M8G22V2[V!A%Q9)BP7-J0G,DI>& ^H"[!X8#V3SNVV&;O3I)PO[O M:M[\O2AM(E7ED,96JC1] _ M3%T5%[[!B&\WZL1)EZP:9T-+EW5Z)SW8]A6% M:ZV>HY[Y@68@555AZZYO=]N9>5Z/BO?P>N#>AZB-6. M5:4?'!-E:0QY&ULG59M;]LV M$/XKA!L4"<#6(BE14IL82-JU2]>7($FW#\, ^T#9M:Y5%CZ3C]-_O(64KSNH(MQ;[8)XEW]JQS+[S3C;'? W$)K3^Z7=>_!.@OO5Z^&0S=9Z*5R+\U*-_@R.W:I M/!M:J.A65]MI5%K60YXD#$ M^+W2&!%R>C9(B!=ZXD/%A3^:OO:7=2!$&#L][4YZ%P&O7UY M9_U=C!VQC)73;TS]1S7UB[-!,2!3/5/KVE^



N*Y,,"R([M?(E,OYES41"EIV+ARJ5 DEI0D;N!Y_7=@E#FQ .[-A'Q@) -JKOE1.B9V["DM$ F*6<@<#YTSOVS463B M;-WS>DT6QK@YOB) M_=)ZUUYF1.*(YS]HJK*A<^) BG-2YFK*UY^Q]M,S?
G/I?V&=17;CQQ(2JEX M48.U@H*RZDD>ZG/8 &B>W8"@!0O >$>0+<&=*W1IFU-2:*Q /!UR!,M&8S M WLV%JW=4&:R>*.$?DLU3L7?n$*#:O*B6O+$:&YA%M\4"7) M/^B0NYLQ'!Y\@
.@#&XS7DK"4CEPE=9AV-RDWO.BVC/8LV<7KCE3F81/+,7T M.=[5^AL3P9.)BZ"5\$N9=Z#K'T'@!>$./:- P G;!W\FI]N<:=?RA7OXIBB5 MH(G"%$9$9DJ8R;%2&
MK2K/DX273$F88H)T168YPB5):$[5(_R\QF*&XMBSRU;O=*, W&3+ 5C+VU M5TP[*G6154=ZK&^S=@Ã3HJ_XN!24+6""@O)TE\&*W?B%6TELW?5 /;D; ME;E L; -2X*]>561;E:;GGAN6X'[-
[QJJ-=$+"B3D.-<0[U.I']MHFI2U4O3 MI:WS,ZYTU[##3/=U%"9 OYS]57>OKB=F@^:-c0_P%02P,$% @ ($I61G; MQH;S @ :@D !D !X,"]W;W)K&ULM59;3]LP M&/7LH58FD
9ISDY#UDEX>V$OB MRW>.S_G\Q4YOR<63G $H])Q3)OO63*GYI6W+9 8YEA=\#DS/9%SD6.FNF-IR M+@"G)2BGMM/I!':.";,&O7+L3@QZO%"4,+@32!9YCL7+%5"^[%M=ZW7@GDQG
MR@S8@]X<3V$,ZG%^)W3/;EA2D@.3A#,D(.M;G[J7P]CEP .""SE2AL9)Q/. MGTSG2]JW.D804$B48<#ZM8 A4&J(M(P_-:?5+&F J^U7]NO2N_8RP1*&G/XD MJ9$KUK+S]#
[<ZICQ0F*6RIZMM"1#;"?U\E?5\LZ.Y;\6] *YW0.ZQX+(]9+KBM M$]\DPVFRX91\W@Z^82$$,*43K I!% %IW-,F-:G.0YO)BC4H6'"73>.-[3N7=6< M+)=RCA/H6_KHD" 68 W>O^L&G8]
[-L%K/'E[/7T79$H8IHA(60!*B4QXP=2Q M#KTMA^>!XSD;!MNBXI6H->5^H]S?JWP$&>@"2E&F];.$L"E*N%3R6.G^MBC7 MC3;WIBTJ#*)VZ4$C/=@K_>9@C0?;E1/Z;K!9Y6UAH1>%[?
+"1EYX9)U?XX10 MHE[0KUO()R!^MVG=2W9\^5:.WHALS7?4^([^X8$4>:-P(CM_V M0(JW3D4_\N+8W]#:%A9UX\VRLE=N0O,74XX4I?M65SIG^&0)@ 9)Q?4'6'7/?-
K]7@[]02P,$% @ ($I667& M-?&ULG99K;]HP M%(;_BI554RNUS3TD'43:0-,VK5O5R_;9!$.L)G9F.]#NU^\XI"F%8#:^D/AR M7C_O,8[/<,7%@\P)4>BQ+)@<6;E2U:5MRRPG)987O"
(,1N9XT1VB2FSTF'3=RW2(:]501FY%DC698G%TT=2\-7(&Q)&-2%%H).'ZWHE:WI@[*H $Z1]\X6YPK(DHT(5,%'5=8U8*J)\3GZ$>MI,)L1MEB/7PZ(0K3 M0I[!Q/O;"3H].4,GB#)TE_-
:PDPYM!7@Z47LK$?YN$;Q]J!\K8L+Y+OOD.=X M04_X^$ X9OO";4A*EQFORXS7Z 5[]$ F1*>2/]*2,Y5+^-/]8P$I..OSMA:+ M&C%]=I:I#PI#*>[GIP+BB/K&7LL(9&5EP)"412V*E;]^XD?/>X,?
O_/B'_$1] MX.NH< ,\B!U_"]PH?21XT($'A\ '?>#!#G@4.,$6N%'Z2/"P V\@<=]X.$. M>.PXX1:X4?I(*@CPZ!)WV@T0YX&,5)O(UN%#\2?=*A#XSH=SF!VVP.'[(^ M X,= \X6NU']2/:X8X_-[%SA
E7X":Y)U?L!C7ZOI@NSC*",R_[-:!=ZY2.)?'?+AYGGR-UP-^YWU^CW MY5XW[$BKL9GLF-?Z7R_V1MFB:\8K+& [)"K'(.2=BP&D5JS+L'5# M\;JI9*9<05W4O.90NA*A)\#XG$,UTS9T<=05P^E?
4$L#!!0 ("!*5DA MC+,&PO=V]R:W-H965T+-]'H V.-+2&4Z)!4G/3K2UTB6[9" M2UD6]4-,RIPSPW,H$M*>/87;8NQEH&6"1> M$3?# D]&C&X12T=+M+21L9]92[[".%TH"\'DKZ&T$Y/?
J0#DHI_1(L , DI\ M8/PGY#TEH7A%9S,0."0+V;H[-,Y^H1,Q%,CCL(8W<>AX!?R MH6S?AH3(1^0([E=&OBF38PMZUWS6PN43.,#/O*,CHE%IW M,KSN.WA3&D7RW5P(NGR\R 7GZ#H1
67A/^"C,ZE=KNAYG70Y>"\#3_>?YXGM M#GJ6_(S,YWU.E5&D.]\5W^ EC VYM7%@SV!,?OS![EN_U#' M%I+Y;Y@D@:, 333)5:47*?@SU1K$NIB'T@B3*TMI(T\^F=
M'%:AL5_2V&^]0UR@+YPGIU=P_V@%NSVKZSK# [:4$;1E]\:I8_G&G- ER:G M%5('):F##Y#Z1R*XP+$?QNM3S Z.)]EQK6ZG?\"L,HRVS-8XM5RKWSN0T]/D
MM,*L6$+KMMMV=;WX;K,77QE=6\)U@GF:P"JJ#$M5AA\Z#%%NL^.'1XCL\!I4A MM*5>)YBG"Q:"O6WMTGFKR68S)9C+] /]=0O1 ["_:U-Q)5++:4^UHLVTHGFZ MT*J:[)58]G^9=Q?
H#1)O=1RM-=")YNE"JVK@[#1P_H<$L7!Z\]!0!]=:&)UH MGBZTJC"[FM1N7Y0V33GMX^*P/N=4Q]":?YUHGBZT*O^[RM56EZ[?G9W:QZ5K M;0X^20?
26@2MM:LNM*H(N^K55I>O^;YS!YN$+0/,Y&;$)VQ]GXZ&+OF)#MB":Q MJ-5 9PDZ+=#ZE7]&5,6<:?7HZ4*KTK^K>FUUV?N5 >8)>SU\"ZZ73TG(&NQ#
MQV7HT=&LM>S5BN;I0JNRORN/[4;U<9ZR3M4IJ\X2=ZH5;:85S=.%5M5D5UC; MZLKZ^T\%] 0KH;5\UHKFZ4++Z3?W[F2899?AN4=03?9;<\#%8)&63, [-+!\C?5Y2*
MMT[JH+R2G/P+4$L#!!0 ("!*5F-3'HJ: , *H- 9 >&PO=V]R M:W-H965TNV6 M+6:T$D5.X)8A7I4E9K^64-#=W'*MYX6[?),)M6 O9EN\@7L0W[:W3,[LUDJ: MET!X3@EBL)Y;-
^YU[&]"1GS/8:#TAYI\2.>6HR*" A*A3&#Y]P@K M* IE2<;QLS%JM3X5<7 \;/TO+5Z*>< <5K3X-T]%-K W!.R0$1PA^0_#/ M]1 TA.!<#Z.&H*7;M7:=N @+O)@QND-,H:4U-
=#9UVR9KYRHC7(OF'R:2YY8 M?*8"T 1=HOL,,\AHD0+C;U'\L\K%+[E\DR1561580(]^B P86M%2;LE,[95' M0!](0DM %_]0SM^ABP@$S@LYND3?[B-T\>8=>H-R@KYFM.*8I'QF"QFU\FTG
M383+.D+O2(0^^D2)R#B*20JI@1^=YH_S;WCO)\-O]XVM[P1%[2UQ@DL![] #RU (D\).IQ+61 M4!M19]?CXM(=3?WQS'[@Z-%33!#!4TPOH5-,&. M5S!LI88GI7YEF'!YI.D/5?
J?/&3EE\H.NSY#X,#P7U(, T/U/8QE]Y$O7X= ML7V4ZX]=L]1Q*W7\AZ2.!['M("(:1,2G$!V!DU;@Y#<$'MW%D^&"]B']@O8Q
MIH+V4<<+.FWU3O_$>3LUO:V3\4&$*Q/,#PZ%1.=9BP>M=12[SDN+XKSJQ&WH MI_;N,"0:AL0G(5UQ>_V7^ZISMZ&'0Z4TX@RU/-->/&RO%FSO]9XEL(UN^CE*
M:5W4:TJ^W%XD:WTP?K2_=ZY1K6(W41T;WNB_GZ%O,)LTU..'I@+5TY5V-9 M&%9?#.J)H%O=^3Y0(?MH/&PO=V]R:W-H965T/>&HG_&(^6SD X%
MDE0/%\27V^/&\YK=6)6S:=*7W"ZI_-R92.J+]?#P5\LS(M'@MH*!D/D: / MYZT+YJV5V]$\1U?&%W*M6.D71ES_JB_?/3.6[:VB/ITHK0* A\+>D5]7VL" M.
[ZE2EO9FEIP_7BE_7WL/#@S)I)>QL$,"I /Y.H+-I!3<5<&-' M$\MBMZZ)(OTSP9=(Z+M!FSZ(L8FEP1L6ZI]QI 1<92"G^'I^XHN@4O44CQ2>/ M;S4B'KKB 82))#'0!]=4$>9+=$>?
5$3\0_0&64C.B* 2L1#=ATS)(S@)QP/F M^R CSRP%MND5K$EJQU5B!]Y@AXL&/%0SB6Y"CWI%>0M\RAS#*\%, H$QQP5XW^R'<>*7.AI5&6M'; MRQC_(7F&3%'HO'R@23JD^/D*?Y_'\=>
!F,J_B[QY=*X@BX([^2<3.AY"S)> M4K&@K?ZOOS@]^[A:72E+IJ)LI,U,'O';>R6P]G+X.SM*["&5##N(7B2 MKDXGY?)/2L1A&3I&R^JB8W;3L5&0E%.H6AYY-A6HXPRZ8Z/.6X %@D-#$S\K
MDL*/#FY'] +06):.,>NLZWI*R @0G&00G/T=9,II1%[&3EV4)=]K=\D0ZS: X M_6D3R6A9773,;F*P5A?!XU4^];:EDV/GS,NN &$)XRHM[>.RTG[S+6+J&7T, M(34C?4&BSVH&!5O-2)@6?
N!F,3E'=USC2X$U)RI+2[C9YKK@IMJZ:Z'GE,>= MLT98G0;J$&36@(4LB)C:3*O5=O=AK05D<$'Y,GC77"'^0%\ $A9.5YFY.1/-
M!M6&$^R>F^2B*:J<;#MFMET]B,C3]B!JE'K4>T]!U"@)W^)> M9WL0Y=3<,7/S 1&/5*65>5-$#2W$R3S.K41:$A;$96<83M[H]AFDF2VHS9J MO9V,P"3*:2> M26Z>1Z96KK>?
O6X7G^:SCQ2M75!NG%-N7(5R_] @P(6I%\81L37P2@H",=, M0LT7H#5$VXN@Y>0;[WPP_A*T!6$^&?LT)ED?0(^]'FO= MEZ,.MW?LN/A[W'9!SW%.S[&9GE>M4>!L$Z^DS-;4+FL-:2MBEY-
Y7)W,[^E1 M:#:H].&50K6+03Q:*3NN/BI_)50W3W,F$]'M.)FM<6P#4+N@[#BG[-C,:7>8 MCR!R#2T8>L]]GRJUO-U1$; PP13*WDTP]WFB!^K=\"'S3+_,Z=PHW6]*6_&%
M>]X"N%4&\'N+T2W6G-HE#7/Z*GX7'8";=P"NF2+O-D33?1]VP!:W4'@>7U.B M9CHTKYDD8^;K=QW&_0^--@Y-:2NBGC<3[LZG^;6BTVR-LQKLE"*UBV[#7=LY M8^XV/H9>-$GPV-
IFF575#I%=- YNWCBX.Y_5-\]!S>;6!K?SDE'W;/C[;B9K MK>U^"ZB8QIL")9KHV7&R$2X[FVT\O(BWVUGY[&PO=V]R:W-H965TUMMKWNZEVXR@-4DSMD&RK<
M.PD)"\$$CKZ!)/,YS<3.W][L.3B31Q3L;J' MB"^'#G;6#[ZQZ4R9!^J?#2D442%1 M"B(GKP7/L_4WP GN;&%; SL1NU-B=_X'M@^S2.LV%.@W6NCE<XCI#$Z.(? MH*(6V3Y@!ZW
I*V/XGR2X!X*Z;INGH[MGKJ%I_::$VG7>/HA*WZ9%;IY5NAT M*F!*]1+&= Z8_K@$:$&C.=3!^SOUWG[):3U^"+9:!MNU!ONKH(DN6M.IV-V9
MBML16H<[\7WLE3"]9C#GFX*]@R6QAG0B<+\$[EN!'PNLQO7KI'ZR?=< 3<;!7 M?>N]ID#GJV$OIJV(]K!.Q=Z0.-B*K?7>!-@1\[#PMUG(:]SUV_UM+NNXIW*1
MBHLTY3IC.4F#SZ(]L%/!*Y&#[2KG\3UEXHAR[D]!3P2]A@H]0*F>LZ:Y* MJ:FI-;13T2O9@^CVZSO(C#4)4?'-H:\1-"[OK@XB?=S&XVPO(89PI8:P70[M M8SQCI7?
E44VE/T(AX4HB8;M&VL@":&9![XM7Y;[8LB,YX'Z])?&+C43MEQ\C M1!6I1!6QBZJ][\%1>Q-R6$39PS@6T]TX.HI!3+.3-*GWDO-$Y:=Y=/RM.XN_M.Z-R]^[Y4=\7*]8:#T4PT:;>35=/7)&?
GN4WBJ?9 =0K5XK'V>4,: C"=-#M M$\[5^L8,4)YACOX#4$L#!!0 ("!*5D*3?96:@4 &8D 9 >&PO M=V]R:W-H965T2 MN-O+3#J9I-E^Z/2#8F2;"2!7DNW=?U]Q,2!PM) JK3\D@#FOI(?
#L5[0[$#H M"]M@S,&7-,G8E;'A?'MIFFRYP2EB$[+%F?AF16B*N-BE:Y-M*491$90F)K0L MSTQ1G!GS67'LGLYG9,>3,,/W%+!=FB+Z]08GY'!EV,;QP$,\WO#\@#F?;=$: M/V+^M/VG8L^L5:
(XQ1F+208H7ET9U_;E @9Y0''&YQ@?6&L;Y$-Y)N0EW_DE MNC*LO$2R#Q;X]O<9+D2J(??U>B1MUF'MC>/JI_*@8O!O.,&+XER1]O MQ#=71F" "*_0+N$/Y/ SK@8TS?66)&'%7W"HSK4,L-
PQ3M(J6/0@C;/R/_I2 M@6@%")W3 ; *@-T]Y4 IPIPA@:X58!;D"T'4G!8(([F,TH.@.9G"[5\HX!9 M1(OAQUE^W1\Y%=_&(H[/?R,<@Q!<@$=.EB\7.<((W))4Y!5#Q9417Y4Y <@*
M/#P^@>>O\4L7*SA:8([BA'T4YSP]+L#9AX_@ S !VR'*&8@S\)3%G)V+@V+[M]PW-9;&9RT?&\>7-9=?*F["1\]9,>N",9WS#P8Q>A2(XWQ8#K4Y>;'4[1+N6DAEQ>&_?
S"#KQP.C/W;0C*5O."=,FV:(FO#%%Q&*9[;,R_ M_\[VK!],(=$D)@%R:T#N4$"'HA"('$=[3$5A VN*,@XB)&Z#%8HIV*-DAPN M$4D21!G88EK"/,FR;#EHL?3LR11V4"K[-Q:E)C$)Y];1&.=6;:|-

AN;9L=2P@ M36(2(*\&Y"D!/6#&:;S,4ZPHJ64-!&>B<=3I\Q_>L4*:7N2 2W.L46 MFL0DGG[-TU?R?,KV@JB@^8P2E"WQT+SS>WGG.],P##IYIVQ\+"=-8A*GH.84
MC.2DO=0%_5+G3GR_0U39S;%$-8E)1,.::#B2*%JO*5[G_.),W.1B\KLL(9ZB M58][+5]VYUA=6LHNC*5UHDG+L<.Z20F#;3531$L)XJ<\;X97_$JM?>NY'K0< MJS-
T=;MCQZY+36;4FD:;PQAIO^NJAMNWG3V=!-U"IN[?:)J:U&2:L*$)E30_M%S?>X(2#)^88?A!Z;I>1LM71C#2IR8R:2;^MGO4?&>E/N+++_(9]?CN]B?CQ M;'VZ9+5Z!5UJ.MG&+=B#[<+
!'3[">A;8=#+/ZTV0)>;3*DQ O9@)Z_!:>G M7)7K='EJ=0VZU&2>C6^PU<;AK1/=2&3{>?*$;6$'OYU:K)="E)L-]3{1@UA7H JMTS&_EX-..+%Z.:C50>A2D[$'V\)6FXCQE2\86/FTN@)=:C*EQA?
8;F-PA^@+ MYM6STM?_MW-MQV_NIVQEE^KVD*7FOQ\MO$<4.TYWEH-8=]\V 'TW>X#.77S M8V'I4I-A->8#]LW'?U -[Q[(DT*HGA2]>SV:\7M8$MA8$]BV)/_R:4"EWO;F M_R[9?
+465.OD[L+=4_?2]{Q'E!M/$8^#H#]MPVV)3[=H6MU$+K49$2-@X!J M!_%^3P-@_WV##2?]1-+J-'2IR30;IP'53F/[3E U:ZG JG54^A2DT$VG@*^SYL&V'_58/NNY78?];J;'PWK/9P";)P" M_-]?-
\#^^P;?FCA>%ZM6:Z%+K<1JMA9FI)BNBP4N#"S)+N/E&HWZ:+V(YKI8 M.F(VIY6C3 !U!+ P04 " @2E9.J[JT+(# "[$ &0 'AL M+W=OO15ZRE99ROK_1=1:G4&!V3?
90BC=;0@O,19/N=+:G@!,55.2Z91B>7N"L MU-9+U?= UTMRX'E6P@-%[% 4F/YS!SDYK313>^MXS'8IEQWZ>KG'.W@" G7_
M0$5+;UB2K("29:1$%+8K[=\B4P5H!" 9W!BK6H!;F2+R8Y4Y_H5&,-#<4'QDE1!XL9%%E9?>/7.A&M ,$S'F#5 58__MP#D38-)N).+[^E7! ;I"3YS$+UWT^AV)G5O"./]IX!S8.C/>RB>@?
XUIG:21YX M-VR/8UAI8HMG0(^@&;__SO2,\;L-2=9."=9-!-99S'<9C'A8N.N7#2]%].JQ54O*W?*E/>8O@"7K4LL.##%7GN<_J8<@RW#MGB6'(-,PSVR4IO'M1M,ZOX)2J X M5Z;\3<3M.6.
<.<8EF97.3.;?;W6G-6MG!6MF@NMNXZM6H035[;KI;2KM6U5? M]OKOS)N-_=(?RLI<%7_?Z*NR7FRNZQD*(>M&,JX]L4/BE:5&PO=V]R:W-
H965T(2,T[<88^Z#8EUC4ECO)3E+8C])=KP,4G\8_1+KI+OG M>>Z4.T4[J1YUAFA@7^1"3[S,F/+:]W628<'TI2Q1T,E;H(9,M7&UZ5"EK]@ M(O?#(!CY!>/"BR.WMU!Q)"N3IIC+W<3K>8>-.
[|)C-WPXZAD M&URB>2@7BBR_14EY@4)S*4#A>N+=]*ZG8^OO'+YRW.FC=+A,5E(^6N-3.O$" M*PAS3(Q%8/39X@SSW *1C%\-IM=2VL#C]0']OV(.4 MUZS*S9WA&87+E473>*XL)>R-(I..
<69^(LT"+T +N .MR@I MA+-:-(SG&NYQ:RJ6G\.B4@A=$_#3L#/57X)_=X;"(-PT('7;^O0=WB#9^L@+AZ6\&.. MQ0K5SU.9=@+8YKG6)4MPXE%W:%1;],+7KWJCX&V'O$$K;]
MK[*R0*YA)BMA M%$=-?O23P0?]1$,GJQFC"T(!"U0)"F-=FQL]E4O--G1LMF^W<1#YVO,"AZW M8:? .1>\](JV@/ ;EM5*)XJ7KOMF=/V*6E!WEKB3XS]+/&%&S'5F,'-1J4\ M2*5RJ@+.OB-3YZ?
$=L/UX(D".W1=M;JNNBO+]B]0V4Z._ZSLN,U@_+*5[8;K MN\KJ4\+\HT%(A!WJC4DMF?JF=CNMB_*33U(_[K7S]&47_M356/^-HPLG1C=24-9>>6&;V*J*P#G:\EC=;&L 3M.QO_ 5!+ P04 "
M@2E9+ACT+:($ #[%P &0 'AL+W=Ol7C_J(M;$FTD.QZ2"Q1YQSR\A[3NG=RH.P:WV LP/)< M/EE1EB$A;]E:YUN&45*2LE0W#$4QZ*00/)CCQ48<+VCZ)TG$9JKY&DCP"NU2\4@/O^_Z(*?
0BVG*R_ @4&,- M#<0[+FA6D^4*,]7G^A[O1$G!*FC)I@UP>P2[#,$JR98KYW!K@GV:V=P:D(9 MNE[%7FYY^R9:I1?+"*$O!Y%,B>6+VB0H,H $^@D>\ MQ_D.RZN0<+1>,[Q& B?
-,,H3\!NF:X:VFQ_@+J],6B3[?8@%(BG_(+E?EB%X M_^X#> =(#IXV=,]1LE/FR4;?FH. ?N_0:6/ *F(9I*]:S>#W=4H5SV>S1_YZ]M1E6XQJK
MU+//Z#U1@5)Y3I3.4&:WXKLEOSBL]C-HF68Q^?YTTQ0P&T+?:\/"/LQT#0.Z M;5BD@'FN9\,&U@K6;H*U!X/[\NGN*0K!\FG^%"U5L0[2BY/^AF]1C*>:/,HY
M9GNLS7[^";K&+RH;C2D6CBD6C236RH'3Y,'YT' 5WSG)O>];OMW2Q6\5F('5 M\5'81T'/LBRS8S<%S*^^8"J[N4VH[F"HT7TT!W_=X^P9L[]5D0[2WVJW,<7" M,
<6BD<1:.?":'@7VLWKY=XR;:=S;BT4*.?T/*JVK8]R+=_HNJV\@QYO*G- MYC>!^H.!?A8;S, \PXS$B_:;E#HK;8;4RP<4RP:2:R5C:#6)1G"AI8*>"1S' M=CJNZX/DZ=4U71\D?W>#
[B^] F5;IJ_Y5O?$4Z&@%W3,IT!!(_"[IE/"('3. MV,\\!FL.!KN&F)40NT7N8E*!"Z#OG"DRX+'*@,-E MQE?"Q ZE5^!S_C'!66'/XF^1(LX9I=E5>7N7)V1/$@DD_\KB?$%1O"'Y>MBS
MHQ8HHZJ%HZI%8ZFU4W@L4N"E50KLUPR6X7BPZUD%S N"WC':A[F&Z0==R_9A MGBV_ V<<>RQ4X"'E\L#H"O.B92BC?MWI.6KM,JI:.*I:-)9:.S7'^@5>6L#4 M
F[+.]#H&K&/>_,JP]M-< MW0BZ+5NISU0(FI67&XP2S_] ?+ZB5<%!,T_?[9?U!+ P04 " @2E9 MK8X 8EL" 'X!0 &0 'AL+W=OED W1QI15]%H)
MI'!)#0MQ%"5A0R@/LM3Y5C)+1:<9Y;"22'5-0^3K IC8SX-Q<'"L:55KZPBS MM"45;$ _M2MIK-"C%+0!KJC@2$(Y#^[&MXO$QKN 'Q3VZFB/[$VV0CQ;XVLQ
M#R(K"!CDVB(0L^S@'ABS0$;&KP$S\)0V\7A_0/_L[F[NLB4*[@7[20M=SX-9 M@ HH2S;T(#&D?H&JUA M!
[P#LUM""5)"X5V72["$,G6%+A#EZ'LM.D5XH=)0&PD6*,P'ND5/A]^A2]"C MX+I6Z!,OH/@[/S32O7Y\T+_ 9P$?.C9"D_$'A",\14^;);]\N#]#._%UF3C< MZ3NXO@9RJ %12)3H@?
#._+N>\50%>N#$ =N>V&5X-OUX@]-P=T+0U:N:GA6T MH,RX*F5_.:?L%'4/$1]31Y-)%)^FCCUU?)9Z#;FH.'5=9&K02BJDEW$HT"DY
M\1LYUSB)HG%R6D_B]23_]38=._\PR=N'P3.- MY;U^+-WUW?@GO)]ICT16E"O$H#2IT>C&U$+VG/P; $?EAGOP%02P,$% @ ($I61(WS8QB @ ^04 !D !X
M;"IW;W)K&ULK93;:MLP#(9?A3!ZT0);?4CB%H5C MH$DV; 4Z%.FZ7:LV'0N5I522D^[M1\F.EZU)KG83ZT#^_$B%$+9*OY@:T<); M(Z29!K6UZYLP-$6-
#8.7:HV2;BJE&V9JU>A66MDI7=J1)A$41HVC,L@S_S9 M@\XSU5K!)3YH,&W3,/UKAD)MIT$<[Z6?%5;=Q#FV9JM\!'MT_I!TRX<5$K> MH#1<2=!838/;^&:6.GMO\
(/CUNRMP67RK-2+VWPMIT'D@%!@89T"H\\&YRB$ M$R*,UUXS&$(ZQ_WU3OVSSYUR>68&YTK\Y*6MI%%U "56K!5VJ;9?L,]GXO0*
M)8S_A6UO&P50M,:JIG^CKL.23)$8>D=T=\=O?(4RZ897FFU1:T MLR8UM_"I>F^"X](]RJ/5=,O)S>?;?E$6((_@(2]R8;)%6"ZO0:ROAKJ355#>X
M+5Y;;KBOXUP9:^!\@99Q82[@#+B$[[5]#9.ER4)+5$X[+']"64>0'"%(X9[" MU 8^R1++O_U#RF9(*=FE-$M."MZUXA)&\=(HF0,3X\+.#^[.*$[&DHU\KKC
M([I#68I=6=A>60I?%F9 57#'9$O_\ 'B4%&Z6*F/Y3IGDX_2-+W*PLT!Q/& M.#Z),#]*=@BATYKL(5S'<7288#(03$X2++%0*]D%IDH<+]4AH,D[H(]Q'(^.
M(*4#4OJ_WJT5IQ\M??]HHW3\[Z.%>^W8H%[YH6,H4BMMUYG#Z3#7;KMV_F/> M#<5[IE=<&A!8D6MT>47%T=V@Z396K7US/RM+H\(O:YK-J)T!W5>*&KS?N ## MM,]_
U!+ P04 " @2E9N$RJOGP# #^#P &0 'AL+W=ONW*S&E],'A!274A.(^MOA-5*J M06H8/TNF576IA8?E9WJ8SUW-94$$7C/Z3[22V[$UL&"%:Y)1><_VG[&<3T_S MEHR*_!?
V1:SO6[#,A&1Q*58CB*.D^"=/Y3H<"#SO'8%7"KQ3!9U2T#E5T"T% MW5,%O5+0.U7@EP(_7_MBL?*5#H@DDQ%G>^ Z6M%T(;'X^7-:,Z_IT3*=;EFP^/B*/(<"%
M;!V<,G7N%BS7R6'Z3MQ-NGV_[8WLW:%OC5V>Z]MI?;=*GXZ"@)LA]N]3S-5,94EG1 M'50I_^074$L#!!0 ("!*5EDW)YK8@, !@. 9 >&PO=V]R:W-H M965T_4 D"CAY!';N L
MM(Z/7%<%"PBI.A0Q1&9E)F1(M9G*N:MB"72:!H7<)9[7=D/*(F?83^]=RF%? M)9)>U)%,8-]U'"XE4DD84ODX BY6 P<[3S?&;+[0]8[L,=T#E>@(;^)+:69N@3)E(42* MB0A)F
V<8WPT(IX-2'?<,EBIM3&RI4R$N+.3L^G \2PCX!!H"T'-90DGP+E% M,CSN;!AD'(HNQ*'_)&K 40LB6 Y $DY9TE2EF>4DV'?2E6 M2-K=!LT.TE+3:$..1?:I7&EI5IF)TV?
0@/"&'U#/RB3Z);R!- %4)5(,,W7 MRJP<*P5F0*,I.F=TPCC3#-33KBFRS45C"!(I631'(Z]80ONGH"GCJO$,^F!M MW]\+""<@_Z$]Q")TO1"),BE4W]6F+LO.#?(:1ED-9$L-
OQ)^B)KX !&/^.CF MZA3M]6S>P[BF+45O2-$;Dn+Z6W!/]%]D50=V /<)6\)N>U)%,8-]U'#IR+V55@. M,2'M%NF[RPH*5B?"LY;"&)26++-"0D:A*G &TUA)W.!ZN3NL7:?
W:M&>1!FE2 M(TF-/-2*QE8'U.H [?-< X^-*CK^!AWB^UNZT"KHM&KI7 M->98^DV'!P>BP M8]QIM=PK,G8_3=F>S;37:[A84 MNN_5=O<5VNX5:7N[TG9O@XY7S05[I?
UZGR/M/,]S;7O8;VYAN/8'@=^H;E*K M[GK8-\H;E]Z-/]"\O>VM*5SXYU9-WZ-=^/2O/$GN3?> MM,\:?J5[X[?:=[->X+OP;UP:./Y !\>;%KY-::5]XW?[-]XT\&UI2_O&._-O M_&
(#)Z6!DT\R\#Q/NX:(P./P/4$L#!!0 ("!*5DYG_&3 M90, (. 9 >&PO=V]R:W-H965T?Z'A_9W.&&\7L1 DCT$!,J1E8H97)NV\((/(<;BE"5 U9LEXS&6:LA7MD@X MX," 8F*
[CM.S8QQ1:SPT<]=\/&2I)!&%:XY$&L>8/TZ L,W(:EE/$S?1*I1Z MPAX/$[R".<;1#7T8I-/QCU M#5KI%5'MD[GDZFVD<'+\G4E +1=]0'-8]?V7Z))F[M/;>.R!Q!$1Z!8>9(K)
M"3I"$46W(4L%IH$8VE*M03/9?IYODN5SG\G71E>,RE"@&0T@J,!I]?A>#=Y6 MM1<"N$\"3-Q:PJ\L47MUGOD.FX'W$T[1H:KYG5S%Z]FAVQ MVH5;VH:W\YQ;TG@!'+E^I
5QZAJR??5'HA8^L:-GUBK8/J(: M6 --0:)R T 51,)XQ(O"-2*GZ7H;8GOI(E?NXB7BM\DV:PALAWQNX7XW0-- M/@TQI4 JU>V6K-UW]O6MS?-2?0]
(,&LHX8YLO4*V7JULMYCHZ\-3;B4L,5?) MG)%4WR/B77&[_+X"K>Z?*DEK^5\HU[1),J])LEE#9#N;U"\VJ5^[21XH4C\R
MMWO5%O1+9T:WY.IR3&_QBO'M)R26RN".EM!.P6>%06>U1;XF; %)N@;91L" MP0H.,EXMY4N-UR29UR39K"&RG7T9%/LR>)7Q!B4ON"7CE6-*YO3*,9V2[\HQ
M@Y+M[*U/ZACXRO0R ODLI3+[7BIFBW;IPG0)>_.3UOFT53'Q[?8]ZX;"TV>] MV17FJX@*1&"I4CFG?76]\ZS?R0:2)>:#?L&D:@ ,8ZA:1. Z0+U?,O51GP]T M@]+I'/\#4$L#!!0 (
"!*5D1E +M808 $E 9 >&PO=V]R:W-H M965T9,8O+M_P4]/N];%1F3?\R7G$KTD M<9I?#I92KLZ'PWRVY$F8?Q0KGJIO%B)+0JDNLZ=AOLIX."^=DAGA(+(L.DS!* M!Z.+\MY=-
KH0:OE'*;_+4+Y.DC#[]XK'8G,YP((7&_?1TU(6-X:CBU7XQ!^X M_+:ZR]35L(XRCQ*>YI%(4<87EX//^'Q*2H?2XO>(;_*]SZAXE$9G7CV06\2;B3@O_Z)-96L-
T&R=2Y%4SJH%291N_X@E0,]5H%5#JR$M7V[M)9KK4(:CBTQL4%98]VC%AY)OZ:V(1&G1%1]DIKZ-E)\H2A%7Y=BG8?I M/+\82M6N(OIP5K7A:ML&TM(&&]V*5"YS-$GG?
[X!V9_:O ?]O=1OQ3R^E*N MB#'@+^OX((+Q!T0LX@#M&9O=/Z\RY6ZUNE'?KVX#[I/CU2'WX/\]^_2'&W^ MP]][IUW&#4-ST@C"*,/8?QFJ-P M_K?:OI9;2[% FS#+PE2"BXC7:
(H.Q2C:%4I3COG:WF'2IV#PYO--FQ8V=5I0 M^#4*_\=01*\C1BT]'.6;< 52\8&YT[6T%6]L;$-7,DU)ZMOZNMZG8M!4Q,31 MZ32-U'!]H8.M70)FO3%QE>O'U_ %3;93%$JYXBE?
1!)=I_JD5\T T+2IK:\E@!4ES&Z!LI<58R.4+UP>;K+0(A,)FJD\,TK7 MQ19,:#=C(H437@Q.J[Y+&YB,S>B,"5+%OKX 3WI5#2!5JD8&T5$!=LQUVQ(4 M3':PB!'6-
(S25TPB17D8\V)^>USGRC"'^9 WUQJS:&A4,WA:< B9G MU",M.'89.S:G[(VQ P*PCQP@S:SV3*6UMF9W#<:#NCX0SW$(T;9B 10/[-2 M':/[18C#M[A+N[$YIQZKJ:98]J-
^'R>H3NHM#693ET)^W/'GDV5_@.,^TSU1WW M&NVZUVB3TJ,%O4:;]A7ML_L:@387"0P%* @ 3P< !D !X;"]W;W)K&ULK55K;]P M%/TK5IA@DZ!Y-GV01MI: 0,-5>L&'Q ?
W.:VB>;8P7::\>^QG2QT6UK&M"^M M'_>T)3*= M6$,+);#&)9&7K/H$C9^^YELQ(LPGJII:QT*K4DB6-V"E(,]H_8UOFS[L -Q@ M#\!K -Y3 7X#\(W16IFQ-
<,2QO%G%>*Z6K!A>F-02LW&=4I+B17MYG"R?@K MDX!<#[U#"]BH="0ZI_5_0S?YI^FI$"
%.IZ!Q!D1)^KJ>C%#QTU5(^&LEN#MD?"Y)#WDNV^1YWA!!WSZ#SBF^^"V:D;;$:_M MB&?X@CU\M=,N&S4N-#C]=&QCU_5"?^1%]G97;T>=-_!#/VCK[@GS6V'^06%7
MF.@D9K!5SUYA4EDP4N@Q)LVJ!\7D"^!_^PR<)!?SXNQ*/ *)I8;" +X%JSX M]2LW=-YWI?)"9/=:$;2M"}Z948WKJ_:>\8;.P'^044>=&P[#@=N=4;\5UC\H M["-A2TS0%\HJ
LD&GA3+06%R.ZY#UOWX3-C"1\]$J.A[XX>A/*XRG6" M4>@_R,3>&??Z57.!^2:C A%8*Z#3&Z@>\'I\UQO)"C,'ETRJ>6]6]7KC =<% MZG[-U!1L-GJHMN_0^]02P,$% @
($I62$&<\6. @ 1@< !D !X M;"]W;W)K&ULK55=3]LP%/TK5H8FD%;RU0;&TDBE M95LG0(BTV\.T!S>Y32P2.[/=%O[];"=DA89]$[PT=G+/R3GGIM?AAO$[D0-(M=%\65
RM7,KJS+9%DD.)Q3&K@*HG2\9++-669I:H..#4@,K"IAPGL$M,]!6% MYMX-CT*VD@6A<,.16)4EY@_G4+#-T'*MQQNW),NEOF%'884SB$'.JQNN=G;+ MDI(2J"",
(@[+H35RS\:!KC<%WPELQ-8::2<+QN[T9IH.+4<+@@(2]1FPNJOA M#$6AB92,WPVGU;Y2 I?7C^R?C7?E98$%C%GQ@Z0R'UJG%DIAB5>%O&6;K]#X
M&6B^A!7"_*)-4^M8*%D)R@]=W(MCYV+V34^]9)W:+?-\[?=8)>VO*Z1F M"O..4($*6"]8KYDJGAUVST+&V/ MSN@/4$L#!!0 ("!*5D?+Q,73 (4% 9 >&PO=V]R:W-H965T
M5L8T@-NTF=]U%4090H^(T24[C1D@=Y=-PMK3YU'2DI,:E!=[@5FY]\@=Q/FW%!E=(/]NE92L>64K9H';2:+!8S:+SR=DB_[! MX9?$K=O;@\U>R-N;!&U?
E+$I\0JBP(,\@>'G$!2KEB3B-WP-G-(;TP/W]COU+ MT,Y:UL+APJA[65(]BSY'4&(E.D6W9OL5!STGG]\PRH4O; ??)(*BD 2%\"CM\ 9 ,@5"[N,PNR+@2)?&K-%JSW9C:_";4)
M:%8CM?^+*I)*QE'^8TAA$D&'^&&6^:[<0Z6:&%5"XMP<($DI')PAT_4"77(M;L[?N-TB=S5IG-"EVX;$R?D:>-B"#
[O@Z=O!#^%:Z.I=G"I2RS_Q<22<;BYL%ON,W^*YT89%;GH2"A6D: M;MM57[=S(BO7'8FU0B #%U)UOI_ALJJXP<%4L!!*P8_6-[L#KB_<"VN%)@<' M7/6^_H>OU;S/Z23DY(?
X,4^F\>-^%=[SZ(7&>QW5H-V$07-0F$Y3_SO&TW&6 MST,+OSB?\XSW(_F7IG\@KH7=2):FL&+*Y.@3YV/[H>L-,FWHV[4AGH*PK?F= M0NL=^+XRW+N#X0.,+U_^!U!+ P04 "
@2E9Y.\93BD$ #?$0 &0 M 'AL+W=OYLNYEFL_VL8 &:VA8KB=#]]WME.U[C"@,-^1 L^9Y[[M6Y>EB#'>/? MQ9H0B7YD:2Z&QEK*S9UIBL6:9%CTV(;D\&;)>(8E-/G*%!M.<%*
LM1T+"LP M.TQS8S0H^A[X:,"V.J4Y>>!(:+,.\W_')&6[H6$;KQU?Z6HM58^J\5LR-"P5 M$$G)0BH/&'Y>R(2DJ7($8?Q3^31J2@5L)KJCXOC<(9=G+,B$I=]H(M=#(S10
M0I9XF\JO;/>)5/GXRM^"I:+XCW:5K66@Q59(EE5@B"'"C>?F+?U3CT " 'SW MJ0!.&^ = +@5P#T5X%4 [U2 7P\4W,(*D!P*D._ O0+L"GT+-"A"1WAL=/I\=MVD.N_0$YEN-
IXIETP\W'.#6 M0?CT='97 Y^=SJZ#QV_+??[+P>])X=;%[A;^O$/%#B5.\P7+H$A3*/4;M.0L M0PL0G.9;*&,$*SPOJEU;>:7WH/"NEOB7T:T;^4$P,%^:@G8&H;:6.['!"S(T
M8.\0A+\08_3^G1U8'W7RZCCM*(KV.6>7Y(PUG$$?--CGG&O,^K[OV;79GDA> M+9+W*R(E5%0ZP:K3+5/IWV_$9;44ZHS@7(6.TLTN21%;]6 MQ3]/%=W ^Z?-
#XV9TP_0>*O%_+U.^4Z4\.$L!Y'+U_%SJV M_;%QWDFJ\\ZM?KX=OU/+"QG*%H>'2_Z0SS7#6/TLTN M21*M_;-_-;$U_;-_-R\N&
M_lV75Q^?,5J1F'TI60*5U>M#X?'R.J%L2+8IOF:?F81OX^)Q37!"N*_ ITL& M7]150Q'4=SJC_P!02P,$% @ ($I6;0'9M%] P + X !D !X;"]W M;W)K&ULM5==;ILV/%/TKA
8,+=!&'Y:_,MM ;'EH MAZ4SXF9Y&/; 2-<6$4GT2"IN_OTN*5FS945S-^7%(JES#N_E/1;)R9Z+)QD# M*/(M33(YM6*E=M>V+<,84BJO^ XR?+/A(J4*NV)KRYT
&AE2FMB>XPSLE++, MFDW,V$K,)CQ7"VL=(#]FRRHUM8@]K?K03V M[$HE8BEDDO&,"-A,K1OW>CG6> /XG<%>'K6)SN21\R?=^1Q-+4<'! F$2BM0 M?#S# I)$"V$8?
Y6:5C6E)AZW#^H_F]POET&J-+!+!AN:)NN/[M3U#FT]=Z(4^D^27[$WM8),REXFE)Q@A2EA5/^]U M2>A=.H-?$OQ+9^B7!).Z7>1N%BZ@BLXF@N^)T&A4TPVS^H:-
Z\4RI9.U$OB6 M(4_-OG %Q.V1C^0+FO)7+B59@2#KF K0?.TS.FR%>N:"+) U,Q62$K4XPF MR0L)6)+K8I//Z0[+3MX%"H'A+Y'ND2TV7AP?+R->8YY)FD9S8"J/7,=AA&>F\
MB-1[)=(>N>69BB599A%$#?R@G3]HX=NX:M72>8>EFWNM@K_DR17IN1^(YWA^ M0SR+R^F]IG3^W^S+_SS[R6+T*A_UC)[_BMX-VB$Z.$%"F NF&-:\'1:!*/_[
MII(7HGTCJC]ISS/?'6 \S\?KV #RQC50T*34'YR"E@T@9^14N1/)_2ISOS7S M!RH$S13YXQ;21Q!_-]79JJ"W@FN)_QV86OBMER'>P9K]^(,[<'YJLE678D&7 M8LN.Q$[*T*_*T'\+
;/'-%SQJ.: 2\!!9> EO\".LE\&4&^:,WJ>($4XU65YL;&ULG53O3]LP$/U73M$^@ 1-FI9M0FTD M2C>!M(Z*7],T[8.;7!H+Q^[L"X7?FW]WSR"FOA!F:#FG=*8VM!'-IU[#8610%
M8K3)/D8UT+J*)N$ MM:7-)J8A)34N+;BFKH5]GJ$RVVDTC%X6KN6Z(K\09Y.-6.,-TMUF:3F*>Y9" MUJB=-!HLEM/H;'@Z&_O\D' O<>MVYN K61GSX(/+8AHE7A
JS,DS"!X>\1R5 M\D0LXT_'&?5'>N#N_(7]:ZB=:UD)A^=&_9 %5=/HAU(!F<5+[GW)#EG_BUP'J%]C=O7I7E,55XS+I4"4MK MBB8G]YKQ
:2&A53*TT]BXD*\G#CO1,]:T>D;HH>P,)HJ!UIT@<6_^)-Z%\U(_M7UR8I>\2SC$?P&AX!&F2IG!W,X>##X?O\(YZ=T>!=_P&[SG+M.PB>P97*R77 MPAMZ!+>&A-I7=TLW3 *?
OU"/63+X-(D?]X@8]R+&_R5BB5:: @Y^\E\\W"?F M?=H1/#/0[7,IWNG'&NTZW#H'N6DTM:W9K_87^ZSMY]?T]E58"+N6W((*2X:R M%R<1V/:FM0&93>CNE2&^*V%:\>.$UB?
P?FFXP[O '] _=]E?4$L#!!0 (M "!*5GU^?1:.0, .X3 - >&PO MGV./[1MB&)1F)=C=G#$3+',ARR&9&U-\"L-R.FD&W\D@9,;]Y0- MRY^\N'DI/-P?KT;/ZN
94RXORW<^BU4JVI4XR<>,AKIJ.%]7Z/!IF2ZVV/B M?M9JSX)&* M(1E3P2>: RNC.1VI;W.-G:L _LEVZ8U5#>=C.N _]:;TJZ4C5ZE&Q3\49DO"SL=6?6A/MFM M9AE?5OUEUAK
U+NX.BT*L?HL^SFSW^X(2C 6UXP5QI_F2S0:E,;8!]$CPR M;?AT,_);T^*>+4U33LL]IQ[@YI_[CK/FG&2:BDW3MO:/>95?[3BZ^E>6J]\J MNX:I'NN7[[&;O'P+)N/C-
QDEQ^^Q/@ =N\G^6S!YG-L=UH>,C9/,UCFFC09P M7AR2'W#N%.NDP63!A>&R[LUYFC+YXCACY0V=V#]FMO3M^)1E="',?0L.R;K] MG:5\D2?MJ%M8B'K4NOT-IM>-
V\.JS<5ERI8L'==:/9M4S< V:-;Z LNSE MGVF21%$<8RLZ'GL=C+%UBV/X\:MAWH"Y8%,?I;6^&[C%;*_#K]W5PVH'_CQ04WY.%,&N8MZP)QA'D@1#H!;] M-
1K'R.K$\/'O#_:41%&2^!' _ ZB"$/@:<01S %XP) HJMZ#.^^CL'E/A>O_ M\(V> 5!+ P04 " @2E9EXJ[', 3 @ "P %]R96QS+RYR6QS MG9*Y;L,P#$!_Q="> , ?0(8@S9?$6!/D!5J((/V!
(%BD6=OZ_:I7&0"QEY/3P2 MW!YI0.TXI+:+J1C!$%)I6M6X 4BV)8]ISI%"KM0L'C6'TD!$VV-#L%HL/D N M&6:WO606IW.D5XA-
/E_G;@2=&A(E@6FD7)TZ(=I7\=Q_:0T^FO8R*T>EOH^7%H5]J.W&,E MC"%BM/XU@LD/['X 4$L#!!0 ("!*5E,DN?&2 4)DM / >&PO
M=]R:V):VLN>&UUQ9K;;N,V$$!_A?!+MT!36]=<$ =(U]DV0#8-DC2O!2W1 M-A&))]4DMVOWZ&T;D>-->B+J2?;$BT=42+/S%#GK]H\+[5^9F]UI>Q\LG%N
M>S:=VF(C:FY_U5NA8,]*FYH[^&G64[LU@I=V(X2KJVD\F^73FDLUN3C?'>O. M3/$/[43AI%:PT6]XDN+5_KO?_V0OTLJEK*3[.I^TWRLQ8;54LI;?1#F?S";,
M;O3K\K(;UHY7CT41E?5?!)U.YZ$<;)XM_G!OS[RI6VW.+Z\YP RG^0S..!* M&NO:%NWQ.3"^'&C< &]< B0K)\R". &[T"WFDUT3=JE*=]4<=!*[5MVAH*V_ M4CCU==E=M0-
#_$OQII1.E.RC5J50MOMF=25+($*0.0$9 MCPYC=XP@$P(R&1,R09 I 9F."9DBR(R S,:$S!!D3D#F8T+F"/*8@#P.!?G0 M;+>5\,UYQ1;2%I6V#8(\(2!/#@MY"YYA$3MB"V$+((>^
=,K]EMCI1(609X2 MD*24ZL%BZ.7O6#I@7H1H<*$;42Z(@,O$V^<2E84^\:@3[#,.F,=Y^&).R211" M)U'K$[%NDX3]F4%,R20.(9/(V^06SG"CK65WPG3#!S-2.HE#Z"1*VP<1=L-
@ MN>,&$JU'PV' %!B33&!"^"7*VOAA:<67QM_RJQ<_@6-$2C+0Q@25SK8&=`W M7 GN8Y<&NG#=AHP]1LHP\8$-@(R(N=ED4NH&L&E#O(.@N9"^:B"G3Q"%,LS<*
M8Q\>^1)C4JZ)0[CF7=#3(E;"_HPQ*=?$(5PS%/WTLO^8,D\B4LE Z9]&M MOX9#+N*$L- @)E]%22D+I2$LM"\B[AY.C$E9* UAH3V8/QV.C$E9* UAH;V8
MGSD,)XQ)62@-8:&A_*(7>]24A=)1TZ CO!!*62@;-0W"$U)&62@+8:%!S-ZR M,F6A+(2%!C'QPG)&62@+8:%!3+RTG%$6RH+D0KW<%P=)&)-\F2!(+H0QC_P"
M.%^OC5CS'B9EH2R$A?Z+*5;"&+CY][C>GE$6RD(O_&#,CSAZSR@+96,N _7G M3*NX,\Q_=^TEIYM\96#55]1&V M_:EN-"]W;Q:OWHJ^^ Y02P,$% @ ($I61;=:Q0F @ 8R@ !H
!X M;"]?8@DCEQN ;OO* R28_6@)\AG9)4M7_^C3U;9CR]EWPZ[[EBWNU.= M?1[WQ[ILML-P^I5276W+H:DSIRJ?
IW*_TSLUNO=JOSN5G\.Y3C\8W#ZZ/KWNBUE:&:O;\IP[))G_OK MZ9HNAWQWGMS,GM^63?_\EILT=9! D$P?I!"DTP<9!-GT00Y!/GU00%!,'[2 MH,7T0?<0=#]]T ,$/4P?
E.$.O/(G9'N3&!W1KPS@=Z">@N!WH)Z"X'>,GK9)M!;4&\AT%M0 M;R'06U!O(=!;4&\AT%M0;R'06U!O(=!;4&\AT%M1;R706U%O)=!;46\ET%M'
MFR4$>BOJK01Z*^JM!'HKZJT$>BOJK01Z*^JM!'HKZJT$>AOJ;01Z&^IM!'H; MZFT$>AOJ;01ZVVBSFT!O0[V-0&]#O8U ;T.]C4!O0[V-0&]#O8U ;T>]G4!O M1[V=0&]'O9U

;T>]G4!O1[V=0&\??:PDT-M1;R?0VU%O)]#;46\GT-M1;R?0 M.U#O(- [4.\@T#M0[R#0.U#O(- [4.\@T#M0[R#0.T8_FQ#H':AW$.@=]'?\ MI-YU^-]7>NWY7N/S?
Y+JX7QON3[^LOP^B1(N+CBGVXKZ]!=02P,$% @ M ($I6>'L7A'T 0 HB< !, !;0V]N=&5N=%]4>7!E&ULS=K+3L,P M$ 707ZFR18WK)P_1;H ML. '3#*E49/8LETH?X^3
A((*E"1N)M&K>VY$X]T M5CV_>_84)]NN[>.\6*7DSQB+U8HZ&TOG]<\K2QTM)LV3:ZV^>?8N'Y>]&IC,;G8;1RRYH7UOFTJF_(Z>^SK M3RG3UX0RGQSWQ%7CXU'>4+
O$X:5[P->S]T\4@A-39-;&]*U[?(NMFU93,\M MQ7)_B2]Z=,ME4U'MJDV7CY31!J)U7!&EKBUW18_V)Z=\P[3[Y ?GCV7V!>:= MM\'YF"<6Z/=Q;R,93D]l+D0A-?M?
\3TQES[X_6B8=DWU#[/S]3ZYL![G$=GX M./R.Λ[XO?XO^Q @?4B0/A1('QJD#P/2QS%('R<@?9R"],%G*(V@B,I12.4H MIG(45#F*JAR%58[B*D>!E:/(*E!D%2BR"A19!8JL
D56@2*K0)%5H,@]4&05 M*+)*%%DEBJP215:)(JM$D56BR"I19)4HLDH4626*K I%5H4BJT*15:'(JE!D M52BR*A19%8JL"D56A2*K1I%5H\BJ4635*+)]%%DUBJP:15:-
(JM&D56CR&I0 M9#4HLAH460V*K 9%5H,BJT&1U:#(:OY3UGOGUG\ %0 M2P$"% ,4 " @2E9!T%-8H$ "Q $ @ $ M9&lC4')O<',O87!P+GAM;%!+ 0(4 Q0 ("!*5F#H49B[P "L" 1
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'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ($I6=PB>2T*!0 (0P M !D ("!['8 'AL+W=O&PO=V]R:W-H965T$!X;"]W;W)K&UL4$L! A0#% @ ($I65M+,JY(@ '@4 !D M
("!TH@ 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ ($I6;;ZU "# @ O04 !D ("!Y9 'AL+W=O M&PO=V]R:W-H965T8M>C ( )<% 9 " @8R8 M !X;"]W;W)K&UL4$L!
A0#% @ ($I682 M:V7D @ /P8 !D ("!3YL 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ($I67#'/=8N!0 *PT !D M ("!':4 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @
($I69N?26(&!0 Y0L !D ("! MU+$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ ($I69=D0<7# @ R @ !D ("!K;T 'AL+W=O&PO=V]R:W-H965T8R;@($<& 9 " @5#& !X
M;"]W;W)K&UL4$L! A0#% @ ($I66',C [M P (PL !D ("!]<@ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ($I6<&]YK@E P ;0L !D M ("!5]$ 'AL+W=O&PO=V]R M:W-
H965T&UL M4$L! A0#% @ ($I66*@5?3G @ -0@ !D ("!'MT M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M ($I62&,LQR@! GAP !D ("!ON8 'AL+W=O&UL4$L! A0#% @
($I6=%<,0E#! MSQ0 !D ("!XO4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ($I6<#>/ZVC @ &PO=V]R:W-H M965T&UL4$L! M A0#% @ ($I61(WS8QB @ ^04 !D ("!.PX!
'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ($I M63F?\9-E P @ X !D ("!(!@! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ($I62$&<\6. @ 1@< M !D ("!%24!
'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ($I6;0"9M%] P + X !D M ("!O2X! 'AL+W=O&PO=V]R:W-H965T M7!E&UL4$L%!@ !, $P RQ0 $)# 0 $! end XML 84 Show.js
IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees
within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w)
{if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?
w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}}
if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var
e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p ;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'}
e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 85 report.css IDEA: XBRL
DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em;
position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide {
background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report
table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color:
black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif;
margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; }
.report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align:
top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow:
hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-
weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-
bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td,
.report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num,
.report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */
.report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-
style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 87
FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html 218 295 1 false 57 0 false 8 false false R1.htm 000 - Document - Document And Entity Information Sheet
http://www.skillsoft.com/20240731/role/statement-document-and-entity-information Document And Entity Information Cover 1 false false R2.htm 001 - Statement -
Unaudited Condensed Consolidated Balance Sheets Sheet http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets Unaudited
Condensed Consolidated Balance Sheets Statements 2 false false R3.htm 002 - Statement - Unaudited Condensed Consolidated Balance Sheets (Parentheticals) Sheet
http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets-parentheticals Unaudited Condensed Consolidated Balance Sheets
(Parentheticals) Statements 3 false false R4.htm 003 - Statement - Unaudited Condensed Consolidated Statements of Operations Sheet
http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations Unaudited Condensed Consolidated Statements of
Operations Statements 4 false false R5.htm 004 - Statement - Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss) Sheet
http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-comprehensive-income-loss Unaudited Condensed Consolidated
Statements of Comprehensive Income (Loss) Statements 5 false false R6.htm 005 - Statement - Unaudited Condensed Consolidated Statements of Shareholders' Equity
(Deficit) Sheet http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit Unaudited Condensed
Consolidated Statements of Shareholders' Equity (Deficit) Statements 6 false false R7.htm 006 - Statement - Unaudited Condensed Consolidated Statements of Cash Flows
Sheet http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows Unaudited Condensed Consolidated Statements of
Cash Flows Statements 7 false false R8.htm 007 - Statement - Unaudited Supplemental Disclosures of Cash Flows Information Sheet
http://www.skillsoft.com/20240731/role/statement-unaudited-supplemental-disclosures-of-cash-flows-information Unaudited Supplemental Disclosures of Cash Flows
Information Statements 8 false false R9.htm 008 - Disclosure - Note 1 - Description of Business and Basis of Presentation Sheet
http://www.skillsoft.com/20240731/role/statement-note-1-description-of-business-and-basis-of-presentation- Note 1 - Description of Business and Basis of Presentation
Notes 9 false false R10.htm 009 - Disclosure - Note 2 - Summary of Significant Accounting Policies Sheet http://www.skillsoft.com/20240731/role/statement-note-2-
summary-of-significant-accounting-policies Note 2 - Summary of Significant Accounting Policies Notes 10 false false R11.htm 010 - Disclosure - Note 3 - Intangible Assets
Sheet http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets Note 3 - Intangible Assets Notes 11 false false R12.htm 011 - Disclosure - Note 4 - Taxes
Sheet http://www.skillsoft.com/20240731/role/statement-note-4-taxes Note 4 - Taxes Notes 12 false false R13.htm 012 - Disclosure - Note 5 - Restructuring Sheet
http://www.skillsoft.com/20240731/role/statement-note-5-restructuring Note 5 - Restructuring Notes 13 false false R14.htm 013 - Disclosure - Note 6 - Leases,
Commitments and Contingencies Sheet http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies Note 6 - Leases, Commitments
and Contingencies Notes 14 false false R15.htm 014 - Disclosure - Note 7 - Long-term Debt Sheet http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt
Note 7 - Long-term Debt Notes 15 false false R16.htm 015 - Disclosure - Note 8 - Shareholders' Equity Sheet http://www.skillsoft.com/20240731/role/statement-note-8-
shareholders-equity Note 8 - Shareholders' Equity Notes 16 false false R17.htm 016 - Disclosure - Note 9 - Stock-based Compensation Sheet
http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation Note 9 - Stock-based Compensation Notes 17 false false R18.htm 017 - Disclosure -
Note 10 - Revenue Sheet http://www.skillsoft.com/20240731/role/statement-note-10-revenue Note 10 - Revenue Notes 18 false false R19.htm 018 - Disclosure - Note 11 -
Fair Value Measurements Sheet http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements Note 11 - Fair Value Measurements Notes 19 false
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Information Notes 20 false false R21.htm 020 - Disclosure - Note 13 - Net Loss Per Share Sheet http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-
share Note 13 - Net Loss Per Share Notes 21 false false R22.htm 021 - Disclosure - Note 14 - Related Party Transactions Sheet
http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions Note 14 - Related Party Transactions Notes 22 false false R23.htm 022 - Disclosure -
Note 15 - Subsequent Events Sheet http://www.skillsoft.com/20240731/role/statement-note-15-subsequent-events Note 15 - Subsequent Events Notes 23 false false
R24.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 24 false
false R25.htm 995469 - Disclosure - Significant Accounting Policies (Policies) Sheet http://www.skillsoft.com/20240731/role/statement-significant-accounting-policies-
policies Significant Accounting Policies (Policies) Policies http://www.skillsoft.com/20240731/role/statement-note-2-summary-of-significant-accounting-policies 25 false
false R26.htm 995470 - Disclosure - Note 3 - Intangible Assets (Tables) Sheet http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-tables Note 3 -
Intangible Assets (Tables) Tables http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets 26 false false R27.htm 995471 - Disclosure - Note 5 -
Restructuring (Tables) Sheet http://www.skillsoft.com/20240731/role/statement-note-5-restructuring-tables Note 5 - Restructuring (Tables) Tables
http://www.skillsoft.com/20240731/role/statement-note-5-restructuring 27 false false R28.htm 995472 - Disclosure - Note 6 - Leases, Commitments and Contingencies
(Tables) Sheet http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-tables Note 6 - Leases, Commitments and Contingencies
(Tables) Tables http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies 28 false false R29.htm 995473 - Disclosure - Note 7 -
Long-term Debt (Tables) Sheet http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-tables Note 7 - Long-term Debt (Tables) Tables
http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt 29 false false R30.htm 995474 - Disclosure - Note 8 - Shareholders' Equity (Tables) Sheet
http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-tables Note 8 - Shareholders' Equity (Tables) Tables
http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity 30 false false R31.htm 995475 - Disclosure - Note 9 - Stock-based Compensation (Tables)
Sheet http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-tables Note 9 - Stock-based Compensation (Tables) Tables
http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation 31 false false R32.htm 995476 - Disclosure - Note 10 - Revenue (Tables) Sheet
http://www.skillsoft.com/20240731/role/statement-note-10-revenue-tables Note 10 - Revenue (Tables) Tables http://www.skillsoft.com/20240731/role/statement-note-10-
revenue 32 false false R33.htm 995477 - Disclosure - Note 11 - Fair Value Measurements (Tables) Sheet http://www.skillsoft.com/20240731/role/statement-note-11-fair-
value-measurements-tables Note 11 - Fair Value Measurements (Tables) Tables http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements 33
false false R34.htm 995478 - Disclosure - Note 12 - Segment Information (Tables) Sheet http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-
tables Note 12 - Segment Information (Tables) Tables http://www.skillsoft.com/20240731/role/statement-note-12-segment-information 34 false false R35.htm 995479 -
Disclosure - Note 13 - Net Loss Per Share (Tables) Sheet http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-tables Note 13 - Net Loss Per Share
(Tables) Tables http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share 35 false false R36.htm 995480 - Disclosure - Note 1 - Description of Business
and Basis of Presentation (Details Textual) Sheet http://www.skillsoft.com/20240731/role/statement-note-1-description-of-business-and-basis-of-presentation-details-
textual Note 1 - Description of Business and Basis of Presentation (Details Textual) Details http://www.skillsoft.com/20240731/role/statement-note-1-description-of-
business-and-basis-of-presentation- 36 false false R37.htm 995481 - Disclosure - Note 3 - Intangible Assets (Details Textual) Sheet
http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-details-textual Note 3 - Intangible Assets (Details Textual) Details
http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-tables 37 false false R38.htm 995482 - Disclosure - Note 3 - Intangible Assets - Schedule of
Intangible Assets (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details Note 3 - Intangible
Assets - Schedule of Intangible Assets (Details) Details 38 false false R39.htm 995483 - Disclosure - Note 3 - Intangible Assets - Expected Amortization Expense (Details)
Sheet http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details Note 3 - Intangible Assets - Expected
Amortization Expense (Details) Details 39 false false R40.htm 995484 - Disclosure - Note 3 - Intangible Assets - Roll Forward of Goodwill (Details) Sheet
http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-roll-forward-of-goodwill-details Note 3 - Intangible Assets - Roll Forward of Goodwill (Details)
Details 40 false false R41.htm 995485 - Disclosure - Note 4 - Taxes (Details Textual) Sheet http://www.skillsoft.com/20240731/role/statement-note-4-taxes-details-textual
Note 4 - Taxes (Details Textual) Details http://www.skillsoft.com/20240731/role/statement-note-4-taxes 41 false false R42.htm 995486 - Disclosure - Note 5 - Restructuring
(Details Textual) Sheet http://www.skillsoft.com/20240731/role/statement-note-5-restructuring-details-textual Note 5 - Restructuring (Details Textual) Details
http://www.skillsoft.com/20240731/role/statement-note-5-restructuring-tables 42 false false R43.htm 995487 - Disclosure - Note 5 - Restructuring - Schedule of
Restructuring and Related Costs (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-5-restructuring-schedule-of-restructuring-and-related-costs-
details Note 5 - Restructuring - Schedule of Restructuring and Related Costs (Details) Details 43 false false R44.htm 995488 - Disclosure - Note 6 - Leases, Commitments
and Contingencies (Details Textual) Sheet http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-details-textual Note 6 -

Leases, Commitments and Contingencies (Details Textual) Details http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-tables 44 false false R45.htm 995489 - Disclosure - Note 6 - Leases, Commitments and Contingencies - Future Minimum Lease Payments (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details Note 6 - Leases, Commitments and Contingencies - Future Minimum Lease Payments (Details) Details 45 false false R46.htm 995490 - Disclosure - Note 7 - Long-term Debt (Details Textual) Sheet http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-details-textual Note 7 - Long-term Debt (Details Textual) Details http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-tables 46 false false R47.htm 995491 - Disclosure - Note 7 - Long-term Debt - Schedule of Debt (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-schedule-of-debt-details Note 7 - Long-term Debt - Schedule of Debt (Details) Details 47 false false R48.htm 995492 - Disclosure - Note 7 - Long-term Debt - Maturity of Outstanding Debt (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details Note 7 - Long-term Debt - Maturity of Outstanding Debt (Details) Details 48 false false R49.htm 995493 - Disclosure - Note 8 - Shareholders' Equity (Details Textual) Sheet http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-details-textual Note 8 - Shareholders' Equity (Details Textual) Details http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-tables 49 false false R50.htm 995494 - Disclosure - Note 8 - Shareholders' Equity - Accumulated Other Comprehensive Income (Loss) (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-accumulated-other-comprehensive-income-loss-details Note 8 - Shareholders' Equity - Accumulated Other Comprehensive Income (Loss) (Details) Details 50 false false R51.htm 995495 - Disclosure - Note 9 - Stock-based Compensation (Details Textual) Sheet http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual Note 9 - Stock-based Compensation (Details Textual) Details http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-tables 51 false false R52.htm 995496 - Disclosure - Note 9 - Stock-based Compensation - Summary of Stock Option Activity (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-stock-option-activity-details Note 9 - Stock-based Compensation - Summary of Stock Option Activity (Details) Details 52 false false R53.htm 995497 - Disclosure - Note 9 - Stock-based Compensation - Summary of RSU Activity (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-rsu-activity-details Note 9 - Stock-based Compensation - Summary of RSU Activity (Details) Details 53 false false R54.htm 995498 - Disclosure - Note 9 - Stock-based Compensation - Summary of Stock-based Compensation (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-stockbased-compensation-details Note 9 - Stock-based Compensation - Summary of Stock-based Compensation (Details) Details 54 false false R55.htm 995499 - Disclosure - Note 10 - Revenue (Details Textual) Sheet http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual Note 10 - Revenue (Details Textual) Details http://www.skillsoft.com/20240731/role/statement-note-10-revenue-tables 55 false false R56.htm 995500 - Disclosure - Note 10 - Revenue - Disaggregated Revenue and Geography Information (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-10-revenue-disaggregated-revenue-and-geography-information-details Note 10 - Revenue - Disaggregated Revenue and Geography Information (Details) Details 56 false false R57.htm 995501 - Disclosure - Note 10 - Revenue - Deferred Revenue (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-10-revenue-deferred-revenue-details Note 10 - Revenue - Deferred Revenue (Details) Details 57 false false R58.htm 995502 - Disclosure - Note 10 - Revenue - Deferred Contract Acquisition Costs (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-10-revenue-deferred-contract-acquisition-costs-details Note 10 - Revenue - Deferred Contract Acquisition Costs (Details) Details 58 false false R59.htm 995503 - Disclosure - Note 11 - Fair Value Measurements (Details Textual) Sheet http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-details-textual Note 11 - Fair Value Measurements (Details Textual) Details http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-tables 59 false false R60.htm 995504 - Disclosure - Note 11 - Fair Value Measurements - Assets and Liabilities Measured on a Recurring Basis (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-assets-and-liabilities-measured-on-a-recurring-basis-details Note 11 - Fair Value Measurements - Assets and Liabilities Measured on a Recurring Basis (Details) Details 60 false false R61.htm 995505 - Disclosure - Note 12 - Segment Information (Details Textual) Sheet http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-details-textual Note 12 - Segment Information (Details Textual) Details http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-tables 61 false false R62.htm 995506 - Disclosure - Note 12 - Segment Information - Summary Results (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-summary-results-details Note 12 - Segment Information - Summary Results (Details) Details 62 false false R63.htm 995507 - Disclosure - Note 12 - Segment Information - Segment Assets (Details) Sheet http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-segment-assets-details Note 12 - Segment Information - Segment Assets (Details) Details 63 false false R64.htm 995508 - Disclosure - Note 12 - 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"R44": { "role": "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-details-textual", "longName": "995488 - Disclosure - Note 6 - Leases, Commitments and Contingencies (Details Textual)", "shortName": "Note 6 - Leases, Commitments and Contingencies (Details Textual)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "44", "firstAnchor": { "contextRef": "i_2024-07-31", "name": "us-gaap:OperatingLeaseWeightedAverageDiscountRatePercent", "unitRef": "Pure", "xsiNil": "false", "lang": null, "decimals": "3", "ancestors": ["p", "us-gaap:CommitmentsAndContingenciesDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true }, "uniqueAnchor": { "contextRef": "i_2024-01-31", "name": "us-gaap:OperatingLeaseWeightedAverageDiscountRatePercent", "unitRef": "Pure", "xsiNil": "false", "lang": null, "decimals": "3", "ancestors": ["p", "us-gaap:CommitmentsAndContingenciesDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "unique": true } }, "R45": { "role": "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details", "longName": "995489 - 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Disclosure - Note 8 - Shareholders' Equity - Accumulated Other Comprehensive Income (Loss) (Details)", "shortName": "Note 8 - Shareholders' Equity - Accumulated Other Comprehensive Income (Loss) (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "50", "firstAnchor": { "contextRef": "i_2024-04-30", "name": "us-gaap:AociBeforeTaxAttributableToParent", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfAccumulatedOtherComprehensiveIncomeLossTableTextBlock", "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "i_2024-04-30", "name": "us-gaap:AociBeforeTaxAttributableToParent", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfAccumulatedOtherComprehensiveIncomeLossTableTextBlock", "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true } }, "R51": { "role": "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual", "longName": "995495 - 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Disclosure - Note 9 - Stock-based Compensation - Summary of Stock-based Compensation (Details)", "shortName": "Note 9 - Stock-based Compensation - Summary of Stock-based Compensation (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "54", "firstAnchor": { "contextRef": "d_2024-05-01_2024-07-31", "name": "us-gaap:AllocatedShareBasedCompensationExpense", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "d_2024-05-01_2024-07-31", "name": "us-gaap:AllocatedShareBasedCompensationExpense", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true } }, "R55": { "role": "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual", "longName": "995499 - 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Disclosure - Note 11 - Fair Value Measurements - Assets and Liabilities Measured on a Recurring Basis (Details)", "shortName": "Note 11 - Fair Value Measurements - Assets and Liabilities Measured on a Recurring Basis (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "60", "firstAnchor": { "contextRef": "i_2024-07-31_FairValueByMeasurementFrequencyAxis-FairValueMeasurementsRecurringMember", "name": "us-gaap:CashAndCashEquivalentsFairValueDisclosure", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "us-gaap:FairValueDisclosuresTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "i_2024-07-31_FairValueByMeasurementFrequencyAxis-FairValueMeasurementsRecurringMember", "name": "us-gaap:CashAndCashEquivalentsFairValueDisclosure", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "us-gaap:FairValueDisclosuresTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true } }, "R61": { "role": "http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-details-textual", "longName": "995505 - Disclosure - Note 12 - Segment Information (Details Textual)", "shortName": "Note 12 - Segment Information (Details Textual)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "61", "firstAnchor": { "contextRef": "d_2024-05-01_2024-07-31", "name": "skil:IntercompanyRevenuesBetweenReportableSegments", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["p", "us-gaap:SegmentReportingDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "d_2024-05-01_2024-07-31", "name": "skil:IntercompanyRevenuesBetweenReportableSegments", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["p", "us-gaap:SegmentReportingDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true } }, "R62": { "role": "http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-summary-results-details", "longName": "995506 - 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Disclosure - Note 13 - Net Loss Per Share - Share/Unit Totals With Potentially Dilutive Impact (Details)", "shortName": "Note 13 - Net Loss Per Share - Share/Unit Totals With Potentially Dilutive Impact (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "67", "firstAnchor": { "contextRef": "d_2024-05-01_2024-07-31", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "Share", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "us-gaap:EarningsPerShareTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "d_2024-05-01_2024-07-31", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "Share", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "us-gaap:EarningsPerShareTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true } }, "R68": { "role": "http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions-details-textual", "longName": "995512 - Disclosure - Note 14 - Related Party Transactions (Details Textual)", "shortName": "Note 14 - Related Party Transactions (Details Textual)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "68", "firstAnchor": { "contextRef": "i_2022-12-31_RelatedPartyTransactionAxis-OfftheshelfProductsMember_RelatedPartyTransactionsByRelatedPartyAxis-MihLearningsBvMember", "name": "us-gaap:ContractualObligation", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-5", "ancestors": ["p", "us-gaap:RelatedPartyTransactionsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "i_2022-12-31_RelatedPartyTransactionAxis-OfftheshelfProductsMember_RelatedPartyTransactionsByRelatedPartyAxis-MihLearningsBvMember", "name": "us-gaap:ContractualObligation", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-5", "ancestors": ["p", "us-gaap:RelatedPartyTransactionsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "skil20240731_10q.htm", "first": true, "unique": true } } }, "tag": { "us-gaap_AccountingPoliciesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingPoliciesAbstract", "presentation": ["http://www.skillsoft.com/20240731/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Accounting Policies [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Accounts payable", "documentation": "Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r54", "r803"] }, "skil_AccountsReceivableFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "AccountsReceivableFacilityMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt", "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-details-textual", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Accounts Receivable Facility [Member]", "documentation": "Represents the accounts receivable facility." } } }, "auth_ref": [] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Accounts receivable, net of allowance for credit losses of approximately $618 and $562 as of July 31, 2024 and January 31, 2024, respectively", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r878"] }, "us-gaap_AccruedEmployeeBenefitsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedEmployeeBenefitsCurrent", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Accrued compensation", "documentation": "Carrying value as of the balance sheet date of obligations, excluding pension and other postretirement benefits, incurred through that date and payable for perquisites provided to employees pertaining to services received from them. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r56"] }, "us-gaap_AccruedLiabilitiesAndOtherLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesAndOtherLiabilities", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Accrued expenses and other current liabilities", "documentation": "Amount of expenses incurred but not yet paid nor invoiced, and liabilities classified as other." } } }, "auth_ref": [] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-accumulated-other-comprehensive-income-loss-details", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Accumulated other comprehensive income (loss)", "periodStartLabel": "Balance, net", "periodEndLabel": "Balance, net", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r17", "r18", "r70", "r163", "r587", "r625", "r626"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-

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As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": [ "r7", "r281", "r288", "r768" ] }, "skil_AmortizationOfIntangibleAssetsIncludingDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "AmortizationOfIntangibleAssetsIncludingDiscontinuedOperations", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 15.0 } }, "presentation": [ "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows" ], "lang": { "en-us": { "role": { "label": "skil_AmortizationOfIntangibleAssetsIncludingDiscontinuedOperations", "terseLabel": "Amortization of intangible assets", "documentation": "Amount of amortization of intangible assets, including discontinued operations." } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": [ "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-shareunit-totals-with-potentially-dilutive-impact-details" ], "lang": { "en-us": { "role": { "label": "Antidilutive securities (in shares)", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": [ "r215" ] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": [ "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-shareunit-totals-with-potentially-dilutive-impact-details" ], "lang": { "en-us": { "role": { "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": [ "r23" ] }, "us-gaap_AntidilutiveSecuritiesNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesNameDomain", "presentation": [ "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-shareunit-totals-with-potentially-dilutive-impact-details" ], "lang": { "en-us": { "role": { "label": "Antidilutive Securities, Name [Domain]", "documentation": "Incremental common shares attributable to securities that were not included in diluted earnings per share (EPS) because to do so would increase EPS amounts or decrease loss per share amounts for the period presented." } } }, "auth_ref": [ "r23" ] }, "us-gaap_AociBeforeTaxAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AociBeforeTaxAttributableToParent", "crdr": "credit", "presentation": [ "http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-accumulated-other-comprehensive-income-loss-details" ], "lang": { "en-us": { "role": { "label": "us-gaap_AociBeforeTaxAttributableToParent", "periodStartLabel": "Balance, before tax", "periodEndLabel": "Balance, before tax", "documentation": "Amount before tax of increase (decrease) in accumulated equity from transactions and other events and circumstances from non-owner sources, attributable to parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners (distributions to owners)." } } }, "auth_ref": [] }, "us-gaap_AociTaxAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AociTaxAttributableToParent", "crdr": "debit", "presentation": [ "http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-accumulated-other-comprehensive-income-loss-details" ], "lang": { "en-us": { "role": { "label": "us-gaap_AociTaxAttributableToParent", "periodStartLabel": "Balance, tax", "periodEndLabel": "Balance, tax", "documentation": "Amount of tax expense (benefit) allocated to accumulated other comprehensive income (loss) attributable to parent." } } }, "auth_ref": [] }, "srt_AsiaPacificMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "AsiaPacificMember", "presentation": [ 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balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r61", "r106", "r584", "r664"] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies"], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Text Block]", 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"http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-summary-results-details", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-roll-forward-of-goodwill-details"], "lang": { "en-us": { "role": { "label": "Content & Platform [Member]", "documentation": "Represent Content & Platform" } } }, "auth_ref": [] }, "us-gaap_ContractWithCustomerAssetAndLiabilityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetAndLiabilityTableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue-tables"], "lang": { "en-us": { "role": { "label": "Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block]", "documentation": "Tabular disclosure of receivable, contract asset, and contract liability from contract with customer. Includes, but is not limited to, change in contract asset and contract liability." } } }, "auth_ref": ["r923"] }, "us-gaap_ContractWithCustomerLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiability", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue-deferred-revenue-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ContractWithCustomerLiability", "periodStartLabel": "Deferred revenue as of January 31, 2024", "periodEndLabel": "Deferred revenue as of July 31, 2024", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable." } } }, "auth_ref": ["r378", "r379", "r390"] }, "us-gaap_ContractWithCustomerLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Deferred revenue", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current." } } }, "auth_ref": ["r378", "r379", "r390"] }, "skil_ContractWithCustomerLiabilityIncreaseDecreaseForBillingDeferred": { "xbrltype": "monetaryItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "ContractWithCustomerLiabilityIncreaseDecreaseForBillingDeferred", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue-deferred-revenue-details"], "lang": { "en-us": { "role": { "label": "Billings deferred", "documentation": "Amount of increase (decrease) in obligation to transfer good or service to customer for which consideration from customer has been received or is due, from billing deferred." } } }, "auth_ref": [] }, "us-gaap_ContractWithCustomerLiabilityNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityNoncurrent", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesNoncurrent", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Deferred revenue - 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Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": ["r324", "r917"] }, "us-gaap_CreditFacilityDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditFacilityDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt", "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-details-textual", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Credit Facility [Domain]", "documentation": "Type of credit facility. Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": ["r324", "r917", "r918"] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "skil_CustomerContractTerm": { "xbrltype": "durationItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "CustomerContractTerm", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual"], "lang": { "en-us": { "role": { "label": "skil_CustomerContractTerm", "terseLabel": "Customer Contract Term (Year)", "documentation": "Period of customer contract, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [] }, "us-gaap_CustomerRelatedIntangibleAssetsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerRelatedIntangibleAssetsMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Customer-Related Intangible Assets [Member]", "documentation": "Customer-related asset, including, but not limited to, customer lists, and noncontractual customer relationships." } } }, "auth_ref": ["r15", "r894", "r895", "r896", "r897", "r899", "r900", "r902", "r903"] }, "skil_DaysFollowingTerminationOfEmploymentOrServiceMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "DaysFollowingTerminationOfEmploymentOrServiceMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Days Following Termination of Employment or Service [Member]", "documentation": "Represents days following termination of employment or service." } } }, "auth_ref": [] }, "us-gaap_DebtDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt"], "lang": { "en-us": { "role": { "label": "Debt Disclosure [Text Block]", "documentation": "The entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants." } } }, "auth_ref": ["r92", "r184", "r298", "r299", "r300", "r301", "r302", "r323", "r324", "r334", "r340", "r341", "r342", "r343", "r344", "r345", "r350", "r357", "r358", "r359", "r510"] }, "us-gaap_DebtInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-schedule-of-debt-details", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Debt Instrument [Axis]", "documentation": "Information by type of debt instrument, including, but not limited to, draws against credit facilities." } } }, "auth_ref": ["r16", "r55", "r56", "r104", "r105", "r188", "r335", "r336", "r337", "r338", "r339", "r341", "r346", "r347", "r348", "r349", "r351", "r352", "r353", "r354", "r355", "r356", "r770", "r771", "r772", "r773", "r774", "r793", "r861", "r906", "r907", "r908", "r973", "r974"] }, "us-gaap_DebtInstrumentCarryingAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentCarryingAmount", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-schedule-of-debt-details": { "parentTag": "us-gaap_LongTermDebtNoncurrent", "weight": 1.0, "order": 2.0 }, "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details", "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-schedule-of-debt-details"], "lang": { "en-us": { "role": { "label": "us-gaap_DebtInstrumentCarryingAmount", "terseLabel": "Term Loan - long-term portion", "totalLabel": "Total payments", "documentation": "Amount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt." } } }, "auth_ref": ["r16", "r105", "r360"] }, "us-gaap_DebtInstrumentInterestRateDuringPeriod": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateDuringPeriod", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_DebtInstrumentInterestRateDuringPeriod", "terseLabel": "Debt Instrument, Interest Rate During Period", "documentation": "The average effective interest rate during the reporting period." } } }, "auth_ref": ["r58", "r353", "r973"] }, "us-gaap_DebtInstrumentNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentNameDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-schedule-of-debt-details", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Debt Instrument, Name [Domain]", "documentation": "The name for the particular debt instrument or borrowing that distinguishes it from other debt instruments or borrowings, including draws against credit facilities." } } }, "auth_ref": ["r16", "r188", "r335", "r336", "r337", "r338", "r339", "r341", "r346", "r347", "r348", "r349", "r351", "r352", "r353", "r354", "r355", "r356", "r770", "r771", "r772", "r773", "r774", "r793", "r861", "r906", "r907", "r908", "r973", "r974"] }, "us-gaap_DebtInstrumentUnamortizedDiscountNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentUnamortizedDiscountNoncurrent", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-schedule-of-debt-details": { "parentTag": "us-gaap_LongTermDebtNoncurrent", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-schedule-of-debt-details"], "lang": { "en-us": { "role": { "label": "us-gaap_DebtInstrumentUnamortizedDiscountNoncurrent", "negatedTerseLabel": "Original issue discount - long-term portion", "documentation": "Amount of debt discount to be amortized after one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r972", "r973", "r974"] }, "us-gaap_DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet", "crdr": "debit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details"], "lang": { "en-us": { "role": { "label": "us-gaap_DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet", "negatedTerseLabel": "Unamortized original issue discount and issuance costs", "documentation": "Amount of unamortized debt discount (premium) and debt issuance costs." } } }, "auth_ref": ["r346", "r361", "r509", "r510", "r511", "r771", "r772", "r793"] }, "us-gaap_DeferredFinanceCostsNoncurrentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs." } } }, "auth_ref": ["r972", "r973", "r974"] }, "us-gaap_DeferredIncomeTaxLiabilitiesNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxLiabilitiesNet", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesNoncurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Deferred tax liabilities", "documentation": "Amount, after deferred tax asset, of deferred tax liability attributable to taxable differences with jurisdictional netting." } } }, "auth_ref": ["r440", "r441", "r582"] }, "us-gaap_DeferredIncomeTaxesAndTaxCredits": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxesAndTaxCredits", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Provision for (benefit from) income taxes \u2013 non-cash", "documentation": "Amount of deferred income tax expense (benefit) and income tax credits." } } }, "auth_ref": ["r84"] }, "us-gaap_Depreciation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Depreciation", "crdr": "debit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_Depreciation", "terseLabel": "Depreciation", "documentation": "The amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation." } } }, "auth_ref": ["r7", "r29"] }, "us-gaap_DepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationDepletionAndAmortization", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 13.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Depreciation", "documentation": "The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets." } } }, "auth_ref": ["r7", "r219", "r232", "r250", "r761", "r762"] }, 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"http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions", "http://www.skillsoft.com/20240731/role/statement-note-15-subsequent-events", "http://www.skillsoft.com/20240731/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets", "http://www.skillsoft.com/20240731/role/statement-note-4-taxes", "http://www.skillsoft.com/20240731/role/statement-note-5-restructuring", "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies", "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt", "http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation"], "lang": { "en-us": { "role": { "label": "us-gaap_DisclosureTextBlockAbstract", "terseLabel": "Notes to Financial Statements" } } }, "auth_ref": [] }, 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Excludes discontinued operations." } } }, "auth_ref": ["r295", "r858", "r904"] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006." } } }, "auth_ref": [] }, "dei_DocumentInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentInformationLineItems", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Document Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r500"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "crdr": "debit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "terseLabel": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount", "documentation": "Amount of cost not yet 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'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r434"] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-shareunit-totals-with-potentially-dilutive-impact-details", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Option [Member]", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { 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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information", "http://www.skillsoft.com/20240731/role/statement-note-1-description-of-business-and-basis-of-presentation-", "http://www.skillsoft.com/20240731/role/statement-note-1-description-of-business-and-basis-of-presentation-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-deferred-contract-acquisition-costs-details", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-deferred-revenue-details", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual", 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"http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-15-subsequent-events", "http://www.skillsoft.com/20240731/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-roll-forward-of-goodwill-details", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-tables", "http://www.skillsoft.com/20240731/role/statement-note-4-taxes", 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"http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit", "http://www.skillsoft.com/20240731/role/statement-unaudited-supplemental-disclosures-of-cash-flows-information"], "lang": { "en-us": { "role": { "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r833"] }, "dei_EntityExTransitionPeriod": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityExTransitionPeriod", "presentation": ["http://www.skillsoft.com/20240731/role/statement-

document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Ex Transition Period", "documentation": "Indicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards." } } }, "auth_ref": ["r840"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r833"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r839"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r833"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": 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{ "en-us": { "role": { "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r833"] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit"], "lang": { "en-us": { "role": { "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r12", "r148", "r170", "r171", "r172", "r189", "r190", "r191", "r193", "r198", "r200", "r202", "r220", "r261", "r262", "r294", "r377", "r451", "r452", "r458", "r459", "r460", "r462", 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"http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "Fair value adjustment of warrants", "negatedLabel": "Fair value adjustment of warrants", "negatedTerseLabel": "Fair value adjustment of warrants", "documentation": "Amount of expense (income) related to adjustment to fair value of warrant liability." } } }, "auth_ref": ["r0", "r7"] }, "us-gaap_FairValueByFairValueHierarchyLevelAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByFairValueHierarchyLevelAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements", "http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-assets-and-liabilities-measured-on-a-recurring-basis-details", "http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-details-textual"], "lang": { "en-us": { "role": { "label": "Fair Value Hierarchy and NAV [Axis]", "documentation": "Information by level within fair value hierarchy and fair value measured at net asset value per share as practical expedient." } } }, "auth_ref": ["r348", "r393", "r394", "r395", "r396", "r397", "r398", "r479", "r481", "r482", "r483", "r484", "r490", "r491", "r493", "r534", "r535", "r536", "r771", "r772", "r778", "r779", "r780", "r786", "r789"] }, "us-gaap_FairValueByMeasurementFrequencyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByMeasurementFrequencyAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-assets-and-liabilities-measured-on-a-recurring-basis-details"], "lang": { "en-us": { "role": { "label": "Measurement Frequency [Axis]", "documentation": "Information by measurement 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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r486", "r488", "r489", "r490", "r493", "r494", "r495", "r496", "r497", "r574", "r786", "r790"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": 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assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r348", "r393", "r394", "r395", "r396", "r397", "r398", "r481", "r482", "r483", "r484", "r491", "r536", "r771", "r772", "r778", "r779", "r780", "r786", "r789"] }, "us-gaap_FairValueMeasurementFrequencyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementFrequencyDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-assets-and-liabilities-measured-on-a-recurring-basis-details"], "lang": { "en-us": { "role": { "label": "Measurement Frequency [Domain]", "documentation": "Measurement frequency." } } }, "auth_ref": ["r480", "r481", "r482", "r484", "r786", "r958", "r968"] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements", "http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-assets-and-liabilities-measured-on-a-recurring-basis-details", "http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-details-textual"], "lang": { "en-us": { "role": { "label": "Fair Value Hierarchy and NAV [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": ["r348", "r393", "r394", "r395", "r396", "r397", "r398", "r479", "r481", "r482", "r483", "r484", "r490", "r491", "r493", "r534", "r535", "r536", "r771", "r772", "r778", "r779", "r780", "r786", "r789"] }, "us-gaap_FairValueMeasurementsRecurringMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsRecurringMember", "presentation": 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Includes, but is not limited to, fair value adjustment for impairment of asset, liability or equity, frequently measured at fair value." } } }, "auth_ref": ["r786", "r955", "r956", "r957", "r958", "r959", "r968"] }, "us-gaap_FairValueNetAssetLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueNetAssetLiability", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-assets-and-liabilities-measured-on-a-recurring-basis-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-assets-and-liabilities-measured-on-a-recurring-basis-details"], "lang": { "en-us": { "role": { "label": "us-gaap_FairValueNetAssetLiability", "totalLabel": "Total assets and (liabilities) recorded at fair value", "documentation": "Fair value of asset after deduction of liability." } } }, "auth_ref": ["r955", "r956"] }, "us-gaap_FiniteLivedIntangibleAssetUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetUsefulLife", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Finite-lived intangible assets, useful life (Year)", "documentation": "Useful life of finite-lived intangible assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Intangible assets, accumulated amortization", "documentation": "Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r155", "r267", "r287", "r768"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details"], "lang": { "en-us": { "role": { "label": "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "terseLabel": "2026", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to

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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r289", "r749", "r768"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details"], "lang": { "en-us": { "role": { "label": "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "terseLabel": "2025 (six months remaining)", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year." } } }, "auth_ref": ["r1033"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseTableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-tables"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets Amortization Expense [Table Text Block]", "documentation": "Tabular disclosure of amortization expense of assets, excluding financial assets, that lack physical substance, having a limited useful life." } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details"], "lang": { "en-us": { "role": { "label": "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "terseLabel": "2029", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r289", "r749", "r768"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details"], "lang": { "en-us": { "role": { "label": "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "terseLabel": "2028", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r289", "r749", "r768"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details"], "lang": { "en-us": { "role": { "label": "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo", "terseLabel": "2027", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r289", "r749", "r768"] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation": "Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": ["r280", "r282", "r283", "r284", "r286", "r287", "r291", "r292", "r542", "r543", "r749"] }, "us-gaap_FiniteLivedIntangibleAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsGross", "crdr": "debit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Finite-lived intangible assets, gross", "documentation": "Amount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r267", "r287", "r543", "r768"] }, "us-gaap_FiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "documentation": "The major class of finite-lived intangible asset (for example, patents, trademarks, copyrights, etc.) A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of a company." } } }, "auth_ref": ["r280", "r282", "r283", "r284", "r286", "r287", "r291", "r292", "r749"] }, "us-gaap_FiniteLivedIntangibleAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsNet", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Finite-lived intangible assets, net", "totalLabel": "Total future amortization", "documentation": "Amount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r542", "r900"] }, "skil_FinitelivedIntangibleAssetExpectedAmortizationAfterYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "FinitelivedIntangibleAssetExpectedAmortizationAfterYearFour", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-expected-amortization-expense-details"], "lang": { "en-us": { "role": { "label": "skil_FinitelivedIntangibleAssetExpectedAmortizationAfterYearFour", "terseLabel": "Thereafter", "documentation": "Amount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [] }, "us-gaap_ForeignCurrencyTransactionGainLossAfterTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ForeignCurrencyTransactionGainLossAfterTax", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-accumulated-other-comprehensive-income-loss-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ForeignCurrencyTransactionGainLossAfterTax", "terseLabel": "Translation adjustment, net", "documentation": "Amount, after tax, of realized and unrealized gain (loss) from foreign currency transaction." } } }, "auth_ref": ["r1023", "r1025", "r1032"] }, "us-gaap_GeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpense", "crdr": 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individually identified and separately recognized." } } }, "auth_ref": ["r154", "r268", "r575", "r762", "r767", "r787", "r803", "r883", "r890"] }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsDisclosureTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets"], "lang": { "en-us": { "role": { "label": "Goodwill and Intangible Assets Disclosure [Text Block]", "documentation": "The entire disclosure for goodwill and intangible assets." } } }, "auth_ref": ["r881", "r893"] }, "us-gaap_GoodwillImpairedAccumulatedImpairmentLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillImpairedAccumulatedImpairmentLoss", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-roll-forward-of-goodwill-details"], "lang": { 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that is not individually identified and separately recognized." } } }, "auth_ref": ["r882"] }, "us-gaap_IncomeLossFromContinuingOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperations", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 0.0 }, "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-computation-of-basic-and-diluted-earnings-per-share-details": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-summary-results-details", "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-computation-of-basic-and-diluted-earnings-per-share-details", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "us-gaap_IncomeLossFromContinuingOperations", "totalLabel": "Income (loss) from continuing operations", "terseLabel": "Net income (loss) from continuing operations", "documentation": "Amount after tax of income (loss) from continuing operations attributable to the parent." } } }, "auth_ref": ["r40", "r72", "r84", "r194", "r195", "r196", "r197", "r198", "r211", "r214", "r464"] }, "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperations", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "totalLabel": "Income (loss) before provision for (benefit from) income taxes", "documentation": "Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest." } } }, "auth_ref": ["r71", "r108", "r113", "r579", "r592", "r756", "r761", "r872", "r874", "r875", "r876", "r877"] }, "us-gaap_IncomeLossFromContinuingOperationsPerBasicShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsPerBasicShare", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-

condensed-consolidated-statements-of-operations": { "parentTag": "us-gaap_EarningsPerShareBasic", "weight": 1.0, "order": 0.0 }, "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-computation-of-basic-and-diluted-earnings-per-share-details": { "parentTag": "us-gaap_EarningsPerShareBasic", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-computation-of-basic-and-diluted-earnings-per-share-details", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "us-gaap_IncomeLossFromContinuingOperationsPerBasicShare", "terseLabel": "Ordinary \u2013 Basic and diluted - continuing operations (in dollars per share)", "documentation": "The amount of net income (loss) from continuing operations per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": ["r72", "r109", "r174", "r192", "r194", "r195", "r196", "r197", "r198", "r206", "r212", "r213", "r461", "r464", "r478", "r578", "r992"] }, "us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxAttributableToReportingEntity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromDiscontinuedOperationsNetOfTaxAttributableToReportingEntity", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-computation-of-basic-and-diluted-earnings-per-share-details": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-computation-of-basic-and-diluted-earnings-per-share-details"], "lang": { "en-us": { "role": { "label": "us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxAttributableToReportingEntity", "terseLabel": "Net income (loss) from discontinued operations", "documentation": "Amount after tax of income (loss) from a discontinued operation attributable to the parent. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal." } } }, "auth_ref": ["r47", "r48", "r49", "r50", "r51", "r52", "r53", "r100"] }, "us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-computation-of-basic-and-diluted-earnings-per-share-details": { "parentTag": "us-gaap_EarningsPerShareBasic", "weight": 1.0, "order": 0.0 }, "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations": { "parentTag": "us-gaap_EarningsPerShareBasic", "weight": 1.0, "order": 1.0 } }, 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"http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "Provision for (benefit from) income taxes", "negatedTerseLabel": "Income Tax Expense (Benefit)", "documentation": "Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r115", "r116", "r201", "r202", "r219", "r235", "r250", "r442", "r443", "r454", "r598", "r785"] }, "us-gaap_IncomeTaxesPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxesPaidNet", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-supplemental-disclosures-of-cash-flows-information"], "lang": { "en-us": { "role": { "label": "Cash paid (received) for income taxes, net of refunds", "documentation": "Amount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax." } } }, "auth_ref": ["r22", "r181", "r449", "r450"] }, "us-gaap_IncreaseDecreaseInAccountsPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccountsPayable", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 10.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_IncreaseDecreaseInAccountsPayable", "terseLabel": "Accounts payable", "documentation": "The increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an 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"Information by type or class of assets, excluding financial assets and goodwill, lacking physical substance and having a projected indefinite period of benefit." } } }, "auth_ref": ["r280", "r285", "r290", "r768"] }, "us-gaap_IndefiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IndefiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Indefinite-Lived Intangible Assets, Major Class Name [Domain]", "documentation": "The major class of indefinite-lived intangible asset (for example, trade names, etc. but not all-inclusive), excluding goodwill. A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of the company." } } }, "auth_ref": ["r280", "r285", "r290", "r768"] }, "skil_IndemnificationsOrCommitmentsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "IndemnificationsOrCommitmentsMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies", "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "Indemnifications or Commitments [Member]", "documentation": "Represents indemnifications or commitments." } } }, "auth_ref": [] }, "skil_InducementPlanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "InducementPlanMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Inducement Plan [Member]", "documentation": "Represents the Inducement Plan." } } }, "auth_ref": [] }, "ecd_InsiderTradingArrLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTradingArrLineItems", "auth_ref": ["r837"] }, "skil_InstructorledTrainingMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "InstructorledTrainingMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-summary-results-details", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-roll-forward-of-goodwill-details"], "lang": { "en-us": { "role": { "label": "Instructor-Led Training [Member]", "documentation": "Represents Instructor-Led Training" } } }, "auth_ref": [] }, "us-gaap_IntangibleAssetsGrossExcludingGoodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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Includes, but is not limited to, cost of borrowing accounted for as interest expense." } } }, "auth_ref": ["r219", "r227", "r231", "r237", "r250", "r508", "r761", "r762"] }, "us-gaap_InterestIncomeExpenseNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestIncomeExpenseNet", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-summary-results-details"], "lang": { "en-us": { "role": { "label": "us-gaap_InterestIncomeExpenseNet", "terseLabel": "Interest expense, net", "documentation": "Amount of interest income (expense) classified as operating." } } }, "auth_ref": ["r576", "r874"] }, "us-gaap_InterestPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPaidNet", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-supplemental-disclosures-of-cash-flows-information"], "lang": { "en-us": { "role": { "label": "Cash paid for interest", "documentation": "Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r177", "r179", "r180"] }, "us-gaap_InterestRateSwapMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestRateSwapMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements", "http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-details-textual"], "lang": { "en-us": { "role": { "label": "Interest Rate Swap [Member]", "documentation": "Forward based contracts in which two parties agree to swap periodic payments that are fixed at the outset of the swap contract with variable payments based on a market interest rate (index rate) over a specified period." } } }, "auth_ref": 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"http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-tables", "http://www.skillsoft.com/20240731/role/statement-significant-accounting-policies-policies", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets-parentheticals", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-comprehensive-income-loss", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit", "http://www.skillsoft.com/20240731/role/statement-unaudited-supplemental-disclosures-of-cash-flows-information"], "lang": { 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Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position." } } }, "auth_ref": ["r976"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDue", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "totalLabel": "Total future minimum lease payments", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease." } } }, "auth_ref": ["r520"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths", "terseLabel": "2026", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r520"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFour", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour", "terseLabel": "2029", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r520"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearTwo", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo", "terseLabel": "2027", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r520"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear", "terseLabel": "2025 (six months remaining)", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year." } } }, "auth_ref": ["r976"] }, "skil_LesseeOperatingLeaseLiabilityToBePaidAfterYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "LesseeOperatingLeaseLiabilityToBePaidAfterYearFour", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details"], "lang": { "en-us": { "role": { "label": "skil_LesseeOperatingLeaseLiabilityToBePaidAfterYearFour", "terseLabel": "Thereafter", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease due after fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [] }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "negatedLabel": "Effects of discounting", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease." } } }, "auth_ref": ["r520"] }, "us-gaap_LesseeOperatingLeaseRemainingLeaseTerm": { "xbrltype": "durationItemType", "nsuri": 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Excludes lease obligation." } } }, "auth_ref": ["r16", "r105", "r347", "r362", "r771", "r772", "r793", "r990"] }, "us-gaap_LongTermDebtCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtCurrent", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details", "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-schedule-of-debt-details", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Current maturities of long-term debt", "terseLabel": "Current maturities of long-term debt", "negatedTerseLabel": "Current portion", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation." } } }, "auth_ref": ["r158"] }, "us-gaap_LongTermDebtFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtFairValue", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_LongTermDebtFairValue", "terseLabel": "Long-Term Debt, Fair Value", "documentation": "The fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission." } } }, "auth_ref": ["r955", "r957", "r958", "r959"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths", "terseLabel": "2026", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r10", "r188", "r352"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour", "terseLabel": "2029", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r10", "r188", "r352"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree", "terseLabel": "2028", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r10", "r188", "r352"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo", "terseLabel": "2027", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r10", "r188", "r352"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details"], "lang": { "en-us": { "role": { "label": "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear", "terseLabel": "2025 (six months remaining)", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are

redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year." } } }, "auth_ref": ["r864"] }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesNoncurrent", "weight": 1.0, "order": 3.0 }, "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-schedule-of-debt-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-schedule-of-debt-details", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Long-term debt", "totalLabel": "Long-term debt", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation." } } }, "auth_ref": ["r159"] }, "skil_LongtermDebtMaturityAfterYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "LongtermDebtMaturityAfterYearFour", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-maturity-of-outstanding-debt-details"], "lang": { "en-us": { "role": { "label": "skil_LongtermDebtMaturityAfterYearFour", "terseLabel": "Thereafter", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [] }, "us-gaap_LossContingenciesByNatureOfContingencyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesByNatureOfContingencyAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies", "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "Loss Contingency Nature [Axis]", "documentation": "Information by type of existing condition, situation, or set of circumstances involving uncertainty as to possible loss to an enterprise that will ultimately be resolved when one or more future events occur or fail to occur." } } }, "auth_ref": ["r317", "r318", "r319", "r322", "r437", "r627", "r769", "r913", "r914"] }, "us-gaap_LossContingencyAccrualAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingencyAccrualAtCarryingValue", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_LossContingencyAccrualAtCarryingValue", "terseLabel": "Loss Contingency Accrual, Ending Balance", "documentation": "Amount of loss contingency liability." } } }, "auth_ref": ["r317", "r842"] }, "us-gaap_LossContingencyLossInPeriod": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingencyLossInPeriod", "crdr": "debit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_LossContingencyLossInPeriod", "terseLabel": "Loss Contingency, Loss in Period", "documentation": "The amount of loss pertaining to the specified contingency that was charged against earnings in the period, including the effects of revisions in previously reported estimates." } } }, "auth_ref": ["r912"] }, "us-gaap_LossContingencyNatureDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingencyNatureDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies", "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "Loss Contingency, Nature [Domain]", "documentation": "An existing condition, situation, or set of circumstances involving uncertainty as to possible loss to an enterprise that will ultimately be resolved when one or more future events occur or fail to occur. Resolution of the uncertainty may confirm the incurrence of a loss or impairment of an asset or the incurrence of a liability." } } }, "auth_ref": ["r317", "r318", "r319", "r322", "r437", "r627", "r769", "r913", "r914"] }, "skil_MarketbasedRestrictedStockUnitsMBRSUsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "MarketbasedRestrictedStockUnitsMBRSUsMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "Market-based Restricted Stock Units (MBRSUs) [Member]", "documentation": "Represents Market-based Restricted Stock Units (MBRSUs)." } } }, "auth_ref": [] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": 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"http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Minimum [Member]", "documentation": "Lower limit of the provided range." } } }, "auth_ref": ["r119", "r121", "r123", "r124", "r126", "r146", "r147", "r318", "r319", "r320", "r321", "r400", "r437", "r484", "r539", "r617", "r619", "r627", "r656", "r657", "r714", "r716", "r718", "r719", "r728", "r747", "r748", "r766", "r775", "r781", "r789", "r790", "r791", "r813", "r921", "r980", "r981", "r982", "r983", "r984", "r985"] }, "skil_MonthsFollowingOptioneesDeathOrDisabilityMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "MonthsFollowingOptioneesDeathOrDisabilityMember", "presentation": 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"http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "totalLabel": "Net cash provided by (used in) financing activities", "documentation": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r178"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Cash flows from financing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "totalLabel": "Net cash provided by (used in) investing activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r178"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Cash flows from investing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "totalLabel": "Net cash provided by (used in) operating activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": ["r82", "r83", "r84"] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Cash flows from operating activities:" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-comprehensive-income-loss": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 1.0 }, "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 8.0 }, "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-computation-of-basic-and-diluted-earnings-per-share-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-summary-results-details", "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-computation-of-basic-and-diluted-earnings-per-share-details", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-comprehensive-income-loss", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit"], "lang": { "en-us": { "role": { "label": "Net income (loss)", "totalLabel": "Net income (loss)", "terseLabel": "Net income (loss)", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": ["r75", "r84", "r110", "r150", "r166", "r168", "r172", "r186", "r192", "r194", "r195", "r196", "r197", "r198", "r201", "r202", "r211", "r260", "r325", "r326", "r327", "r328", "r329", "r330", "r331", "r332", "r333", "r461", "r464", "r478", "r498", "r593", "r685", "r704", "r705", "r829", "r919"] }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": [] }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "ecd_NonRule10b51ArrAdoptedFlag", "terseLabel": "Non-Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r838"] }, "ecd_NonRule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmntdFlag", "presentation": [

"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "ecd_NonRule10b51ArrTrmntdFlag", "terseLabel": "Non-Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r838"] }, "us-gaap_NonUsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonUsMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-longlived-assets-by-geographic-region-details"], "lang": { "en-us": { "role": { "label": "Non-US [Member]", "documentation": "Countries excluding the United States of America (US)." } } }, "auth_ref": ["r1028", "r1029", "r1030", "r1031"] }, "skil_NoncashLeaseAndPropertyAndEquipmentImpairmentCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": 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An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues." } } }, "auth_ref": ["r762", "r873"] }, "skil_OfftheshelfProductsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "OfftheshelfProductsMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions", "http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions-details-textual"], "lang": { "en-us": { "role": { "label": "Off-the-shelf Products [Member]", "documentation": "Represents off the shelf products." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": 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"Operating income (loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r113", "r756", "r872", "r874", "r875", "r876", "r877"] }, "us-gaap_OperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-future-minimum-lease-payments-details"], "lang": { "en-us": { "role": { "verboseLabel": "Total lease liabilities", "label": "us-gaap_OperatingLeaseLiability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease." } } }, "auth_ref": ["r515"] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "calculation": { 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["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Other assets", "documentation": "Amount of noncurrent assets classified as other." } } }, "auth_ref": ["r156"] }, "us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-comprehensive-income-loss": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-comprehensive-income-loss", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit"], "lang": { "en-us": { "role": { "label": "Foreign currency adjustment, net of tax", "documentation": "Amount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to parent entity." } } }, "auth_ref": ["r5", "r11", "r100"] }, "us-gaap_OtherComprehensiveIncomeLossForeignCurrencyTransactionAndTranslationAdjustmentBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossForeignCurrencyTransactionAndTranslationAdjustmentBeforeTax", "crdr": "credit", "presentation": 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us": { "role": { "label": "us-gaap_OtherComprehensiveIncomeLossForeignCurrencyTransactionAndTranslationAdjustmentBeforeTax", "terseLabel": "Translation adjustment", "documentation": "Amount before tax, after reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature." } } }, "auth_ref": ["r3", "r70", "r594"] }, "us-gaap_OtherComprehensiveIncomeLossForeignCurrencyTranslationAdjustmentTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossForeignCurrencyTranslationAdjustmentTax", "crdr": "debit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-accumulated-other-comprehensive-income-loss-details"], "lang": { "en-us": { "role": { "label": "us-gaap_OtherComprehensiveIncomeLossForeignCurrencyTranslationAdjustmentTax", "terseLabel": "Translation adjustment", "documentation": "Amount of tax expense (benefit), after reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature." } } }, "auth_ref": ["r3", "r4", "r499", "r506"] }, "us-gaap_OtherLiabilitiesNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherLiabilitiesNoncurrent", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesNoncurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Other long-term liabilities", "documentation": "Amount of liabilities classified as other, due after one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r60"] }, "us-gaap_OtherNonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherNonoperatingIncomeExpense", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-summary-results-details", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "Other income (expense), net", "documentation": "Amount of income (expense) related to nonoperating activities, classified as other." } } }, "auth_ref": ["r77"] }, "us-gaap_PaidInKindInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaidInKindInterest", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Non-cash interest expense", "documentation": "Interest paid other than in cash for example by issuing additional debt securities. As a noncash item, it is added to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r7"] }, "us-gaap_PaymentsForRepurchaseOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForRepurchaseOfCommonStock", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_PaymentsForRepurchaseOfCommonStock", "negatedLabel": "Payments to acquire treasury stock", "documentation": "The cash outflow to reacquire common stock during the period." } } }, "auth_ref": ["r80"] }, "us-gaap_PaymentsForSoftware": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForSoftware", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_PaymentsForSoftware", "negatedLabel": "Internally developed software - capitalized costs", "documentation": "The cash outflow associated with the development, modification or acquisition of software programs or applications for internal use (that is, not to be sold, leased or otherwise marketed to others) that qualify for capitalization." } } }, "auth_ref": ["r79"] }, "us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation", "negatedLabel": "Shares repurchased for tax withholding upon vesting of restricted stock-based awards", "documentation": "Amount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": ["r176"] }, "us-gaap_PaymentsToAcquirePropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquirePropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_PaymentsToAcquirePropertyPlantAndEquipment", "negatedLabel": "Purchase of property and equipment", "documentation": "The cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets." } } }, "auth_ref": ["r79"] }, "us-gaap_PlanNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PlanNameAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Plan Name [Axis]", "documentation": "Information by plan name for share-based payment arrangement." } } }, "auth_ref": ["r925", "r926", "r927", "r928", "r929", "r930", "r931", "r932", "r933", "r934", "r935", "r936", "r937", "r938", "r939", "r940", "r941", "r942", "r943", "r944", "r945", "r946", "r947", "r948", "r949", "r950"] }, "us-gaap_PlanNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PlanNameDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Plan Name [Domain]", "documentation": "Plan name for share-based payment arrangement." } } }, "auth_ref": ["r925", "r926", "r927", "r928", "r929", "r930", "r931", "r932", "r933", "r934", "r935", "r936", "r937", "r938", "r939", "r940", "r941", "r942", "r943", "r944", "r945", "r946", "r947", "r948", "r949", "r950"] }, "us-gaap_PolicyTextBlockAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PolicyTextBlockAbstract", "presentation": ["http://www.skillsoft.com/20240731/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "us-gaap_PolicyTextBlockAbstract", "terseLabel": "Accounting Policies" } } }, "auth_ref": [] }, "us-gaap_PreferredStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockParOrStatedValuePerShare", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_PreferredStockParOrStatedValuePerShare", "terseLabel": "Preferred Stock, Par or Stated Value Per Share (in dollars per share)", "documentation": "Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer." } } }, "auth_ref": ["r63", "r364"] }, "us-gaap_PreferredStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesAuthorized", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_PreferredStockSharesAuthorized", "terseLabel": "Preferred Stock, Shares Authorized (in shares)", "documentation": "The maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r63", "r665"] }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_PreferredStockSharesOutstanding", "terseLabel": "Preferred Stock, Shares Outstanding (in shares)", "documentation": "Aggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased." } } }, "auth_ref": ["r63", "r665", "r683", "r1026", "r1027"] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Prepaid expenses and other current assets", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r851"] }, "us-gaap_ProceedsFromDivestitureOfBusinessesNetOfCashDivested": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromDivestitureOfBusinessesNetOfCashDivested", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Sale of SumTotal, net of cash transferred", "documentation": "This element represents the cash inflow during the period from the sale of a component of the entity." } } }, "auth_ref": ["r20"] }, "us-gaap_ProceedsFromIssuanceOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfDebt", "crdr": "debit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ProceedsFromIssuanceOfDebt", "terseLabel": "Proceeds from Issuance of Debt", "documentation": "The cash inflow during the period from additional borrowings in aggregate debt. Includes proceeds from short-term and long-term debt." } } }, "auth_ref": ["r856"] }, "us-gaap_ProceedsFromRepaymentsOfLinesOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromRepaymentsOfLinesOfCredit", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Proceeds from facility, net of borrowings", "documentation": "The net cash inflow or cash outflow from a contractual arrangement with the lender, including letter of credit, standby letter of credit and revolving credit arrangements, under which borrowings can be made up to a specific amount at any point in time with either short term or long term maturity that is collateralized (backed by pledge, mortgage or other lien in the entity's assets)." } } }, "auth_ref": [] }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-disaggregated-revenue-and-geography-information-details"], "lang": { "en-us": { "role": { "label": "Product and Service [Axis]", "documentation": "Information by product and service, or group of similar products and similar services." } } }, "auth_ref": ["r128", "r129", "r130", "r131", "r132", "r133", "r144", "r253", "r541", "r610", "r611", "r612", "r613", "r614", "r615", "r616", "r751", "r776", "r812", "r813", "r814", "r815", "r816", "r817", "r818", "r849", "r915", "r916", "r924", "r993", "r995", "r996", "r997", "r998", "r999", "r1000", "r1001", "r1002", "r1003", "r1004", "r1005", "r1006", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022"] }, "srt_ProductsAndServicesDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductsAndServicesDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-disaggregated-revenue-and-geography-information-details"], "lang": { "en-us": { "role": { "label": "Product and Service [Domain]", "documentation": "Product or service, or a group of similar products or similar services." } } }, "auth_ref": ["r128", "r129", "r130", "r131", "r132", "r133", "r144", "r253", "r541", "r610", "r611", "r612", "r613", "r614", "r615", "r616", "r751", "r776", "r812", "r813", "r814", "r817", "r818", "r849", "r915", "r916", "r924", "r993", "r995", "r996", "r997", "r998", "r999", "r1000", "r1001", "r1002", "r1003", "r1004", "r1005", "r1006", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022"] }, "skil_ProfessionalServicesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "ProfessionalServicesMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue-disaggregated-revenue-and-geography-information-details"], "lang": { "en-us": { "role": { "label": "Professional Services [Member]", "documentation": "Represents professional services." } } }, "auth_ref": [] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Property and equipment, net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal

conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r9", "r521", "r580", "r591", "r803"] }, "us-gaap_ProvisionForDoubtfulAccounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProvisionForDoubtfulAccounts", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Provision for credit loss expense (recovery)", "documentation": "Amount of expense (reversal of expense) for expected credit loss on accounts receivable." } } }, "auth_ref": ["r175", "r264"] }, "skil_PublishingRightsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "PublishingRightsMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Publishing Rights [Member]", "documentation": "Represents publishing rights." } } }, "auth_ref": [] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies", "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]", "documentation": "Information by statistical measurement. Includes, but is not limited to, minimum, maximum, weighted average, arithmetic average, and median." } } }, "auth_ref": ["r119", "r121", "r123", "r124", "r126", "r146", "r147", "r318", "r319", "r320", "r321", "r392", "r400", "r427", "r428", "r429", "r437", "r484", "r537", "r538", "r539", "r617", "r619", "r627", "r656", "r657", "r714", "r716", "r718", "r719", "r728", "r747", "r748", "r766", "r775", "r781", "r789", "r790", "r791", "r792", "r813", "r821", "r909", "r921", "r958", "r981", "r982", "r983", "r984", "r985"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies", "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Domain]", "documentation": "Statistical measurement. Includes, but is not limited to, minimum, maximum, weighted average, arithmetic average, and median." } } }, "auth_ref": ["r119", "r121", "r123", "r124", "r126", "r146", "r147", "r318", "r319", "r320", "r321", "r392", "r400", "r427", "r428", "r429", "r437", "r484", "r537", "r538", "r539", "r617", "r619", "r627", "r656", "r657", "r714", "r716", "r718", "r719", "r728", "r747", "r748", "r766", "r775", "r781", "r789", "r790", "r791", "r792", "r813", "r821", "r909", "r921", "r958", "r981", "r982", "r983", "r984", "r985"] }, "us-gaap_ReconciliationOfAssetsFromSegmentToConsolidatedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReconciliationOfAssetsFromSegmentToConsolidatedTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-tables"], "lang": { "en-us": { "role": { "label": "Reconciliation of Assets from Segment to Consolidated [Table Text Block]", "documentation": "Tabular disclosure of all significant reconciling items in the reconciliation of total assets from reportable segments to the entity's consolidated assets." } } }, "auth_ref": ["r27", "r28"] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions", "http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions-details-textual"], "lang": { "en-us": { "role": { "label": "Related and Nonrelated Parties [Domain]", "documentation": "Related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r258", "r399", "r529", "r530", "r583", "r590", "r659", "r660", "r661", "r662", "r663", "r682", "r684", "r713"] }, "us-gaap_RelatedPartyTransactionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions", "http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions-details-textual"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Axis]", "documentation": "Information by type of related party transaction." } } }, "auth_ref": ["r529", "r530", "r977"] }, "us-gaap_RelatedPartyTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions", "http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions-details-textual"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Domain]", "documentation": "Transaction between related party." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions", "http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions-details-textual"], "lang": { "en-us": { "role": { "label": "Related and Nonrelated Parties [Axis]", "documentation": "Information by related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r258", "r399", "r529", "r530", "r583", "r590", "r659", "r660", "r661", "r662", "r663", "r682", "r684", "r713", "r977"] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-14-related-party-transactions"], "lang": { "en-us": { "role": { "label": "Related Party Transactions Disclosure [Text Block]", "documentation": "The entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": ["r526", "r527", "r528", "r530", "r531", "r637", "r638", "r639", "r689", "r690", "r691", "r710", "r712"] }, "us-gaap_RepaymentsOfSecuredDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfSecuredDebt", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_RepaymentsOfSecuredDebt", "negatedLabel": "Principal payments on Term loans", "documentation": "The cash outflow to repay long-term debt that is wholly or partially secured by collateral. Excludes repayments of tax exempt secured debt." } } }, "auth_ref": ["r81"] }, "us-gaap_ReportingUnitAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReportingUnitAxis", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-roll-forward-of-goodwill-details"], "lang": { "en-us": { "role": { "label": "Reporting Unit [Axis]", "documentation": "Information by reporting unit." } } }, "auth_ref": ["r278", "r279", "r767"] }, "us-gaap_ReportingUnitDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReportingUnitDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-roll-forward-of-goodwill-details"], "lang": { "en-us": { "role": { "label": "Reporting Unit [Domain]", "documentation": "Level of reporting at which goodwill is tested for impairment." } } }, "auth_ref": ["r278", "r279", "r767"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "Content and software development", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r438", "r749", "r761", "r986"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-stockbased-compensation-details"], "lang": { "en-us": { "role": { "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "us-gaap_RestrictedCash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCash", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-assets-and-liabilities-measured-on-a-recurring-basis-details": { "parentTag": "us-gaap_FairValueNetAssetLiability", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-assets-and-liabilities-measured-on-a-recurring-basis-details"], "lang": { "en-us": { "role": { "verboseLabel": "Restricted cash", "label": "us-gaap_RestrictedCash", "documentation": "Amount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r850", "r859", "r987", "r991"] }, "us-gaap_RestrictedCashAndCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalents", "crdr": "debit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_RestrictedCashAndCashEquivalents", "terseLabel": "Restricted cash", "documentation": "Amount of cash and cash equivalents restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r21", "r102", "r153", "r182", "r585"] }, "us-gaap_RestrictedCashCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashCurrent", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-details-textual", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Restricted cash", "terseLabel": "Restricted Cash, Current", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r850", "r859"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-shareunit-totals-with-potentially-dilutive-impact-details", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesDisclosureTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-5-restructuring"], "lang": { "en-us": { "role": { "label": "Restructuring and Related Activities Disclosure [Text Block]", "documentation": "The entire disclosure for restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods over which the remaining accrual will be settled." } } }, "auth_ref": ["r304", "r305", "r306", "r309", "r314"] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCharges", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "Restructuring", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r7", "r310", "r311", "r910"] }, "us-gaap_RestructuringCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCosts", "crdr": "debit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-5-restructuring-schedule-of-restructuring-and-related-costs-details"], "lang": { "en-us": { "role": { "label": "us-gaap_RestructuringCosts", "terseLabel": "Restructuring Costs", "documentation": "Amount, after cash payment, of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to

a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r7"] }, "us-gaap_RestructuringReserve": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserve", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-5-restructuring-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_RestructuringReserve", "terseLabel": "Restructuring Reserve", "documentation": "Carrying amount (including both current and noncurrent portions of the accrual) as of the balance sheet date pertaining to a specified type of cost associated with exit from or disposal of business activities or restructuring pursuant to a duly authorized plan." } } }, "auth_ref": ["r306", "r312"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Accumulated equity (deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r66", "r94", "r588", "r624", "r626", "r635", "r666", "r803"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit"], "lang": { "en-us": { "role": { "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r148", "r189", "r190", "r191", "r193", "r198", "r200", "r202", "r261", "r262", "r294", "r451", "r452", "r458", "r459", "r460", "r462", "r463", "r464", "r469", "r471", "r472", "r474", "r476", "r512", "r513", "r621", "r623", "r640", "r1026"] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue-disaggregated-revenue-and-geography-information-details", "http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-summary-results-details", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "Total revenues", "terseLabel": "Revenues", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r111", "r112", "r219", "r228", "r229", "r244", "r250", "r253", "r255", "r257", "r388", "r389", "r541"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue"], "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r117", "r380", "r381", "r382", "r383", "r384", "r385", "r386", "r387", "r391"] }, "us-gaap_RevenuesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesAbstract", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "Revenues:" } } }, "auth_ref": [] }, "skil_ReverseStockSplitMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "ReverseStockSplitMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-1-description-of-business-and-basis-of-presentation-", "http://www.skillsoft.com/20240731/role/statement-note-1-description-of-business-and-basis-of-presentation-details-textual"], "lang": { "en-us": { "role": { "label": "Reverse Stock Split [Member]", "documentation": "Information pertaining to reverse Stock Split." } } }, "auth_ref": [] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "ecd_Rule10b51ArrAdoptedFlag", "terseLabel": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r838"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "ecd_Rule10b51ArrTrmntdFlag", "terseLabel": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r838"] }, "skil_SAASAndSubscriptionServicesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "SAASAndSubscriptionServicesMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue-disaggregated-revenue-and-geography-information-details"], "lang": { "en-us": { "role": { "label": "SAAS and Subscription Services [Member]", "documentation": "Represents SAAS and subscription services." } } }, "auth_ref": [] }, "srt_ScenarioUnspecifiedDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScenarioUnspecifiedDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Scenario [Domain]", "documentation": "Scenario reported, distinguishing information from actual fact. Includes, but is not limited to, pro forma and forecast. Excludes actual facts." } } }, "auth_ref": ["r145", "r203", "r401", "r842", "r868"] }, "us-gaap_ScheduleOfAccumulatedOtherComprehensiveIncomeLossTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccumulatedOtherComprehensiveIncomeLossTableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block]", "documentation": "Tabular disclosure of the components of accumulated other comprehensive income (loss)." } } }, "auth_ref": ["r18", "r970", "r971"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r23"] }, "us-gaap_ScheduleOfDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtTableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Debt [Table Text Block]", "documentation": "Tabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r871"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-tables"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r34"] }, "us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block]", "documentation": "Tabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r955", "r956"] }, "skil_ScheduleOfFiniteLivedAndIndefiniteLivedIntangibleAssetsByMajorClassTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "ScheduleOfFiniteLivedAndIndefiniteLivedIntangibleAssetsByMajorClassTableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Finite Lived and Indefinite Lived Intangible Assets by Major Class [Table Text Block]", "documentation": "Tabular disclosure of amortizable finite-lived intangible assets, in total and by major class, including the gross carrying amount and accumulated amortization, and indefinite-lived intangible assets not subject to amortization, excluding goodwill, in total and by major class. A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of a company." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule." } } }, "auth_ref": ["r767", "r882", "r883", "r884", "r885", "r886", "r887", "r888", "r889", "r890", "r891", "r892"] }, "us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfMaturitiesOfLongTermDebtTableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Maturities of Long-Term Debt [Table Text Block]", "documentation": "Tabular disclosure of maturity and sinking fund requirement for long-term debt." } } }, "auth_ref": ["r10"] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-5-restructuring-tables"], "lang": { "en-us": { "role": { "label": "Restructuring and Related Costs [Table Text Block]", "documentation": "Tabular disclosure of costs incurred for restructuring including, but not limited to, exit and disposal activities, remediation, implementation, integration, asset impairment, and charges against earnings from the write-down of assets." } } }, "auth_ref": ["r30", "r89", "r90"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Segment Reporting Information, by Segment [Table Text Block]", "documentation": "Tabular disclosure of the profit or loss and total assets for each reportable segment. An entity discloses certain information on each reportable segment if the amounts (a) are included in the measure of segment profit or loss reviewed by the chief operating decision maker or (b) are otherwise regularly provided to the chief operating decision maker, even if not included in that measure of segment profit or loss." } } }, "auth_ref": ["r24", "r25", "r26"] }, "us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-tables"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block]", "documentation": "Tabular disclosure of the number and weighted-average grant date fair value for restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year." } } }, "auth_ref": ["r96"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-tables"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation": "Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r13", "r14", "r96"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r832"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://www.skillsoft.com/20240731/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label":

"Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r834"] }, "us-gaap_SegmentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-12-segment-information", "http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-segment-assets-details", "http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-summary-results-details", "http://www.skillsoft.com/20240731/role/statement-note-5-restructuring-schedule-of-restructuring-and-related-costs-details"], "lang": { "en-us": { "role": { "label": "Segments [Domain]", "documentation": "Components of an entity that engage in business activities from which they may earn revenue and incur expenses, including transactions with other components of the same entity." } } }, "auth_ref": ["r111", "r112", "r113", "r114", "r219", "r224", "r227", "r228", "r229", "r230", "r231", "r232", "r233", "r234", "r235", "r236", "r238", "r239", "r241", "r242", "r243", "r244", "r245", "r246", "r247", "r248", "r250", "r251", "r252", "r257", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r277", "r293", "r308", "r313", "r599", "r600", "r601", "r602", "r603", "r604", "r605", "r606", "r607", "r608", "r609", "r758", "r761", "r762", "r767", "r816", "r993", "r995", "r996", "r997", "r998", "r999", "r1000", "r1001", "r1002", "r1003", "r1004", "r1005", "r1006", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022"] }, "srt_SegmentGeographicalDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "SegmentGeographicalDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-disaggregated-revenue-and-geography-information-details", "http://www.skillsoft.com/20240731/role/statement-note-12-segment-information-longlived-assets-by-geographic-region-details"], "lang": { "en-us": { "role": { "label": "Geographical [Domain]", "documentation": "Geographical area." } } }, "auth_ref": ["r120", "r122", "r125", "r127", "r134", "r135", "r136", "r137", "r138", "r139", "r140", "r141", "r142", "r143", "r255", "r256", "r544", "r545", "r546", "r547", "r548", "r549", "r550", "r551", "r552", "r553", "r554", "r555", "r556", "r557", "r558", "r559", "r560", "r561", "r562", "r563", "r564", "r565", "r566", "r567", "r568", "r569", "r570", "r571", "r572", "r573", "r652", "r653", "r654", "r715", "r717", "r720", "r729", "r736", "r738", "r739", "r740", "r741", "r742", "r743", "r744", "r745", "r746", "r752", "r777", "r804", "r805", "r806", "r807", "r808", "r809", "r810", "r811", "r815", "r821", "r924", "r993", "r995", "r996", "r998", "r999", "r1000", "r1001", "r1002", "r1003", "r1004", "r1005", "r1006", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022"] }, "us-gaap_SegmentReportingDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingDisclosureTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-12-segment-information"], "lang": { "en-us": { "role": { "label": "Segment Reporting Disclosure [Text Block]", "documentation": "The entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments." } } }, "auth_ref": ["r114", "r219", "r223", "r224", "r225", "r226", "r227", "r240", "r242", "r243", "r248", "r249", "r250", "r251", "r252", "r253", "r254", "r257", "r757", "r759", "r760", "r761", "r763", "r764", "r765"] }, "us-gaap_SellingAndMarketingExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingAndMarketingExpense", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-operations"], "lang": { "en-us": { "role": { "label": "Selling and marketing", "documentation": "The aggregate total amount of expenses directly related to the marketing or selling of products or services." } } }, "auth_ref": [] }, "us-gaap_SellingAndMarketingExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingAndMarketingExpenseMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-stockbased-compensation-details"], "lang": { "en-us": { "role": { "label": "Selling and Marketing Expense [Member]", "documentation": "Primary financial statement caption encompassing selling and marketing expense." } } }, "auth_ref": ["r76"] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 14.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensation", "terseLabel": "Share-based compensation", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r6"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period (Year)", "documentation": "Period over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": ["r782"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "negatedLabel": "Forfeited, shares (in shares)", "negatedTerseLabel": "Forfeited, shares (in shares)", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period." } } }, "auth_ref": ["r421"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "Forfeited, weighted average grant date fair value (in dollars per share)", "documentation": "Weighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event." } } }, "auth_ref": ["r421"] }, 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Excludes share and unit options." } } }, "auth_ref": ["r416", "r417"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "negatedTerseLabel": "Vested, shares (in shares)", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": ["r420"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "Vested, weighted average grant date fair value (in dollars per share)", "documentation": "The weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement." } } }, "auth_ref": ["r420"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in shares)", "documentation": "Number of shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": ["r784"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant", "terseLabel": "Share-Based Compensation Arrangement by

Share-Based Payment Award, Number of Shares Available for Grant (in shares)", "documentation": "The difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable." } } }, "auth_ref": ["r33"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod", "presentation": 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Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": ["r424"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "Award Type [Domain]", "documentation": "Award under share-based payment arrangement." } } }, "auth_ref": ["r405", "r406", "r407", "r408", "r409", "r410", "r411", "r412", "r413", "r414", "r415", "r416", "r417", "r418", "r419", "r420", "r421", "r422", "r423", "r424", "r425", "r426", "r427", "r428", "r429", "r430"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "Exercised, weighted average exercise price (in dollars per share)", "documentation": "Weighted average price at which option holders acquired shares when converting their stock options into shares." } } }, "auth_ref": ["r413"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "Expired, weighted average exercise price (in dollars per share)", "documentation": "Weighted average price at which grantees could have acquired the underlying shares with respect to stock options of the plan that expired." } } }, "auth_ref": ["r415"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "Forfeited, weighted average exercise price (in dollars per share)", "documentation": "Weighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated." } } }, "auth_ref": ["r414"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "Granted, weighted average exercise price (in dollars per share)", "documentation": "Weighted average per share amount at which grantees can acquire shares of common stock by exercise of options." } } }, "auth_ref": ["r412"] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested", "crdr": "debit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "Unvested balance, aggregate intrinsic value", "documentation": "Intrinsic value of nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": [] }, "skil_SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsRightToReceiveShares": { "xbrltype": "integerItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsRightToReceiveShares", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "skil_SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsRightToReceiveShares", "terseLabel": "Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Right To Receive Shares", "documentation": "Right to receive shares per equity instrument other than options of share based payment arrangement." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period (Year)", "documentation": "Period from grant date that an equity-based award expires, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r783"] }, "skil_SharebasedCompensationArrangementBySharebasedPaymentAwardNumberOfSharesAuthorizedAnnualIncreasePercentage": { "xbrltype": "percentItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardNumberOfSharesAuthorizedAnnualIncreasePercentage", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "skil_SharebasedCompensationArrangementBySharebasedPaymentAwardNumberOfSharesAuthorizedAnnualIncreasePercentage", "terseLabel": "Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Authorized, Annual Increase, Percentage", "documentation": "Percentage of annual increase in shares authorized." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsNonvestedWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsNonvestedWeightedAverageGrantDateFairValue", "presentation": [

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Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": ["r424"] }, "us-gaap_SharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharesOutstanding", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit"], "lang": { "en-us": { "role": { "label": "us-gaap_SharesOutstanding", "periodStartLabel": "Balance (in shares)", "periodEndLabel": "Balance (in shares)", "documentation": "Number of shares issued which are neither cancelled nor held in the treasury." } } }, "auth_ref": [] }, "us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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"http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit", "http://www.skillsoft.com/20240731/role/statement-unaudited-supplemental-disclosures-of-cash-flows-information"], "lang": { "en-us": { "role": { "label": "Statement [Table]", "documentation": "Disclosure of information about statement of comprehensive income, income, other comprehensive income, financial position, cash flows, and shareholders' equity." } } }, "auth_ref": ["r189", "r190", "r191", "r220", "r258", "r513", "r541", "r630", "r651", "r658", "r659", "r660", "r661", "r662", "r663", "r665", "r668", "r669", "r670", "r671", "r672", "r673", "r674", "r675", "r676", "r678", "r679", "r680", "r681", "r682", "r684", "r687", "r688", "r692", "r693", "r694", "r695", "r696", "r697", "r698", "r699", "r700", "r701", "r702", "r703", "r706", "r822"] }, "us-gaap_StockIssuedDuringPeriodSharesNewIssues": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesNewIssues", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit"], "lang": { "en-us": { "role": { "label": "Common stock issued (in shares)", "documentation": "Number of new stock issued during the period." } } }, "auth_ref": ["r12", "r63", "r64", "r94", "r631", "r706", "r731"] }, "us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesStockOptionsExercised", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised", "negatedLabel": "Exercised, shares (in shares)", "documentation": "Number of share options (or share units) 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Includes shares issued in an initial public offering or a secondary public offering." } } }, "auth_ref": ["r12", "r63", "r64", "r94", "r640", "r706", "r731", "r830"] }, "srt_StockRepurchaseProgramAuthorizedAmount1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "StockRepurchaseProgramAuthorizedAmount1", "crdr": "credit", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "srt_StockRepurchaseProgramAuthorizedAmount1", "terseLabel": "Share Repurchase Program, Authorized, Amount", "documentation": "Amount authorized for purchase of share under share repurchase plan. Includes, but is not limited to, repurchase of stock and unit of ownership." } } }, "auth_ref": ["r922"] }, "us-gaap_StockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquity", "crdr": "credit", "calculation": { "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets", "http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-shareholders-equity-deficit"], "lang": { "en-us": { "role": { "label": "us-gaap_StockholdersEquity", "totalLabel": "Total shareholders\u2019 equity", "periodStartLabel": "Balance", "periodEndLabel": "Balance", "documentation": "Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r64", "r67", "r68", "r87", "r667", "r683", "r707", "r708", "r803", "r831", "r862", "r879", "r969", "r1026"] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityAbstract", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Shareholders\u2019 equity:" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityNoteDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityNoteDisclosureTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity"], "lang": { "en-us": { "role": { "label": "Equity [Text Block]", "documentation": "The entire disclosure for equity." } } }, "auth_ref": ["r93", "r185", "r363", "r365", "r366", "r367", "r368", "r369", "r370", "r371", "r372", "r373", "r374", "r375", "r377", "r475", "r709", "r711", "r735"] }, "us-gaap_StockholdersEquityNoteStockSplitConversionRatio1": { "xbrltype": "pureItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityNoteStockSplitConversionRatio1", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-1-description-of-business-and-basis-of-presentation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_StockholdersEquityNoteStockSplitConversionRatio1", "terseLabel": "Stockholders' Equity Note, Stock Split, Conversion Ratio", "documentation": "Ratio applied to the conversion of stock split, for example but not limited to, one share converted to two or two shares converted to one." } } }, "auth_ref": ["r95"] }, "skil_SubscriptionContractsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "SubscriptionContractsMember", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue", "http://www.skillsoft.com/20240731/role/statement-note-10-revenue-details-textual"], "lang": { "en-us": { "role": { "label": "Subscription Contracts [Member]", "documentation": "Represents subscription contracts." } } }, "auth_ref": [] }, "us-gaap_SubsequentEventsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-15-subsequent-events"], "lang": { "en-us": { "role": { "label": "Subsequent Events [Text Block]", "documentation": "The entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": ["r532", "r533"] }, "us-gaap_SupplementalCashFlowInformationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplementalCashFlowInformationAbstract", "presentation": ["http://www.skillsoft.com/20240731/role/statement-unaudited-condensed-consolidated-statements-of-cash-flows", "http://www.skillsoft.com/20240731/role/statement-unaudited-supplemental-disclosures-of-cash-flows-information"], "lang": { "en-us": { "role": { "label": "Supplemental disclosure of cash flow information:" } } }, "auth_ref": [] }, "us-gaap_TableTextBlock": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TableTextBlock", "presentation": ["http://www.skillsoft.com/20240731/role/statement-note-10-revenue-tables", "http://www.skillsoft.com/20240731/role/statement-note-11-fair-value-measurements-tables", "http://www.skillsoft.com/20240731/role/statement-note-12-segment-

information-tables", "http://www.skillsoft.com/20240731/role/statement-note-13-net-loss-per-share-tables", "http://www.skillsoft.com/20240731/role/statement-note-3-intangible-assets-tables", "http://www.skillsoft.com/20240731/role/statement-note-5-restructuring-tables", "http://www.skillsoft.com/20240731/role/statement-note-6-leases-commitments-and-contingencies-tables", "http://www.skillsoft.com/20240731/role/statement-note-7-longterm-debt-tables", "http://www.skillsoft.com/20240731/role/statement-note-8-shareholders-equity-tables", "http://www.skillsoft.com/20240731/role/statement-note-9-stockbased-compensation-tables"], "lang": { "en-us": { "role": { "label": "us-gaap_TableTextBlock", "terseLabel": "Notes Tables" } } }, "auth_ref": [] }, "skil_TalentDevelopmentSolutionsSegmentMember": { "xbrltype": "domainItemType", "nsuri": "http://www.skillsoft.com/20240731", "localname": "TalentDevelopmentSolutionsSegmentMember", "presentation": 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NZOKBZ;'U__/JSB_):L"\N-D>#-@9'OZ#:\($+T*9?5"'OA5^&_0Y02P,$% M @ ($I65/I4R[I!P _34 T !E>%\V.#8X,S,N:'1M[5MM;^,V$OZ\ M^RMX/ER1 '+\EJ2.
[01(N]F@Z/4NS:;HQP,ECBQ>*%$E*;_TUW>&DE]B.[M. M=N%-LP86JX@B.4.:S\-GAM(@<:FZ&"3 Q<7;-P.GG8(+F/SOM'O:[72.\.F@ M41;BTW_4Z^P:,C#<@6#AE-TE12; O-
,IL!MM'%>LSKJ-=]?1;K:/6;O7;O;: M9^SF%U:O7PQ2<)Q%"3<6W'FM<'&]6ZM*,Y["><2W6)N6N+L!!Y*3.:BS2F8,, M:SM0D"#AJEQX-0BRFS;I\\\S5K?P3>JS5S%V?^8*8IU)-
>^R: M&Y[J3 3L3J9@ V;!R+C/#%H4%.\Y!=OMQV(@OCYX_@N"VW>7[6WU6^QV>*(&\DSUV,9K0_59PO?'=K[
M*6"WDI:5P,6IS1#8[US=@PE8!,;)>,I9S/ONMLO"]_M#F:_=>1GGJPUG-AJ-"]I JP^/_"T@*F14M04A^.!A% $G5+S",L,DRGN'D MG31'B!$[$&LHM8!_A3R[8AH91DCJ.*
:A<(*B'F=4XR$I=;[$W&;L%CIL9T1 M@H&AM,[@;#!.A:7?Z&6PA&L[M*G2CC4_'L<1;CY"?&#?@L8C8DK0,$3,,+"U):1.J3M52W/1IXZ=[(6VDM"VP M'5?
>HBTP64D&U#^C[7B)(TK,DB];&XH?&(K1${USE3FP!D4%O:>PP=\I M[/7K1}):(J/-?++]LGY($I^+D 76GD$2LVE9!^X+9AS^4<:I'/?9L1?E^"-, M\PXLEB#FO-K^-"$$%
A$O+#;-R%%'@*"NI)4:GQ=X!HL<#LU M:"S/=# M.:F%NEA6* 84]VQ1B?P%XH-*O=!#B4H#?;%;2>'3L;8(K102IX<&(,M0Q&NF MC'HJ+(4'GERMCR6\HM
6T"&'"H8:Y9QP4BA.0@B'Y9U8A!G8H@Q:EF,M_"L$ MJHA:!=N#> 7:9,\[7XMWPE?,.UO+A#7ZV5Y@;,U"R%PC*8AL=\+F.H3]I4DA%^
1RXCBJ4F2NI!OD0IFC9MH3SIYPGDTXT:LBG*L1 M5X57 X1&B&,Z1QTACNR&S,.\XMI"W92WFY,1GE^P(2H36Z8\0EVXQSW81G_Q M>6V@?
$[\Z6PG"V>9(D^94,X$^M.GSO<4L:>(YU*$>%44\:Y$WSJ*Z8RD2D?X M)QNIX@E*A.(;'46%(:PN!1,;>DVU=5@>4=XU1O^PHS_*HTUV\$B3&$D'-<)* M[G;2Z48)30D\@6=>]
)2B0! 5Y% M)O,TZACX/84:94+!!QL^%>)?[)B=R3Z)-JJ,9WGJM$$7<($-+[K89UT_11<8R,0&M_ P0M> M=2#\_=M4%4\$91P@LY%6(Z!@(./#ZJ4PD52'.EIX!/QXDNU0E_P$+
(&E\D M4EJ;^Q> YQW8>X>_18\-.!/<\;H+E=+1>:W=FK1]\Z+RJX#.6;?U_ M.\5*4IS7%(CRZ?MVL]TY[K1.NYW6TVST]ZY=?*"L<1KBO)\%C+Y(X MVHOP+YPBGY6
8LO$^H5>FJFZ/"&J+H=1#[5S.D4S^83Y@TAFAN%\,V#T[W]: MLFC8QN87^#"1B?;OD*TRLA?!UR/#&I7"_'1$+,WL^YY[]EY+4[!PYNRM,: MM+WFQ>%7
N2N[0DY8I'BUI[7_GWYX:Y^+R328#?7__GMEX4UK$$?2&VXH!<-^F *,=!_]O474$L#!!0 (M "!*5DTW.0H(P4 "P7 - 97A?-C@V.#,T+FAT;>U8;6 ;-A#^W/R*
MFXH5"6#9ENTXCM\ UU%2;VWLVL]6?1IHB8K94:1&4JF]7[^CY+>Z69MN;1ID M!0S(.I[NC;SG[MB>FYAWVW-*PN[!D[9AAM,N7?Q>;]0;U5H15]NEG'CP!-=_
M<%VXH((J8F@(LR5,YZD([3J3,8615(9P<*%>\KQ2I5RI0:-9/6E6ZC!Z!:[; M;(Q(POFW!!%(FE" LP93'5 M!=!4L:B5D#!DXKI99@*'A,M*SMY3^ G),!6*V1J<\(-48P(TP1A?>
(MB(FZ M9JO&8NA"^,2SJZ1H-CUW*#>]JSKOWDQ>#Z80K52]-JE6;==2KH']V"/TWTF M9CII?4U]NRX'N*54[=N >C[X^G@?-#O30?#2QB>P_2%#Z/QX+(_&/5>@O_& M[U]-[
[_XN(1<_AA&5^/)5>]R"M,A> VX*DZ*_2), 'XFP*L>EPO0FT#O;#B: M^F=?.Z9W\G'7Y+6AI^7ZVMM); R\=^E/W.&;E_YOT.M/[4JE7*X\YA/Q-M6& M1,3,',Z?
P.B4*@\N7,*8)P@[("" 9_,.ZUC STI4J*<&@9 MGSUM5"KE5E_&"1'+[,UK'0'*.D5;CS[$'+ M2"@3"_B[[&LF>W)1;V8Q43,BJ':'"TZ7T NR?;$GMX#KQ#2_T>$U9,8IS*3"
M2M5QREA4*.5>>]8:.96;_G'E=;/M=7)RB;65?4Y+MNO[$?A MOB''&_<_*6$= !/N"[NQFQ\0OLX\(Y,6K#4T[JXA$WL/6WGH'67[:-7=U9V' MY,&M,..=TIY@P*_"*4HYX$"!&
<9OM&P10],^4*1IC(=$9PFWR\I @ABD\$(?A MT2;
[MGBQP8I5"GJGU5K+HLA^(/&I['%I\V1[\GY/3D_,SDKCS8YFX3.QPA0MZG=>KWJ7XB'+WWYGW7L;G5KF<1F@J28W%^EBO4:Y?N)T)Q2;PGA& M%9QN.]F/H4%^4-R9-
$;&Z$VR "TYP_- /3O$3M/^CEJP^V?C_W>S_:" M=F=U='$^'>_1YI&KY+L/B;8=@=*%Y=6KK3;DL+?)MSS0BI*]7<::EMV2_PU0 M2P,$% @ ($165LBCWX\U!0 WA@ T
!E>%\V.#8X,S4N:'1M[5GK M;]LV$/^_!4W%2L2P+(M/Q*_ =>Q4V]M[-H.UGT::(FRN5*D1E)IO+!^1\FO M.MGJ#6V:%@4,2"*/Y#U_=SRWEB;BG=:2DJ!S\D/+,_IA]||?
EX[KY6K>9QM M%;+!DQ]P_D?7A2LJ["*&!C!?P6R9B("J2QE1&$ME" <7S@N>5R@52Q6X:)2J MC4H5OJ_!=3NMB!H"_I(H34W;24SHUISU]" 1;3NA5!$Q;D -]0V3P@%?"D,%
M4AO*:;R4@K:%=#HGK4+&8:(*?*"U5 TAB9-,>%W]PQL>V M?)B16Z(8$:8!PHK)FQ 1M6 "#[8DAMX9EW"VP '%%DN#Y[;FG?[;EL,7PQF4 M2_E2JS#OM
IQY^01^'$ZS\5=Z^R#Y;F:I#'E !O?YD-AP,>]W9<'0- MHP',7O9A/!E>]X;CB[L8#*^[^(IOHP%2]2;Z2==B,[,$LZ3P)B$*ECF(A5^N4USP#W&B 3R)WI!IE3Z;8Q M,B\#H(AQ
;0(!,00U\PYEW[;]=YYSG8DPZ]RO>9=5'>CMVWG'(E8T'8X#;+9 M 2)CN5+V$&"]2JU6KY=K1:?SXL>I S$LC8YH!]\@V1]5P\-^68J#D15+NC.TY7T/53NUC/ MS>$\,8W',_R>
M!69I^2C^=&2^.>3>27,K)E_U7Y1@5]E%P2$CU6,3WTX!)CC<[:Z@T_X)A:- MC)NP.:%V_ GIMH^ 3*?>66I'>]RQXCPE'1X$/]8MXW44X*HIM
A3H.S;3SN$&2+'NN@].KE2M/BRJ$B\:FL MB^+3QLB7R#?7@ ,.K#L[2-QN<3&17%AMQJ]I"F,"DR+(DO(EH7AC0DG8HQ:G4M7A4P0X=MQW#!@Z=8VVR-
5PK,8E[&]@>&$WL3U MNIK)?T.Q^__8^R#B,ZY<3D.SOLIMAM(+UNYZ]RE"_-"-Y](8&>TXJAP)08\7 MEY?
H@(U]96W)^Q1U;=VK7E0NG,Z48ID8S:F"^JZV_3[I\E?!W5/U#U#XAESP^ M&7T-AOANA"=@A-Z2T1 &VVPW"D/F?S?#HQ=G8\70 #%:X)XM[I5M3Z"<^%)M
M)UOM8:U'%Q+KE'6[!&V=EF=,PYS:X3!1@NDEEH"8LZ@M^A[LICQ_YIU?---F M2EK:X7HAS6:/M.=#-,0DZV+ME9)XG;.]%Y0.)VV+)V#:YU(G"E^EG]A;8/X+
M]0,#=@L^)UJWG5?=Z;T[#2EL__^!!W)1L/\'8(&1_J_Q-U!+ P04 " @2E9(2">H= B M "0M@ #0 &5X7SF3V\:5_QS_%;U*-IFIPHSFD&19
M(ZMV=%A18ME3DAQ7/FTU@2;9%@C0#6 HIO:/WW=UHW&00QUV9(>I)!]20)^O M?^]^_7!>+_)'#^=&9X^^^,/#VM:Y>63>_>^7IW?/S^X=PZ\/; .7\.M_'1VI MYZ8P3MC-
OBLRXI^7"[*Q2U3I71^K^[;.O;I^=G-U19P],[SPXN:^N M7JJCHTV'SI0/WYYZ:L+][8A:G4=V:E?I4+?2"7%YJIL\P6LP?JQ!;JY/C4%A7[Q1U5)MW!9'.I0R^=8V]WU_T&!@3?#9
MSJS\>W_IO?*71-$WB:]_L]-!M]#6Y-&S=W,[L35\<7SZ\/;DT*V=U47]H$#JRR^B6?-6RKK M\\K_[_S*WB;GK1P .#E._?@"YBDA=4V:8/4J_YA7(7_/KQM/[=!7CE[:7.S
M@V.LBTP]*8NIQ4>LSF\:[6"W=AEO.[R+=O=^_WU\P,Z.;.1=ZNVE7JNS\T0A MLOZ>Y@4]3&3XUV"N?XX#-H\N9\Z8!;S[M\';SB+X^O3A4\$A=HA0PM6X![QM@2FY1<6-
&.;/0V*/#+]9EXY19+/-RC>VH ME:WGZO5;F^=5.:T!X]SR&+LU4:]/RL52%^M.GPB(U%9EEAI$'83PJ2L74=N) MTI7*;)4V50402CW!*PJ>O%PZFZNO^)S2<],RS\M5]6MN?
JTGN5&3TL'2'WK M!.0HD^QX=GOSWQ7N0#738UHQ;'^W%8.+(G3IB*<>FFXl.M"'/#A_S^;3E&ON#9X*@$P^*B>WN.SVH>& M:"MPT3L04<]=V>0/3^,3 KA> 13@7?
+FW]G0(8#72O,FBI_I=P"#FQAE8\BER M&&>FQCF<2HG+@6\LFKK1.:ZA-"S4Z XM72E5-3H>*L/%M 6V"$Q@N&A[$K^9 MQ-./)?%XXQU@$M(F[7S: %(CEFG0%"J=:P>;O-
1KDF-AUW2:@C"KB]2T="G[MC1AU^N5%!0W.&G@17W,EGB>G@=NG:$<2<@%V 5_8)3&+@HA&F"H0D2G,U +Y MY3!\3SHSIUMEP|/7AN%$B@FJ.\-V_L,I;#"4LV,0>#<1U#
+6CS\NN2DJXO'' M"L7>@"%"/LD&88"HAS@M[O*J=&^)"@5C 3SQIWA78Y%NT); #TP#B109_=*9 M:UL\%4#R4MN,%+T5*%7X+_0,GT4>G-)$B*[1;
(X$0K_3T*#?:YUR3YE>5S3& MN48$([R0$)X159P4I9O M^\0>@;8_K_@KS !%!.(!ZURW+ WKIX__GM/"5:D!0M1'Z'Y6\Z5?$-F5_H* M?0.=MKYY\RHT%I-^"A,T[D)%"?
3>G4^/7+D:?HGJNKIZ_MT/+]LYP!/H!XG_ M^>+AW@F.KRZ?/SMZ_.K9Y=^/+KI\'^S5 S@(*R"Q"$$+X+DM3&;M4HED&=6AA3HP0 ,("JZ%!31,V.M,4$GO&*7.\I
M:,V0T,HJ'P(%X&SYEE%GI0%_G$B=N=%L5 0RL*C;B^ M+E&;8:WGH:@U)Q9[J.G,-7 8 M;U08UW>WVE%__V+41]K WD0B#VN=L.IL.5!Z >!>#VU5'CNNA.MW#HKYN0&B
M1 %I5;J#LT.B++:V5,T"M_G '@JH%$7C92&6\;LZV49)+F^ N*QOIH8%,G5H MK2R::L=V1)\HZ41[ZD=\6\&TUD=3;/W@[,ZA6L#.S+WEWBLV?2NL&JX,+RGH MZ
N=&25'C9IZZ$6F+#H0-<0'35Z"7?=#+V!;@SX3Q#>]!AD1"D+!QI-?+7" M(P^Z+(IE!W8G5Y,^6 [V.\" M-6(OI0]59Q3KEL##_ 1VH#I18"@/T.9MV/MK2U$,K-
!N.EL>P$TN4D%0]>G, MMIHWOL+,%>@W>.U@6A:/9F:6AF9=\5!;39KTI?C,$@-K7-7HHO84-37(7W(@ M]I5Z6Y2K H%!H.S)]X]?77H>"XU5%C8/CI=> H-
+"1C(WDHO'WC^F\3.0FRA M8Q8E[0BGO=!O#5N& 4=I#<@L/-1Y6+#J:SWJK^4*P008]G3S8YXKT]SS3[S6 M-'A:ZJ2C%P1&>+JF&(!85[89L% M2QGMGAVR5,/#[_0OE%KIV"
<2F 3"$)$4_^G-0%4K;]&+81(]IOA2%N&*1^49 M0%?X F9J<\9;[7++\(O94?WPJB M2'W$/ .&>TJ7FQI8P-_+5^ATL%U*/S>BV4X=\^/;E[,# _T0WB!=H^"=!<8>H-- M9;0-
IU_=OT?CT.+W&H1G9#WG*&T<+!E.\,J5$BA*Y'R)OH*,@/P)DO)E6L=M M)ZQO$)6QO@*CGS66#66VJAJO (F:*@:ZDB \XA+ '_J*%:UD,,%UJ83&W&&[
MK;N0".7GQHJ7)/L9/,;!F:O6GTY.3Y.3DI*M0P/ZB9XO4B2F< M\0IXE%IC(-?9R=G=1&!)-"9_Z-$2K.14$OL@(45\SXP3P8([4!ULQ5]#>/5B MT<:?]G-0[)2>
![COJ>!F*L@V4L$EG$$\=@!;>J5=!E#0U %T-]K95377O-&U M,^17;Z.[$G]X1=H2]Q+" ULWPKM+A(FZYA./KHUJNHZ-ZMXR@HQ@7N;,!_0[MTJG915&]@O-.=-Y9H-;B@PREJ-
>:<*X<^L D-T.V3O(%BZZT%K]FG-K>!+\W MP?!F3? >A+X\VPQ"]G@+)W(=V/E^.;2BBL W9@9%Q4?4RVM3D1O/@1#&?R>! M)8%(-
#6V%H=G4?:ML*/]_)Z[W+RQ[[&SKU[_L/NV,OO ;515F:.:C_;2X*1= MPH%$14PL($FKWR,_[- ;T8C21FV0K;-N0^V8.:$=!Q7.0Q9IMNN//9D<9A.) M+\^\->&2F$?'-
#P(^6A'1/Q&QG!$8Y#Q;>!B^";Q*9D@H$6-% T_RV)& GJ/ MS_79W+8)["E_!\I_#]*_>G_2)Q>05B]!%V\<;R"3X;"5W?<QH-9PZD'+=-"#[%*+U$LU">H[R#16!TOAA@<
M:/&WQ+4;7M7&\=]II:5P5&X\QL\W 1%_1NFTF:%H1H6B$GX@V78$ZG1V2990MI/#'Q*"UC?86Y:1FL6B=U1A$ M6\S(]X?^;U?FZB!2F_K<^"[.25C?V(+-=X"
M3T>$@*3#/KUYX8['E]$PI=JW@-]A,?_#C,N^6M@TN M^, 6QZ+]6F*"R1?>0HK$-#;YF^8<8YKFI*N0HAC80VMR/3TQ & M0GW6>"O21;!*)&KN74R>&O1U*
<9/6*ZL;"8UN9_(!(HB(K2[<6Y$3>]%F3SE MK<+C6(SPX'S@&@QX:-\/&,7B=OUL:+"G):G8 CQM+=9WMU(_2M?"A&P!>+(L M0Q$$RC,Q.!*C/)VGIF]-A+Y
BLNOTJ$PM"0CQQXVM0@\8PL>DJV>&,W+, MO$MM9<0FU#6[GT_>=Y&<&9[1>YF?G-@=HJ5X6UUQBXF0OL0SLH*=A<9=;!
M^N=K%AQ"LH;!^+#2%69=B6]&38VD)4ABUEJ^224M"4BKH92E"0?EC .^\MF M96U;_ZX))0<&)'_1LTO2P9_-,#:W-NU\B,:[-N^.[TGFCU@(Y(>I4W\ZO9_<
M/3E1!SZJQJ]"/SW-1PCZQ>C!Q#"*/S5V22.P!2!4"NM#R1J=1K9G).VME'LK MY=Y*^1X8.-T) X7_D:)$*5G8[]* -D)(3HC)(G!+2CT7SCR0K^SBV;AA:H M2IR@4:X(0MK
SSXJE&ZF_LO@CR=@[22-NS"T#.0$*K:!YI&^(4CJ)A%@8HE M?MB^QM;LJT$0 PR"#QS,BP$HL.PHR/_49#-QD6.0"_P#HJ4I4]D\:&.7;\+Y MPT2!"EKY]*-,+_3,
(+Y534Z:9(MJ,\P1G6K+\F'0(S%49"3C+HZJ[B=#P7,N M'%9WZA7 BZSK3'UQ W=-X!KI/)'D\P8D*(QX9J57-O&E<2B M%*1#P$17?L@ ML>2, (4RTRY*P+'ZIG$H=BY@(-
WH(T]K9+6$[3X[.3M5+YCLZG4TDE""H6>G M&7FVHX9YODYRIMT@K,V:S&9?NF'';OSF95NN$PQXC WV2S8ZKY!8A('/Y'3
MCZV_=E_$X<,"V/|)T9%AJ1GB\6BW\FW(3@M6T./2-@"405<_.>:9 M; 2Y21IE)2($2NIH%2G>DE\<1P%YPR']" %\6^&\D^",K5+Z5S$)D;[MDH-KF5PI_*>G/8WM6VMC
%6Q25E=C$+R)&*-8I.J3H#91$)&3#ZH(L(==>E@S7T&NN>4WZ&G/+N9\8I7]>Z;LCX]LQGW_NT MQ 38)4 +=]*^GTX3]4PDI\271($QLNRI9Z ?6 6)V83//R?S1#?_[I-E;PSU
MN%ZT/^]J)\$DCC!GVY;G:H&7X= CM\4YX.N0HR=C0|]>I*%7YX&8G2FV)MZ_ M1RT(3A:)19=08BDN'Q1LWU@"0!@MGH9R.FVQW>>NM$R:*AZ-^D<&(;^VX#]I
MM)>3LJDWIG!(P:;&P6X_/64AB69&'V(G$0-$6W MP@2ZO2>DC!>IBK%^ MN2RY/!W8_GZPR)2JXA)=RBY4'.3T.09X]C*SLB5[;]@9H MVH7CDK0-,]^-:T+X8>U<6U /-
/">'G.08E8]+6B^'A8T:&6];M+EFUBM1]X. M,\9^@Q,L3B47,.&]T/4C1.G?VN> MELJU'M[W>RR@_T*<+)I>P?8W@'V6W6 [37WW97E>Z-Z[K]7@=]0_P5A\+NR
M.'I]*Q0:9[ZBUUY-_P1V[]@>;Z"%NOT4!<')%EN+9>(L?L2"Y!ZMTE-XJ]&3G(1)_/TTY;'SL"^@^ZG4Y==ML;$0KB=&'TK"%FG-E\!*8A&- M7"/]H-
I00@#C_W=2O(.))O/@AI2!T>PVA=7I$W-/A!M6QDHBDH=W::NQ);"8 MA9X%!SL<([2WDS+@_491VD]G<,%G!"(H/:_),8"]I8P?YU!"F(1KENPMH^"#
M1>ET3H&@;26,8:W@UOP M0^(6)MRS*LX8JUTU9:4WYOVW8,9Q5;@/.C: YIC1$ACA2];XNF$,R1 MH!GK,C9?XKK<4!D">]8]YOIMXB#"&J5(1,82XM,%%3'1#:RS[8($Q=-
)]%UM MZ)Q2UPYF@'$27 H7FLO-#/ >VX 8VU5XPI>FRC,AC,X2' (-+4HL9)NQ6Y' M*DU$!/-S(_F+\(GZ;2F:Z]36Q1X'7FJ]'O1B[A@G]!"FIFN&?]?Y$%UL$]
M+O*X,%0>FLN^5UYZIIH[&.<5@FF) MIL*GE /"&#O1";AY/18"A?;JO!^HH-1$ KGK\];:,88>^_)RBYJYU&=%09L!?^#= MZH@X6+A)LQ-(%W33AK_8)!)@Q$C5"S:);8_!=
(5B"&7JY94$5[9=HP,?RP)P M!ZP_2\LE6^*H(IDK@9&1IT]WJ.60XPE;R3W8J'O2 777$Z!\CQC8%NLQU' 2 MAO_6K!$F4Y3D5$]L7<,02:H3HD*(^QTL"O$E4/)A)ED5*<9$
M7I5U/LNXG##Y\=+49<+J,NP!EP^3JT0PA8N>) =D^S!V$Q-AZT\D;XD?P=&2 M"WU)/G2\\N$P)A^^\'M+^MZ2_ENUI/][Y9WIV^2=$-OUI$3&V+0#(Z!4*K\. M+W89DP-
0=.58%WK:IWL@/.,0$F"N]$F@5#HA0?%$TOB VMCHSP%*PKM?CBBZW>7S*<4 MQ:CSADY)9QUXB#ZIE6_.0,.:$&*ZYGMQ@LSCPQ*"TZ_"Z5_ MZX
G_8"D^!*,MOG1>V*Z125Z0_?18&1$ [942R BF6==PWQRI]ZCXP="/O M;L]M;:..ZU?0Q'6LK*'6Y6@A2ZIUP?NQ"%<:!X0&SE>X0&LGPT]8NGK'A1L
M/RXG0MLWZG:8F&AB&"N&CB VVP@D0BL+RZ;T60-(CT.$E]T2!W&@;65:\2F M$8JEAB!H'I&8,RENFIUG?.][%4(&5?5CJ.-9Q&-A<0P='=9[!.+46(VYNWED
MD!\9W"A)D_@;J#H9DK7G'INW'/"T4ZTF%!/I!.-N.%)4,G#H6\5VN5HV^6MZ M+;4B69L$UK,^MM?-GOJS.%)GD+ZR7NOG.7 8\XH]],(V9]@*P@,Z3-AON&7
MG_*IMB=0147#=!OAOHQ2-ML<"=II5-K8XH]IY] *NV@\C+U';Z.-]H< TM5C MDVJR.+&[5I(!QF^H%_$W9OGH:!#MH ,5!^VR>T1V8J+K)%52D,E(+*1<5$T& M5
^4K1SAOW7'S@))NPKXDKT57@/95+PZ$WK XNMNO5_^+NA.FN-FVM]2 MSQW'@DP*JW.R_\ZT5_E$W9QGH:!#MH ,5!^VR>T1V8J+K)%52D,E(+*1<5$T& M5

O%2'^_MZ,CPRK[&$Z6O*$ M[A=EQF8%E!K;V]S0-T)8@: [ZY>#H'GMCAT:]EZUE>0[Z.,HG(_'&:"Z9U]S>=LY1GG1<#4.#!SR &^7#LUN9[3>I90X$_I9,XYA94.)MHSV4_ MZDXSI,)61NO'/L&6T16U 4\%0Y&<)0Q1\]7'O:-=B9!]\!3Z54LQA@11M*T[M%HQ(:*==^BY:7S!)?7&M2V_1'":P]8?2AAZP4#]P)6[V]":1=C(FPN\I\&8* MW%8NVU;LJWT*2A2%UE(P*X9]="NCDW0^Y@,;]Z4#3;61G[7.1;;1%4#(P'YN /$IZJGBY_%VULZ5]"QKSS4I M2_%@#S=%2OG%\? %9N&\X,7E6+C1(0L!6*#W;86"^]LMH5BLPF%2]QXS5R/"F M[B@3U"/8WFR]-UO_5LW6GQ^;V%91?"#F3WQ$D' !.*M%0PYDTN0;"IL .*H2 M;ZMI(R+C=XF[HYNRU58QQ^8U#"[! #LJFP8\HQ]''U7U%D_F,INV=TY[-S!# M#&=NH631MB*=6'X]?':FHP*"Q7SUZ_>/X=WDZ-C9P!$4=]?,], MUM=G-$*VG6'-KX2B53NFM;]@LS&>"50=P;>&)GVKMW/_0_Q_CW;5M(%GKZM19AJ+C _4W,YTZ MLU9OX.E$W3F_V%%$.^ M9$L;5&O%G Q[M((NO;YW=4G""^>_3/]*>X]NO+9:KP? C,,8^S'\[9L"-Q_/[2PWL++ G328&: MW?+XUQOCR%AN?NKN3M_]\B-'0'YPPS"%QH\F95V7"QC3\AVX&8%F D=GD &0H M_.^A#RJ^)%A VB%*9°%8_;6\KLP2#IVP@ T1#9_;WL$$ MXJ%__@-^*F;T#QOKC5$;'Q5"$GCCZ?U[OSVHW0VD:!,NB8,+&V:OR+;S=V^$ M#'8@GD\)01\QA-=4&F*#*O#HF;68G8/GEEWHPJM_IMF.0\B?:<26G M7'98@NONWCX[OXT%-M3_]?,'YU^]JY?]ZNF;#YO-C<#V*:PY6Q38;R]?OSEJ M5;Y1E?23JII>TX(_)F6V?O3P|KQ>Y(_^'U!+ P04 " @2E9?KQH3I)^ M =+ , #0 &5X7S^? APP/X]LEM_A"^ M_;_V]Z-?=*Y+5>M)-%Y'[^=-/M'E\V*AHS=%6:LLVH\>W?[Q]MT[=^]']QX_ MN/_XWF'TYK=H?__IDX6N593,55GI^J=;33W=__&6?)JKA?[IUK0H%ZK>G^A: M)W5:Y+>BI,AKG\N/7TIT]N?C(O),JKJ=48_$^O]*0V/ M?AP=WEG61Q%],%6+-%_LCO[[WTU1'[U/%_[]*7NFSZ&VQ4#E_>!0MU622YK/' MT9TTC^X<'*;Y490T9564CR/5U,41OG-I7K10Y2S-X>'EQXA>5.N/|;[*TAE\ M6*:SN7GW)W4&Y@2?#49E?O=_6C_Y/W%$G\11IO)QGH[3&CXX MN/_D]OCID]OX%/RQ?/KW;4>5Z>DU&M1_Y^-J>30P#K_M5LM'KB7J/_USIOI.+VN]&.LRNA]'N*W#XZ$'T.PJ-LZ*81._J4NOZBKOP:Y%E M:547>1S]=AS=.?SA_L.OO:[7=.^<-Y//M2AM?SQ#1S;::06T3+3]H*]KBXB MNIVR;!T5TRD(A'711;5<1V61:?@H.OFHDZ9.5SIZ-E=I&:E\ G]+M?_-Z^DT M3>"W\|B#VF65<6TCIX5Y?(@VL.V_OL?/*U>_2D>? JL6"Q5OGYRNWE*'QX> MC0[@MDVK"/Y?1=,FR_9K&',&?&4:F78)S$W!VH:\ Y2.4L/\ZSS1,B.9KJ%+[4$ MS"'^$CJC87/PF!5-<^<&:?? SQ/[@.8S3[^Q5'JI:C6$;)SK+1!7ZZ1;>M/1) MM52)^Z3O!M]P\Y]SEQ_!1$[J^>/HT9W_.HJX?_NH;#R.'K@/2*>B3T /^]O? M_P9Z:GG9'<&6L>&):7AVW@S_+I[A1>_Q/VUJH" M[XLM#]EG3O2EGJ#-$VV^EM45[LC=YV.W#-X!-Y9KM&C9Y:(3V!#?UV6QJ]=L&VBHFT MN0\]9A/;.VQON6-J+&$)1COII*U*I]=-7<$VC((1Y.03L)-2UTE* M_5DTD2HUN5>6(ZR!H4&GBTZ: MPQ^.*B=]=31#C_948=,4T, ;TV^'-@%, I;YM[$-,+D:%;BQJ M O9N7IQE>C+3/#K\VEQ!%>PO7H;N5./\% AZO.)4@J<4>DN; 7:#SF=JAGV" M0Y;*88+S? 8QB5==`6)TZ.JJDA2WB0Q?EQJV.]IT<"6 M<7)F+\UQ-^.KEG""BDF:H/=-?^EJ!!MA59 M MI/PU4XNBR6NZV67_4K/00WPBHYEGX0!=@?NZOOP^'D0O<"KA [4]THFB?0"G ML6C&=4R?3XLL*\ZP[^:P@DXP6:554>(%G_'4PUI7['T=:YV;PSEY'!WGU1H6 MYE\]*Z)?M1SIID)YFFOX_1M5UO 7>.!9.BYHP']>@DB[^H/;CO>IW#] MP]NL*(F:/(-/8"[=> (LF0_4&7ETD25/NM(1O5DMX622TI7:JP752#=[J15'# MM,V+,PU3"I*XQH@#(3# M"DF[EHX2^%6 .&\TB#!:E_8V'NKPKB5_KC4>45B M#WN'$KL@IQ_+ACY=EFD6'#SGB.'0\_PY_H@XT M@ +Z3+Q/?\S^DIKO05S!?DX7H-QE]4^WT@4HDW<.#_Y:SFY%59FGQCT"1= M14D&RNM/M][\\O/_VM"FB3/=Z80DJ9-A3)+P2*VV7KQ_:QOS.YIH5!3M8< 7 MM'X[G^Z7Q5GW0PS#1F]^>?7[;VYBX0D$PEF_/W)W K<-\>_S;_/;D^'_W MCU^\WG[&*:F3*TK>K__Q?%)$6'.4N<&X7 M:[IQE_A)/[ZW? _*U#OWJE,E>LO$V:G(+C/VVI!785YD*#:@UZ"/CW6T5+#U M*KU(]Q?0VSFY*B*5)+!.Y$RP6*52SQIX!?Q@#;[*9MQ!W<@&&OY5, [+1!8F M.$C"/>U-*;Z1H L%? C=N:D&"R2>C'F=@$'B KJ5UY3G(HCW06/@->A)W?\XN M$ ^=YN]H#Z,V.T*^42/DF(_ ST4.YN?K)8;"FCRMMY57.Y/D2F38'ZUHHU;) M//)K"*8:E6R,,>"V1"P9)NGBC<=1[_FJ06>0A1H&&+@6%*Y0N02J2Y,J-5$Q4 M-8=)PWVQ+(M9J0@ORKY7]E57.D_1+>GBJ:&[PV\[CI9-634P"?A2;L4Z2UI= M@@&AOQZD[4S75DA33_2_\>_P#"]P*#A)CGM2]8WP?,^-T/[V)58TFK=BN9O|QRS._?[#T#3)8;.\+"_D& S M/N!)0@L.\3#@(DL0J50C$LHF;Z D0XMW(P2BS)!Q> ^ MP.#[BE]? -"4!FM$7[O74^<7;W]@%Y@@7=I7\Y#MGU;=[3[R#N<'UEH.TNQRN MS^7POH.* <' -T)4Y)I2%:)*UH^/(PB=?QZ2CGL'0TVAR&PM]9#,A/=XJG&M M/GK)#RA$/&79^+!)6L78/?H-Q67[W./3M*SJCL(\P2N*O.PIW328'5+#LRL= M[3T8@39#/B 2D63K:*\B/ M5HIBFW"=5NB5(>UJ1*XIIH,+AJY(JP%Y _D&K@FR=-44)JIGG"\&TZ7RBI] M"Y=:[>,.6]?%3[=]\T%3%_O+6=XL?KI53H39AA=49 M]WLP -,Y_>G6^QV M;#D.=S[92_3)VF4;Z](M26? 1W!)MZ,CF!6CGN=UZNG]W__OU!6_AZMWY>'<^ MWAONX\57_.JZ#>D\[YIQA9!?N'%/0..!._D7Q.QNJS#OO+^7KAR?YJA@Y,QI MX<'"$'J-H#^C';GLTK@'9CI#5625&DSC,TGI-?HS*MC[8TI5!]N^+M,$$=]5 M7<"ZH#.M:FO8I_!A"M;RVW>_!PHV]0_4RWMWME5B_9;8;8 PN:A4->'/"]@(MB'R$$>^3:<[@/U1AV9,"_RGAYB.O->@U6<8.A3VZ76 0D^(L-XBY'!K QL_F M&.J&B2EU+ X%T,KS#B2>W0*(X\,^X2@FI%&/-:Q5[H%@ZWFI-;O/T<$!(RPK M=.5TW/;17G]@#V(846^_G1]D@MG'$WHO_*&LBSV'87$"]0&L5V@[*,P S&?D M>GL&[P9#AUSXI)KD[[3>0[MZY>R=ZO?<0'CQ%?]7.+ M8-[DUL=ZDL*2P/R[\T/ W.V4 MFPV3((=.L%L&?K"7%S7NY<4!@;/(&4Z3*&#M0-_I;C5YWPV#L1SX>' M>^.1V42\F;$!&ANMNK^X*4'M-[Q)HE+7^7;RU=9KW,T_^QSUN)9T+I)^T*SN M\'Z*U!03H3&_*-=O"!H=DK>@OM M5GZ5>T<@_6W(@A&6M#==%&"J.#7#B5:3V='3VM6;,+;;BU\H%$;*EY%Q _^]7 M6\C@Z7#/TL;D&P85O4VZEUQXDBGDB\RXXQWLN^$_^7+U9/9Y]^KY\^)-2_^O M-LX/'_&+S V][U-N^+M7>,.[F_!"$_BE]]7N*MZ)/QOL"3:&M7F\RXRD01^E MDK^>M,\E,#MIJZ[]?HRZ]4Q"7CY.#M/4ZH?2*JEKD6E@37"S]#]DZ0U1WV2 M#,-# 3!-+I3678)'_/!N1,*S8D6$I':/&4HJB^22C75]ACEL!")(BJ6U&"[4 M.S1RE+%A6Z/F?6G;YEQX^9W![MCU^SGB)$CUB]Q+I4"U_J0T4H1\2?LH^BSTWA'MW]O'5__KC^$W0 M>; (782>BFP%%):KT"+AV$4ZC0('"#3=DJLCC17CT!+Z/(PI>!>KX)M!O[^GX M>B=B$/IKI-O= "FQH)K0LZ"QH[W9[@CP?N#+!ZNKQ-SM) MVZSR0*=!DGZ9'H? KUM%U1$V%GO_CT<,?'AWU84O.F>'"#Z]P&_;ON=-6K">9 MIYJR22)/3!%F^=Z=@SMW(@H\:87^9P;76J=YD'Q_L"VW7S2P;U\0MQ@] FWG M.D0WUUOL? 8,_%GO5'(5_/D0D"/[OX!.VSQ?<\^U-?4UWQG4\>]N#YATT#O<\ MUPGSZ=\[E".&.:BM0]A^Z,?V.7RK)TT"A^<+'<5[NZ.X.XK79CH_^RC>/^?. M._>XO=,8 ;KTG;G?]KLUT? O:I>_"YI^X]6/Z[0W>]=\GNT%VO M0_?#YQZZ%T6#:.LO?.KN[D[=[M1=F^G\[%-W>.>SCUTZ_?*G;G?77:D/^WJ$ MJ"[%GRW[BL@)<&L/[,,8<8Q$EF-V8 M2YZ";- @ABH74;W=Z[3;F[*KIB5?" MJ9+P&A 9O:TL;AT) OY:U@ZY4GQ^"0^2Z-\R\Z:<9!P;=']EQ:ERL-,&M=T=G M=W2^]G1>R=&1@U/D.MH[''%&;D_"ZZ4+7L.X&Q@2QI?7&(3^ DW<&4- "+W16XNV*S$AUF4)->K8C ! M%-.D5#?_$[D&&.R^#5*+RHJ$]5=X!4D&*Z>7+?$;S/DC !;ED8V&N(6R8K&Q4!_^R M!XX48/"2K*BH\!7AZ2Z(F9,V# (\:#6V7)7#CL@3N7VV6P/U=EL N2^#SLP0N MJ)9<%_JN"VHT7\64W=C_;]G.W7I@7BCA\R@-SHLF7"!(8+']3F%K.:;&LOK; MKMU>[#*6R?0M(V1Q+,&2E5I,U%X^4 MT2&TCOBO OS.YG8P#7^MZZ =1W_5QW9@"<:;_O$M7^NF-E"Z6:E:ZE)TK;3+ MPS; 6S"FTK;9FLNBPBHMBTQX<[W$9$$HDA?$YVQACXA036B#GAIX[%.<9U]? MIEZ"V-R9S9_A/KT1.V#G [YH)/TB8GB3. ^ 857T .;Q+G(>3PRN3YEJ_]6@)]HZ1V OV'C0(=[*G=B=[) M].]S!^P4](L*](M(XHT2W4>S7IU W^]M7TN>;Q343IX+E'C@N4L">WV;YWDG MT;]WB;[3TB\DU -/_$;?/D(6FGQ+E+=++VAJ& /- A$)EU.=&F+)S"P48%]]7O*RX1H.Z*)XP*;EBENBPZV MF.D9$X"D:(1@;N!T-ASQ, .;?#J"K,R>N['"P-Z>]JX6N_MR M=U_>N/OR ;DH9I:1%CR#)W^&A8ZG"GT,*KXX#>&C&RF-OMD2]95?5 MJTKKEBS%$I:@^X'Z6G%N8(F.VK(S18K!:6HYE*22!&A/];+%76%M'TJ^HCF M2+% ($Y"TN9ZF=34H2C+Q9XKE:[$8 U+R>2^,.W;F<8LX?:EPVM.EB*2^=*H1/Y1B5@E[>3$K MU:+JU(8\F[=J.*(PA=^L5)HI>2,)LKJW:&0L=938Y>"^B);S=86;@[^.N6=D M2Q? 3:=SF^&CW?DFUC71U$&V:&NL'P4*\M52Q"UYDG-D9"&=51ER,N2FK1N6# M[UXIQIQS)]9;=D$U];PH86-0)V!&X&%WC> ,E%I51PVZ8:.FE?PG.ODKJA@ ,M M3,G.DW:LEM(<]:RH4T\9\?TK4J0P@2'BM9SS4FLK_]2YPM'<\"HM[MA,R08M@WRUAT(2YPN@V)M_1+F3T#(MF MHHXS7HL- .K)+^BE>$MZ3;1'>BT5_>%ZG/#9D^;I,2@T'Z-3XH(D>:3J6F&) M9XKSU84P0X9*%>I1%+NCL)*$JQY'>^DHVE,C6QBR4JCTQ/@X23<;^H)7UE[< M#;XO"_16DQ)$]0MH-LSX1;/R%6FL>2R:KE/Q:-[,RP9T]J%?6546]+6]Q(W! M^F3:[05,'6W-F+NJ=UTA=J8DUMB7*?Z6R%C&(P+J[U"Z=K M2EY*J9A. X<96.]\0#LW;UOGO2.R^:S@;,Z&C%*=;\$-3(4["C8#EH MC:"3/,+-+4LMUTZ1M:*(WN)[.IOHB!=FY>WALG7N3'?DP)1^M#TI*O:%MF+A MSI4A1A0V@+KE$F06F YS=VC]D?'ZZ!Q%#9X?=F"(V=\=.O8,6L33/K BSMNA M*M,]_FU22&4XI@=Z]OKGM\?17AC=-Z:YSM"@-.@#?K2_L7[).&JO!S=Q3+9D ML!S7L#CRMU,0>>_G* [ZOA:>|)%_Z,=I[.-JG?6=$A07.I)$\X+G;'EJ.LLM0 M2.GH\&[X(B=X^MZT1VWRHZPJN)WHEU-_=OH,XQGP5)=VNJ5H7@EO*9]**/?AH#&>WU:6Y@L5UJ6J8<+8&8F7 MJD!WO.Y7GJ?-?H\'>-\T5D]9C'I75EP3FUV!./*0 MN^N$6,/00_]<^/HXYMO=N|--1BTDJJK4>PO:46N]VA(K-]PLHTM\\? MCYPCT^@"V&] <*V9@RYK%DB[M|>C)M!TBJ8&F[PA1(&"Q+#R<6DVUPV%,>*!Y M8[^377[_SB,0M)Z2RV7F=Y+O8)6 MS@9Q JWE^_TRA)EQ2(MT:B*REZ.]U4@P@OEG5\(]>/AC*(Q]K;X%7-Q@+;FS MY7*>_,>9!)24M?0BH]M" HITHZ&CW8!K]|F3]DF7G=;^Y7O>'5^MU?[CS MNN^\[I?/)'C3G.3#8,6=+_]+:7C/GXR?CC 6P+-_;2]2!?A8C9T0-.Y#2]% MS=84M_!!#%T=S[/:6@K1]MDA00:[\8KZN=>8UMY.(]D734M5O4Z]ME<P M#??.1@/)4=>>^;!'+;T\XL,6*^6>\3[VI9WU44HZ'DM?Y23E=)L%"JD N*R7 MT6E]ZQA=S 8159=]PE3=8#&'/GT-"VBLY\!FAAD6 NWAKK2GKI*>KG8A8*N&W'41?;1A7FC=AOIDFFM M8KPL]_XSNO FN!+.F@OMI0M2UNRVTA=AU)%X-ZPK3HI.IRGU6U5TZIPH5/) MAP+IG6UG,J>]8(.)&\ $2&YBJ1<*DV-;X1!QMFEUVW=I$^KXJ M--R/GH4/HDRT_ZFSO"=]4#^YE[MVE]O! M 44('**(3[Y?ZE61N P&$QDDI$BFTD5E7@32!,,+&;LF<(?Z-? M&.YF*"9\O(F)-2;DFN#403BY&,$H=;6$<57LU]#?%0[,Y56'>BO!$;RJGL'(MMQ<15^UY6BEF*]LBPP+7#>DL6#4?]/1.]1 ()5"0QOD:*=Y+" M('"D04!KQ(N.>O? PDOLB*RZ5EI +&8;?^=CO6.&FE/O?= QC>_N?6/TMH'/ M=B!!ET>7!HB."7(^!&+RC>ES\%]#@&?@Y"H6##KD@[LZJFY M(3F#W\#\T:W#SP?,,X^;"8'NOF,+ Z]^*5A<&?:F&,/&.$ "[J53'YV,? %%Z M"#),X1R0=+4 5\-_CZS[S#BBO'44E]E*MEY=PDGR%ZWW^"_5H-E9H?U*=B>; MLK3;H2&)@%D1*H$O287BV'#;/F48ZM&!=^,K/&L5J7&3(E2$R>]$^ MIHMF81#REO,3\\M0'',*ICWWLCW@/O(X:2=TD?Q/D^OHD&E8X;_FTL"7&GEM MZ;;XJDI1NB5%N91 $JKE)354D_A[S"*@^C]^6II*W&*P#$SUU&4E217BFC& M&W8*>UNWO@!O*!RP:5XUDLE K"QFGBJUT)U)@N_XPEXO*:T-%#"3F/\V.%D' M?6=I)Q>_$;GX7GV,_H#-A@<)KO6=7+Q.5@G7#>"]J\[#^-B|+B<52HFY>LB 8,^717& <=?"._R*,[MRM39SG=_]^Y[O?^>ZOS'W_H M9I)V7GNS!.]"KDDR$IRG'08_F+#0,%^7U188IQR3=2!G13\OIQ6XM4@?QH3 MB8SUM"AUIR+&PYC(ARO'ZCYQX!R/86.2HD=GW/3%"\0%"T]-0R]LS01!B"+T MJ#VXT0 1SJF:(72'(6)9FZB=I4NED7%"I=-S'[TZ)&QJ4[Q=LS1FXA3UF#G M)N0G.WSTXT/V7"^8&;G-; '/!7UI?7_"70 %\,QD ^S?R(C^D+) 74)LOIF MM.?/QRIE457[OR^COHD1-D=VN)"D*2:,.5#HS<>NN@X:_^P:H|8NLZ:BA9QJ M!&AA,1#V\L,R9052M:"!O:)QNWO%P3A3XRWVG9(60CKMFP/P,> T5;"/,>^ M!QUHR!|2'A(M)?[/' !"9"GE!3ZV"%L""A=W<"_6#\DYMNJU6R#C MU/#'@2_XY^$]^V_OG"$OZ2S*TISY#V$45/R>]_&5 +\[S$"%"ZP*P$MVQ+/=C|#HX M37NKC5@(RD3[,QFR;1S7E(>[S@#S/92 M])RL1<1SI7C[#=]#>\P?9ABYK+#&)I,Y? B0C#P([*GG$0JM<0H.^TN6(W2;; M$2,@B)1CPCM12LO3W3\69 B]U@W5IP0MI8=%TYDQ4:-<-!=Z]7LF=N MU(V\S^S9E5]X$;VS KT >(-3S @#6- 2PV8!FOV!Y&+/60N4"6V@)VE'!-R5& M;_=QBL:J2N$8R:N, G+RO1UN0VDM\XBQ'+C7=E.S>II RO+==?/KF^IL QSK=DRTL3#@:I4E M8>HV.T:Y/6#WB#PJ6NM!A!4#07SAV:+=9S8^[H.SN>;@>\%%/E3D3SD%1*+6 M2/HP&/ZYJJ&=O)7Y@!%YYPD,]3::C$!OH]R&EM)FPRG!?,.KH2--[5CJYF#E M4_:,>Q_? &!CI)34QUW:#F$"0Y3>D;*)T>B+,1++8[H "GD%V] S_FUTVUU8E4P\V4-&=#C)(_ZMO<-1 M-,6TY=AK%*/L2#IE6B:KK,1-1MGGZ+7%,5A.&:,=#>P!U2#+O4]D4__1)9*? MAA%_>]$)_PNVPUVM7F2)Q"D*/?P4UTOQ-41R;\;^>*Y9SJ08# K M<]4A28\SD!#YS$.Z^&@3VE ZKP+*Q,]T^$,HB-S#&(^G QD1QXMH(Q9>\,,H&%8*&PY2::? E#;!TM1AW%BP9 M"-4QB!@CY0@,T]6M-5^%%\#9'*1OJYNV*Z"E@6I8I5*6=)SRG6TR/CJS,>6X MM17R79& X'0T_!'(HJ3)!-MB9X9&ZZ8E-N W.S"\ .F&\ I,J*I]%DMNB71K M+)4! E4:QV%H*9;J5;VPTAR;+-'W0TMD6HV#XGMD/I:Z[C9)1WII;3Q/*ZU8 M+<57M-5'CJS[XPJCZ[@*D6A5S5+TH@PJ\J?L!9#LKG'%4\EH]Y.?B1S#?_9 MLW*FY"D_"02D-!YT#Z^2-"?TEL50F=(8%;ZW;Z&\^AS2K:"VEMSTX>[KGHT^ M&,(8C7J^=I%QIIR7-!C,*P*U\,IW3"G^9@Q-)2!!0CJ<;*3M-PY4 M("'Q7&E-1T%-5FC%T_5- D^P/8Z]\"=H(LP)^W39%17U'2;9I@Q7:': MANGK*0(42S6A=6:+#8'<#E4R/B==XJ6@\'^4'70>. /98;6]BC]ITS/1% MEPZH*V; <%NDG#\:K0K67JK\VV,0CF(Y-4B;#7[T2]& MN@HE.1T\N101D]2H\#T,CA5/_W M/PX?_G!T>(!OVS|LFVE)42P-I-CX^/KF,?8T6N,90DG%0%AT@C3&D)/47A]2 M89\B/28H@B26MRN7Q4;C0ESGV.#@-! !/=DEKJ? 4^QTFX^9B,AY=+2;CT0Z3 ML<-D[# 9WW$^1A\NODND_)[(>2]9;/V<5 >$%5922?IC7+W84$](<64MY 7) MHHJR0%(+L)UBHZ&QS"%2^2!1#UL2>-E5'T#JXN;0?Y$$C5.@6DM \% MM2A+KT>]$P,:)R.TVJCN0ZC:!SH9HN,SS3HQ0V%C?K-&=^I2YZ!+K&E&)@K5 MARI4]@9-W\Y\D4LX6*3 (F0'5\U59(,)29FNB-YADYLZ'/]QT+:T5I"7WG^- M[!9)K*IC44PPQ:+U8N0H8.27:_7 O[YV9 M^QF'_H]6+N) H+OWC-/NYRPT[MS8S[!&#(JL(%Z2N-87K.B":7 ME2[1,;1]J-Z3SUPN67*-*O8'R&O\G-*@[>[W+1:NX&D$8J4? #)$886RP1^+2 M.F=,!T%3U^_WY@AV,.V1FCBDZ74L\GEQR)D1]3ME=6=[#Y7.V]=7/ M\2.V!2=GA4N"M45U(%LH^"4(SG Z%=9FX] MS$A(^*HR2SE*N9>.^"4LE)>IBWY2>E_Z49QO[8I9L Y54YKPMK_LOB]OLU!R M55+X)C*?WNDLK;@[$N76@[P7,U-D*,J(":=9>>ZZ/@ M\T!6%A\QUVN!Z_#M4KOZ*SJW&X$0&8A_S*0((ZF *5RLT WN@D$5CBLMY(&T M Z@S[4)1?@W L&R4J1CEL*S,$3D,8)LT^ISD+_-*N\D&;MNS- IP 7"AV3,N M5^=",EMW2MUG2/ 3Y0D'$@*;EY"8'YBV%/8A'T^GQ)CH(SE=^-'[*WK-:Y&U2 MMX-ZWY96!NGCOZVWT787JH/H#Q#:C&BR_>H?DVRHRGM0O.(?-%@^)WL\B31 MHM95+ (@/JJ-J9(Y%W;GIQNU::=K.I/]0 :=YDE8)F)R>P!%#\AKN[!8F^D;V M^EWKG:6./AG5VP\?H%&WO?V5Z]+8ZU]QHC68.3?HQ:H:4[;Q/"D^/" M.+KI0$JH+;R39[! M7B9P2KC@D A,AZY9;OA9UG*\'/X(L<:]1G^795U3]1" MTDB(O*?$4;B<%%Z'"&;"I=8IF>CLS2*5/PL[P9J;SF=]QD49V N$B8KHB\5X MQXKQ6=8#490]D$0W>1V'61A; BU6ERM=A=86SL2D5&<=>Z]#0(.!V>PD<3;# M9*U,C(G0DVZTC]+%T=91MA=C=IGE+O-FK(R,)H%X(YP6\EST38CQ@UL2*\R[M2:5M4 W&I>9S A.T2LNZ<4XBDNRV"$9KS#0FV&/$]XH\6#<*9*2GAP650H8JW7-EAF MXW'PJ[R8_:'E6 R,%-I8HH!R&'4* JAV\D18B7S=U1E8Z+=6LG"H%L,_QWAM MQ\[,X_AV_+BK%U? ([$R7,T4.DI\VHWO^("*U@Y/OXDYKBI,W56>;]8%/F9!I.7LJ!_.Z,%X<C0PV'E.3Q/ M;8D6F&'Z4DOGQ4UN'%<(2$F%JE.H3Z3&#G+6V=$KM[IX.QE*.T--V54,3#[& M3=SOI^T(&1H1"4Z:EYD"NC=+8S*82!J#!8'N0.LK5XEVP2%&$=1-F4><5+ M8^782TT@X+PQONR3<5O0DY E-)+F"Y*B";GS5WO&ZA536B:DT0]AF@DI;Z) M"_H'G+^B^(##/),S9>+YS'9MG'Q6X'Q<(CJRDH1DK3!/89XN;^+DO$LQ1U!G MZ_AK#^Z2W\&GE5U7/]VZ X]&E/<@ MTOK\&O;2S$."AH>;;>M1[O@-+S& _!8MC3!4]D&75[R_GU3/8U>@,8'R78 ML*_Y2KMAF_W*/(G/GIV\>7_R_/'7'MLW^([O4B =]@DJWV:1Y^^X>4@HI"= M;Q+!<1#!6]PJO81%O9QOW7]*%4D^K=? #0OO34OV&83V7WOPNUF=B?8=7'.L[MW,7ZOHM8G^R0X,9Y,GYZ_.K5R?\=G5)"V1B$"'ST'#8>6O58NJ^RF68W2S5Y M(A'#.T?'%@[BA1')/UHQOA6L.4/"0DGA&+KA:B <"D-K6OY%@:,BRXC\P'R# M_2,8/B'W8$(.'?-MQT=%SB:I1HS?FU@01IMR$'GL)6OJ>5%2S3:A1#+94T%L MB9:H&[A7.4Z?^&$, 0S(HQ?.@Y8'=CUVBKRU8E15AXC+:&$" (K4ANP(WTSUP1#S=_W]*U_781=@Z"DO$3PA8"O\%]N$]SLS>[5XAS8[8([J .N M.HI[5Q)QO-Q$=Q_-MW,?&CU7B#C-N7@F\BH?<; 0I*^DUV$?)P?VB@S.#/9U[MJSO0"A)>Z;)F'#[^!K1 #CQ[0S>;RQXH/WZT$$PP_O<*S%*\CH2KC(W*12 M0E! 3*LZR!+H]JF*.][0N6(*P+T)BF16?4/1WH:=DFH1^TK>5;:7"@T;5ZH MJQ71@%;O!:UZ8%CD6*,X;4N8^128"0%6YMK-N#?#CPG%+S*7DT_ MCT,10<4(MA5A G-@GTLL<4ZIA? K-GE#\&[8!096*P)4DC!L1PH/] RA$H82'^'.^Y1I24R= MY4S7H"G387+C?H!&/"/FRXHFQZ%-D58!*S-CK0H /Q'.R[O@[($PZ.V]CZ.W"&S.]M+K@^9 M]@S:RX'V2;>< QJRG4I<"=64]7FKVM%]_G7DD\,[1$O!C&\HMN-A=T$Q-Z, MZ;>]TX8!6-0.X:I-A2@R2A.E[@DX/3'#EN6--F2DQU1NR.:,-CRB#I MK-4JI7ASM+<>R?-L.MOA@* M;9&R,N#L(S@[*K&BDH73. >S'6R&OYK)3-B' M6:+E1#,F-Z:%KO7$=3':[RHFWT,6KOU(GL_@GGN*&=M!5YD*ZT07\/$6P^+ M,9,]QIB6+)LVF9!\BGQ=P![@3659[0,45&RO%#5N./-%94DQ+PBE-RF;&<(S MT7P1_K.NI$U5LW]+3XC=S'U$TWXQ%9U1D,JTXJMM8SA MP#0YCK$D*5,RF59%ML(7+Q .$H%AL@39QND_*IIJN);6YH*F%Z'Q#^+'YDLC M')0Y9*VZ!1HBS<>T5(U-QPNJ8#N@K)!I4/48PUK.$Tl."\7;!-;2_07_064R M!U$^YZ(KA#==2==L%^A<$ZD+EZ !\1,2/9M9IGJF:'/N6VG+,C-Q M(CDG$,DLGW5]"E3V:4I&E-L0Y%%HB4=G+^!- ::%.GKSC3*N5[AFZV$-E (4O ME5/329#:*"W2P3?=^PDU@#.0E7P20N4>?RD+[O7B%BA$YF0\"X9$(U_ M-U:S3R243^S'H=]!X'(A7&](C$85^B^**#*9JZ/F4Z8? 7GM$5VFWZ2M>H5: ME$(PKPQ?DGVETWXZ7&(58Q"PN,_D%7#Y\=BE?G3+L@T]8-,4;%C8Q7N'#P0I M*29]S+V JR!I2F=L>7,;:'%M@%UKLGN7'7OB56UISZ1/>*4B^C(%36$8$[G33&W/"8D4 MLEC67/CR/M6]O,\PYPGZCM!Y\0'4A*J8UM"#TI4< (B IFSXC,2*; 3JM>M1K?TH-7\7M\ZENS M1>E-W2(L=4G&087P?#8]>G(W:RD"E>B2> D%Z>RAQB=&T_*+O6#4$RU5F62C MW=8>P:+DB[:20U]R^[UKO/'.N\2=V]FFAP=/4CD\W?_^HG,L@O3D=OIT

_MZ(7I.GOM#ODI*&DN

##-B)EZ87_MU6M6?R>@E67%4M(L$G:92/I3D'6]6'=R6:Q@B4F28'PDG:0*&8%,9 7&#:HO MLL2XQ/>4$O!M)[L0#,#<07_MX,GF8):I ;?0;;>-M.@6(+!8V4+
3GDUHNC]BF:#4P\GD;B_.@U;>^H"NR;V MM@T9@ A/NR6"&3/<'CP5'&&7TKP)6>/L#SNEF4 1Z/9_#)\&1+5^@+K\TP%FX/-T^E?
^WYM$=*G)RS10Y%M9UU9%F[EB#[5(DJ;@. M^X6<<;Z)!*,@"@9\]=X0'4Y-".*)>7@ C,?&&<[^B8LOE[X@T.G+KL5X! /"",L/AXF;#+/ 68YO=PN1IY\=OXH(-SS]#N=0G33X M-
N& &RP(,&:ZT MKF>*"]-,\ MQSH+Y!;*6UIEP7"F_7EQYJE!<8\>%-L7$SB+ H/+3.6.^B68",X>1I'8KQ))M$_1K&^WC "26W*I8^D%[L*M!:A<+5*/32A1A\U'E%0+0[I1[LM?V);
*6+>G M2**7L9R@$R^?CG6B<(^#3HV<^'IROJ!W897SY3R(.)2$2'D0^VM)1L&*PV5< MGPH/ &KD.,-PWBM9V"(K9FO*0)1X$/DJX'NP=]T#M>BIN@KPDW+"?$]T#Z> M-
:6IEFH7+):)I\PDBN 6.WZ)6\0*&RYQQ'R!7J<*0< M]>7M!V9I6:P,65\)ZO,9UD]IN,8#NS1V2EU?AW]>I-2]@*9A=4Z$SVI8K;/] M>VJ9;6)SXK=3"VCU0'."[22T(%:M8F](
?:BLBV8&>0QY5X;%BYW(%DYHPI^ MB,-<.YXQJ !GA 9AK@2I 2T<6&5BVUJ5 MV9HN5K W%FN&;;>(V6MVID%PS/?0K$!SO2'9KA3^/HZ'S3.7T%UOLI7@U" MS6H.;-
M48Y(1T*\T*6AWP8_FZ1CVB8'X(Z[LK*VPFXD!:.1X@(F;68%(MW@<]D50+I-HXW^7O!^\.HA.L)BZ6%?7H]1(/ 6RT>NU-L#->9*<7G)>$VU^C M9$^TM]D/B#
('S/)XX,P^:UU+X1ENS='0D85W(PDS%?LND[020X^FKE7D+OK! MK-7 ,-ZVCZ.6S03E 0:2:;+H Z#?7 M<&,B7IQGB$XVM,FDP>3 $,@/)9-85L"]. MJ!+&U>Y/]MU7-
70P868#P4K.<3RA8RXCSQS;]->X?6A-7#PA$ZG4I,Z]O4> M).Q&Y?6!,X9 M4J8VHQQ^9)T! ,+69FDTS06 >%]^9MW:!\3V;E;!YK;9W)LS=^6F/2L91B-:T MM=]3D<+^M&N
[G^IB-5YBYO@(W9[&R_BX)AL(,8/8WCOD>]H\]_=XF]>G4 MN1]W0>1/"B*["80+ C>V6'LO02G(*STQZBC7BPG+%\2"@3OYR+<5%5O&TJH8 M 4%G/\C^,9UYNOA=H*"
BPOO!+))V(E(L4?DCNP$&#P_LR2E!QY(]KZ38YN$ M'-*%;)>YOXT[--I+D*R$0)695$D0W+WRL91OJ%%_RW6++["KD6$\YC..G?6] M6'Z@":\1%T.+@IC34#2-9X1?8UC',
<'B\M&J(<)15 MCLE-8#C:C4*#<6-Z$?^H/2=4=OH38]6G?MT*P:.V>B]S$OL18HG+P;.MSB#> ME'7 A>27.JP1ES_R2F]; -
&LM<E)'=\SN=$P_Z"'K1)'9;'&3,RP:DO$98T &!RUT*]B+8RF1'4(&C 8G+IL*@>NH8*#;&UY M)3P'XOs&FHBZ7.6*W1AGF'S6WP>*%U82[<630=AN,5? ?D4^#H.N%.ZFU/KF
M .HQGWIGD#VS[-X>+OZ,&;A1.(H4J,9K!:/+52?,Y6C0)1D.[="\-GGK M8">"Z"P]BR8IEFN>Z<)5=$!U.;82"%5=,27@F; KA8:+7:I8D2.Q\1O@,.K M_3/*?A)*F&)R#O/+B?=3
RC"'T_"7WOX ,?01.!YV)$+6SR&A/8 'G^[2W/H MNG1>2[\PK#%B[^V]&#'4U+< .P8G;D)-&\.[&3WE8*\[[UPW@0+EHZ!()ZRD
MI+)/^N=L*P4CO*3%R#:9@FZSX)WWE:V@+/[$8R9:Q3\!V5/O^> MDR?J74V G6>V=3#[S\.[(48[X:+6K1W0)?P6Z'T \?9%:^E6MS%S3^4D'C^U<<-
+Z_"QKO@L87#AI[WH#CEA49W"HM MW;6M#X8WD!\@^D1%T.O7F2GTS1[.AJ#MT$Z4>C![J5HEZ[T.JYV+*W 6Y=KW0 M]M:O0W8)$^GY5L3[-0I[_D8XU=S4*GNKP?"?=/?
5!ZT-!E)" _ : 1 ;M! P # M;)DASIA')3=C\DF];7,!]>]2H;/,7&'Z9?0.@Z4HN'FL5(8B!I2'9*X#?&Q8 M6HF=V*S."#VNJS7?A]/O?[V'("VDCL["P"A(=V)P8#V$2?4R2]2]DHO[,"1>
MS]^W +;V:$?/WYV>O@Z=;#H]:\C^I*5$^OU;.4/]O LLH:L>H$^?N=[SF-_ M/V(.HR9:-93#:]DLQ*V#X7-M63;[&V'@]6PW;X>8K6[M(2K<6K/IOE#5]X:P MR.\].'^MR1!M./&#-
ZX\Y6]:2P:U5&DU%TN"7(CB!@C26\]QM!@)0_6/3]XX09\7;(J;, +E0]1VE@?4F5'8*9!5AZ M)FW]X4'E/O,AG6B]")%"4E/2I+-PI@I21Y' I7M6IE-P8.X'SC4$5^I*KP<\
M0IRR:W)SS3@]DP^&8'4I:TOBA],/Q,T:F;W U_R MD"]//7\15>QFP+?A+.C M%SZ:GDEZ*96J[;(Q&58Q,Y&F-9=NQM\OBS.>X0D,K8A]D!*L,\,B$ $C"VL3 MDUP^DL]LU$$;#&+)
(\]V-Y!9':CDPB)16MV-L.]N+8P'2)=>OR]7 +)<+.H M"/Q)WB6 -*\2\DH<-?DA"K[C$W\G2/2Y&,FQPP%!4HCN!^ M<(+GZX]RDD Z>-R7)IG+X$2(H=D)/V@"]S=S0@7GBH-
2%.QE-[MW[&VK'943 MD3=XSF3 ,D3*B/W2% L1NS5AECS!2N _=X"3;'#!"SPA6O".YE;LXB8MOK.7N M,%H9C GU@&EFNZ:5KZAU$\4H39C^5912O?,7'0V[^[#]FO8L-
H9>05GOR/ M7Z2]M9KXYX\\1X0R,L?)E[I&E,"1)PVXW%&5IC5Q2F-!#QBR6@+&J;3($MS<0V(KJY627]O M24DZ(0^SB& 7A:FV1UBVT%EL7E) >R"FTW^"!-45:,,.8-*WFI+
+Q2[TA\&4@M>%A4VF> MF@1^@:R&?>^V4&;7YV8@+T3STP8);-RGGT QY>T>_W]?";OR73LZ'URQH_/! MSM'Y 3DZ.Q?!_?-X1[H-,H[!__MQM_C\UT_P]
5]SP[6*W3$'TR5Z3(7EK4 M,]9>2%&9@52GO6/RR':8 M],R4WC; ;M*Z+L7C_SJ*6GE9A4$!R==&_@SO5Y0V4(;#Z].8C)4TIHA-D2# M4!93+
;MI453=08BUW4XGM;4;Z(!$NAGZSXD\]=:I[36 MVX9EM'?W:*]N@4N2H'>/M$W;.!>&# 0%BP_?.Q[M'7ZZU^W3!<5U090^V"0L
MWE))\0XC1/3<<&+WR0V_RA9I &IE#M<&" 7M0\..K%4)"I>8UV)FYX=VNN#B<("1#$'UELO70L2.20,!Q1NVGL:#-O6"=&%W6 MQ' 0QC;XH.VM<" !$T20E7ZNTXSV"KO-
@K(]*";3/%V@ZP@L.0H(4@P!DD]M M#I]4+B9@ BN<]FB\QOSTST>PVP4,M//((7%H^F-;EX7F>K8O0[AW'I_3>;^09
M^E+-8ENL2P@Y;B&.GQG:37<6[+YW#B/.4G1O"OSB/IV41Q)XG4XT.9IA[<]H MP9SKEHYCE98FDB,.6\OZ)\2(T)^SHL'D50X!X"4Z-CD,WL-L!SHO=H"5->_?
M=QE"12X.UL6R08>C=^1R79-W%=%OZXHX1'IF"\GI:]RA9(2;Z;5I9K'-)QIK MS_U")1]HH LN.XG^F!B)<306FA'FG4"0$$=F4^IL[8Z4#X>TPU8\<@O;%M?](X!+YCN,&W?
>_G!S;]P3"+B& MV /#C"+7L"^8Q'.!9U6??U(=X:01!.*,4D]D?2TO.,+;V(0F-9:4:B\]TE=G MPW<>^?$!E10Y ZV ZA])YMTF> G!> O4S4]Z)/ 8HP@ >48&6VNZ<9Y9?B])]
M>25UQ0\ 3RLXI1)!P'WUWAC;#$M-K"U >Q3,&6' &#@C[K M1!RD7$NY;.OK]XW(U>^#PSH #/0+#<6@7C+6+Z]%$HLN HC)(..#\ M!CY)($G*6GW #;-
G$,'1&WO7GU(2+3,.>!S$*+C3?#0R1 .DAGR>1\"Y QRZ M1S*@#1L4*75!CXEDP1+%M1/;76G/GLUN?_>Y;@9IYI,=#7O":[_9SS"R+), M@8])%6'=-I=R1_)9>]VM
LI=5CZ.>K%,>L]$VOL8BI+=V7* [-^HL+CV!% M4-!;,,W!I+I[OAP^ K(!X%%3@W!B6%YC VP?:ZJO9OE%<>8P= T[1B9M%@\)W M1RZ 8Q*TBU'.(^ A+)5$>O Z.9>
[]^QNF6PW*7#SK)=-!X%Y>%(2\HBIA>"%+ MK=QH[]X CKl^E^[QI:*@#Z\X"OIP M%P7]_]*@V]T>X\';@X65K!])0-)RGOH*WO>K#&U. =[&*OY4H]CH 2_<, M?
K#>GV*5T+V[]T=P[>?UW"\&W(.0=& ;\ZAK;3>WP&SI3T*1)C>P?; M^YK9VC;X 2[02DSZ2L4CQ?! #;/%?"F,S0QB4W!?6<^TCER86 (G>(#]GO[M.7O?
+84\GL,I8(MK>"P7 ,2HP!(L85D;F!MQ9%D[6+XJ V,=6QN"\<+5VG] M@=R?&L, $P\=V>U/;#*@$/"XY,SO;;L=<\XL%^LVW3$11&K4JG[6]&81-= 9
MB>1MZD=*@0];7=M.P@:,L; DSHLSS'%PVBX%SKRZ0[2OB4?4HOLXO)8$#D?N M#7&P?\=&SB\S5Q*NI;G;91*N,<&&WBLT\+[HC;R"-%-XD$X#BZ';YVY 0-EB$@^-L\-
I56M;-UD12.T6U M/^ [HHK]@&HWI,Y=C3877Z8ZAZP]+E9!37^VAAK 8;OI. . MG^FT\M/R'$.JE=ZXQ4Y)*]-PAH]%3&**EI'O0NBK4B7L9-,]LG^9\]BS48 %-]77 ?Z,LPE7]0+!)
<.*BP+:-8\9J4I M%G"UIB+.0N>*3!"\B5PI.:L6!2_ UUM,(LJ\&A,E*2E,X"<7>!^EJ-E1=3B? MW=FRT"&;0U]%S9)@2?]N8%Z[.*H^UN[8#XYYT5FA1_1%=8\?0K@EV\NH*>&0
M$2M"^!DD^%=62Z!5W%W- 409WY@/*:C;]8+G#."T#]04/;.<6S^2+]9NCWTC8:1/2.KU7F/N2N^D^[?KO68=T]#?X$#?_UX>NC=?B5B8H,"GX MOFD35.GE&P4#^0[7XM]N1&
Z&G+TN"P-ND9713HQE &3HAG7]EXC%H"""B6C MAH?Z?;9VM++PJKV*WF+\0WNZLLZ8I]$J)VH(2#--Y@C>[!T,FJ/8I^-T0_7$ M^'M=ECCF]>9!;]P,5R'EKV3#W?
O$#8>E1THF$I,:-RI([,39[YOSR(1LV:Z0 M0 E976"NY))+-,;,*2Q'L70]84$%UHA9&/:)9ABZV\'7 8YR)2MV_Q-73 CC MUZPI$6U*P$+DS:75'^D$$JZ]3W6DZ@F>'ASD9]
[=;"K=E.4XSW?#!]PQ26BR M4N%]02? 5O>!#?CZ*5! P _?RX2F32=-!9K"IA[P5-I.VQ(R53)(')IAR&T,MC6 M($P80O)ED=.(^=/:P1"LWX<5'9BWB39H!>=<$F35%
(N@R7[W;VFK2LF.<#WO M392WIX"=^FIAG+;M^ ?%,W!YPTJ37GIA:$],J.])(^>2O3U=(WO=[?V>E5,BM0ZFNEB5]HE"'R,Q*GJ,5U#&QB@Y,JO@FQ+ MV0)54%G.O[B&3 30
6P[/1]^WTJ+-V.3;G%D[@K.TT2E6A/)P9 4,\P/*@, M:@IND!:L:NO(^,TX%[N0R1<+F?QXQ2&3'W+Q/D@K?A6BA-;WZ=7G _QV8A!5P-UL:XT-' M*X%P&N6.XT "]6X])
<3%8+1)6Z$69>N2P'?T-ZE?IO<2^9(LI(%)@WR"%/6X-^PJ7[X%]<,<>BYCROX5A+P7HY\&53 MSZ=-YBUQT_5=9F_W]NZF,>(UUUS[P-
7&\F&?!X/,9[2]!M[,#@53R(X+CXYU9< UMN:%WP1/)M?.X$HL9H.:OCG/ MM/V5A1_;'2M\(7RTL5IKS[$)3\U"GTMR!XW.Q6'48DOA7GMLN#T]AK=MZ# Y
MD!?,5M.W:RS+K*V<-K8E*=#JR=09BJU9DXD;'5[7V= 7VAK7HTS!E[WD?ME. MM6+OMY=,F"Z6AC"?STZ(@F;_CZN-)[^2HF;'(T^=0DK@!BWLO;NC;O[9@)[#
M:A#\YM[(H0,S3- L6I72V]H36_+W)>AAA'IL(,T>KI H-;\-?[#*4*E!S/L MT\UN^(;Y=7C#Y$?2?RF*CK>^8@O7IJ]_: UA 34F"7#R Y,!/8/ZPZD)Q5&D M/NF9=(L4- ',>OPD.?
M8\WR M5]BG^ V.XQ7E*FBRCMF' _()Y;2:VUPH63UOV:PH)IR:/ V"0=TP6UCL$H8* M-QKF&WK%C;?A6(N-(H2@4U%%,*T;.^1LLQNH:96(M\62@CE+R-
D2%3DG-.+9L5YI/#PB^F4(M MA;/A8;"@2=,B$ \VH>OX0TG:F'JY^B8/PY$^RSY%C:6HD (MGQQ$[XHA, 5R
M#NO\KX)M6:JLZIG+8:X'\>XZ!'I*K,QV2Z,3NV60&1]N3T*AG;D:"\I/)*!L M]"#+)A^H5N ,D9V.<"HZCN7@:\8A%+8T6=^,?-!5<#8Y6C9ON@?8
M[^NW"*O:YK;E#.Z-.&%:)4]>.S,LN"Y!EZ:M; .Z,FOD&#'AB?Q*CEP*&AAK M4R3.469.T2GS]#-Q184BF]&$9A8,%& NG6P M"X]]L?#8HRL.CSW:A<=VX3'8":>#)OGY^E/;P-
N0Y"V^N?X,@:\NU[I%/ / M)C=9@I8[6 ,S*=`AA7;P$LY4NG#64" 1-.M!5AW'A^"N0!6^3,=-/8"$(AXR00K7R"'&7F*U +=AF0* MY=!/GGL#?U8UL5NQQ@C?
8ZGC20"03K%6]MZ],R.0T6L;^\&(%=S;A!!/A.X; M5\R#A(]BQ]^!Z]NV#)[^HAH,D97JZJQ$".6?52/8&=#9(C?I<-UZ^N,V]0]Q M$DY-TM(O38KUF'+=+FB&S# P[6S4J
FNECLI&QMRQ9K"*DW/J4]3E$R_4=/^ M:',EN<#I:::9P0E,L7@_Z(8]O'@3K5AIR3;K&A'I%[A;<:E,&;=$B5ZKT6,\Q M*6MD3W,9]DE83A-=L>:K-86]B7=/I(H;N72>-
BB^7T(5/=1C_O5B ;*VDC9(M5)]XPIMWKNO 4V&K 9GBE^P/XZH3EC$* V%(R<5Y8!-44"QY]:9-N2TW9]XL MC&EMW'5'@19XK,GJ;P9$>.G@VEM/#^\,ZA";__M;4R-
7TW$)\HFKKWL'C$H$ MP;F@2A/16_+,WKS9ZX$F#Y?XV?Q?$(+>3+*@0S7YA88[NSW-<#KW'D6_'[P[M>'80_?<_#A^"BG 801-(MJ3_3;\><1":LU&,
(GUXQP:XE=>@=T#I!.D5BZ_* MA##T072*M#!2)2L3M6I]6R.7D!-Z2("PIH8?8.1UJ4A$TK%E MO%E#U>6P^!O7]#2I'/1.FI7#A6<(4<+AV-0D5$UNCV\K,UZ.XS*2PA""><M 9
M+ZC:SQ0:4TR7_.7BT$=T]T XAY$D:>G2#I34OO&11B[DRP$(4Z629IEPU# , M*4W!]AO*[[.NZVTFY]@^ *39&AV3*)]*1*/Z O(>EK3S,>HBI:MJ=\]E<,' MCQ
I]O_4C!7M!*,2@HJ/ _]%=U:SV@#^61"OM.XXFK+!/;!D:%'5S8O7B(? MDZRI&'!?S^%]LWDT3:F0#7H<4V'S\G;[6-=GJ'QOVIE\8ZSAOEVSH()AKH& _M&O2YH:7 Q]-U)+8_(WP
'1N8P1L,^B@2RO:2EG!;)6NCM--%;H?B8$R,#*$9 MH';E@ 6+B@.@^.(2BSJ*:2)]/+2?%$O,3!9$"]GR<4NU9Q9>195%C;+4+Q\\ MQ@T.JTI=5#
(%8V=8BIV999:L6MRC3A*A6]CXZXFX VZ*@^A71Q>M";>C)3=0 M4(RVW(FEL+/O= :.CDYXV5 .@("> !*0^?*2;JZH47OZ$6.*/?E4EG#P:Z7$B ML?&TIGDI;1IT
>%SV.P?,GME!.;XEV-0[2V9H3SPEN%!K/(AO\< Y1R#&3.* MC.&N 3.ZD<+AK;/N"="RR;3)3X$!-Z71R184 W.5K7@ 8\V1MZYB[.'8NG5O M:=3'Q\?
16WH=LE\V5>61M'!G%+0T8=R"=%13%P)8D?P3;WN;)!]!8VWF%A' MK1YFOGSZ2]55&(? L+8#=\7P)<:RDI3#2K'9R_Z>=F'MB69A21"/3."+YP5#
M/&&$(&@K;U#^M(ZI[!]6*%53K@RJY1/ YE]=6=L%!+Y40.#NG:L-"-R]LPL(MW-R P'GVY7!UEW,-HI<>+@G%(*N)0C9 FB/;2=W/+?)SDQ8#TX:&A^@.&/LG MGF&'N
^U?]B&PMVQ%C!9">R=5K164" ME5]>Y[W@W.;1Q&M3\SPO)I/|%[#^'T#K *'PKH:'D=B5#"7:THC9Q8RF-PZ M2.;]&\Y]>:G.HI/#0Y"A]T9'3-
'PH#V;G]KA2]:6HSU1WG3FD)1F)XT.HM,I MT_20;_KGV1"4R!6#'$!W;>F-0FTE5D=ULPQ*9&XG/Q# _RK-F#?0/6P77F2 MT>*\/2CN2";
9]3*ILY\=9W]"XCWX9H(YXIWULKY%!C_@.C@[8 *+G7H+/#* M!K7D]K,/ID\B,RTHB<]2&Q?]'E<(.N\2L749OB@@80%;Y>U'I,WH<9R4;]< M8)+PC6/R OC=@DZFA,>;,+FN7.
(V(^(WS$1[CC,PF8BJO/;<4<9?X?D_'.8Q M+T*_ ?:*/&H8O21\E$.ZTB@\L=UC(?E'")=B"G8*Y3.8&!=HCPBA8S\2)C>P M#T?Q$W+;%,M:O%740R\[AHU_2]+@T>(4E],-
M.]Y+QLC[V%+^F&<>QFI0P9OJD.E5^"&)DNES')&I:>&279'IRODB0T-!=YSL*+PX.LE@^B/6 MBI7H7Q0%XK$[,\-QLZAKT0FAF$:*\HGQ_7L-;YAG, AZ1D[TZT
MA_>*D7HI\LB@#P@EG?WB$+\8;78+N?#,!A13X>X V@_D;3*ADN%+BMKE!(NX MY^8Q6X:#S5S^AO8H:\](< LVB\H8'V,Q/-ZK)$W"[$'VOHO)TEGZ-T;LPSO>=
M>??'P:CE+,]H$Q-R1\)&@(Z]^.V8[+MBNSZ MUD^ET%VB*]GO0"-]"24P:1$QO'DI()9@M-DG"R?YPA0-;_EEMYA0'G@50)I= MFM"4+9:60(P^47C7"*+"W-,/C ,1Y!>=S8>DMO-
8PUR'-M&1?4;C%+X8B/%OL M>0K!*6VJK%8< \9F)1-1."-8D\!Y= M2,L>L =]CN8(JR#863 7N7;W<;;/F,AAS:F:=#&+ 2:GFP2R MY&CV.U#&E \LB9YFB[A0L40
Z6S:!)L@']2RA@PG@IC;1G+/=8MI?&QD=Z$6@I?4-U0X. ^C+5*26 H:-1MI 7>L6-, 'X9XR$DQW6 MV4E^2;(YGX$R MF595PP?Q3'@^:*I1$M(*1C*(Y,(L O2:D-
SDL7((R66BL[8&^XAU4LL-)%HU M7E1C)7*Q4G=^2$,K4G1TT.]PW"LPYXG=0#X]%U_N(H4&;D2LN5[Z_ N+>:# MAT9^&L 8?PT?/B,%SMYH,(L/1]V[6DB7T"G!(! 4' 83JI"&
(M=ENP\FS]B1 MG>+=Z.T)[C66V,L3XP[AV]1SEJ=\!T205H*>/VIO>8?CL;K?M>2*6W)'&:09)P=O789?V1 D[K;P]M^UHAUT;MS-&\ M5"4L]ONXCV(?
O_$*]ZE;9*(^):.*W2HGUC,08@=:;%$V=NV?,4A/T1!WN&T M2*1"5>$+HH[T8##Z7)_]IT'9:;+EX)(N)BX[UD2B["W-"7=" MZ\,D,J3TD/G A3@1WI5Z_85.%[I-
E%:&_[T5BH9@4 BKIUDV?.]@!W: MW*3]VUX1$MM15G5)JG"GR-,PVVYSA;PI'78 ;KX M?%J6&DE)F9Z-4D%LTXL"'7T3A9I792%9+G<\@G7Y=Z,H=0,E)I\,,U]P
M(2,"J[#3G_9;\,ID3BQ(' %E7Z%!LN+/Q(W2^M&XF(B/D#!,_/B\@?ED,X3S M]/*5%N:X/&H65)-T5PLV_7GP:JL^$9VB42D'?T; :N>-^ UE=S%@DZHIIB7 MQ-
'O[PZBY\%K7H*H!KD@P-14 :@6!$#1?#C5[2SX47TE&UP&$3?$H!!'KY,D M69IGW]FIKOF$_ZK(T)I' BI2G3&:CP#O.^:&<$A AA&#B9SZ8V!($]XJ\@^Y M "1=&IV?
$G,.]X$G!SU.8]X- @2@G,M &%E>ZQQWN!-ROBE=E*S%\'X;4+I" MCS%=IP.TRTLJ2<>@++A@&PS4&(<^=59_G*N&V3-:>\[ZY\=KMYO7LG\%3P/S MS;2J
>EASSN ;F0\W%;K,PBTFX ;&2;\ M.5= _DMX9==X1A%NA^J;V4X6##K,:$,EZYA^ .?>.7 WY^M5) M=/+RW0EV^,7O;]_ >@(?/ O?5Z__>'GR_)>3;L?[.(4[_7=/]N]#YN -
)TEQAUD:%HG8O_<;1KA\2]O3TZB M][\>OR?DJ&=PX;?O?SU]QX_\=O+J?=!H#'/XG ?\9/P4=@:MK'4ACCL+ADK9
MJDB(SQ:!N\+6;\D_Z1SBE:?.C/TEX@U^[#^HO.1>W"%/H]AU[U(I=#*:<^]_M$8>/M7XQ>N()#L-=2Q8A,Q^3;NS"PIR*E\R+E/)#2&P$5-56"<6I-E,,, S;
MG]& 7K\ =7[MZ7^,^ +UB^C=R;/WIZ]?X=:!70I/OCO]Y=7Q M^]_?GD2P4"=?CYATT/&VT5WJ.X9;S3.W!'O9?KIUYU:$][LE<@[G, OO"B/% M\N /[4W;B^6[]&X]_?O?
_OZWOSVI2 @+ CEI.5@?//@O;P#U9."Q^ "8C&E _M7.!.6< +EA\C K%%XPQD8*<9^)/>>BDOO 7T'6Q!$L)?]/W+[OPYLQ4%+W^+ MNMTD^@,SS5>57L). _D+#?
*683]DF4^UA84D.0Y>8KS\9M=[\= _@3]_2P8[5] M:6\;3?]JN;JWG2T+O?MNUA&7RSC[A7',N[N8AG?;RSC\/#3=7,#H']CO:.D MD'^#!LP%F#6/-
]'2_4)F)JII+]79$25QBG+\1DKS1? C.?,-@K9+08=0(6K+ M03)03_52>-<"4/V/O WP6H@EN]@+\O&D!3G)$-[8MQ-8,*ZI*8"CG&-B4Z;KF
M4O(&2!DB\@EOQHSB>\9T2G,4NA1>8V"DJ\"HIL!$Q:>\))?8)L<$62H\O!" MFOON)0[G$\\X(F"#EYOL"S:U5?5-GP_[5]3C2I7#YR8B; *&N;\TLO074(69JYG19T:I)AABC6L
MA)B[4B+/TJLB()"1LI:69;;+@A53G!'IYCB-;$;G$ VJ32H@0YBKR1-"R -L M2H6KR1D&6^/6\BAK0R;7ND7-2JQ.-YN1 MM4FZ"][FV:UP*#) M/OLY/?
3I:E/<(DF_24]XKZHBNKW6!D2OK#S%A;@OX;HAZ<(V^-='3NR'\;? M3SS"+Z]H'E$'I5S2):62!L468B$.<-[LTWLEZPJ,[MTW#M-;S<17G* 1^Z9
M"O,@9=MCWC&6US%!>8,KO>$GX/G&$Q!R"!Y3ZFZU4?LP[C]B%%D@X"&EO&/R MI%)"LN>>-PWS2G.:MB_]5^)3]!#QM)RM$DCM.E%UY;$?&LXU4TK^I[LY)YL6 M]-
@YO$6ZIT];?G 2:YA,Y,^L=4DN).(GO.%^7;]4Y=FF>E1NN\B-IU69I2PR M]I3@IU4M 6D"%V0.0.Y%Q23YL8<]_X_EF2EPM#IXR>6"K$-PVKS M'>]>$*#P*P9ZXJZS"%]
(%S3P^;9ON(<"=[Y_UAW9O0&>11?< ;>__NU1[I# M"7\OS][]*_:LW=MYUJZ?9XWZC) ']+0S#SF\\LKRVY0H.#L+V>P:WZZ!:9D M:R1?1#[QJ72"PBH'7%6- YXG',4&?>Q?2+#-
[B,,1GZ38: [^,QS4!(>;PJ8 M'%X\Z+5E>&;;T,H7\+E>^8WZ;>V,74#T2P5$=]'62XFVIK3 ;TL+W*2*[2Q M:Q?
EO,C%LOW;S9; &J8FZ& `>;X_1]>GIY["=G5O%XX]]"ZU\1D5U/9"9)L[MM/,@;)C8=R=OCM\>$ZX.X8EO3UZ>'+\[<1#&*Y[<3U7T6+Z00+O E)VGR1W^
M&/2P>$UCXN)FW!/;#3[&]TZ6_3KR_9&3;OWG"0Y\!8 M=3QM?M:2B6>^HV0C2QG1.=&@XN!C0G]E/[8E=##6T]. 2<*%U9/02[\NFK+2
MV32FOT4\8%-6,V&N4T,:@Y0!*C$D&/B#D>7@@G^$Y%O4G+P+DS0^I+ QBRD2 M\);+ QR!-@,0!ZZCG'UK@NL8E]>HLD2[)8BOG"]V8HAV*2BVK#5Z@]+[<73W MSMW[-
IX-G>EDMOH]\,DHVK,9"V N6)2#G0GL'V0_W:IUK::B>-;+W(>O+;F M_!XS$(&^1(!E_&S$KO-2EA;3026A-4BUY;)\2(SH:+DI$:/WU;&#-]"(2RX1_MZ)B(#'53S-\;/S3GS$HITL?
M@_.5M.:=]-MRUNY>/U%G@&,BN5HB[[4#(F"Y3BQ1:%'R:>3@#^>M M0H?XU-CJG'QR Y&RS! Y@Q1'VW-&0T\GVL8^CQVU877ANC8,TTAN5?M(@+2V MY.!I*17=+
(DUL0(PB[7'-.WHIRW+!!#]M)-JQ#3=70]<$H-&)+]SAI(A$VR MB#>.NKT\S!776AUFT,8!+PS_35KRH%)A5.HRQN$UU]I&Y\E_V:>,P* KE'GS M$'>@*(<-
I;5@/C"9!,?)F"*]!$"B.Q9F2/R+).!QF0" _N/D0CY!B:@ MJDTM!(4BGV%-1-W7+C$(G>$\/^Q,P5_SU1;D=MZV*)C2Y%7.TV6WO)2 C1C M4SZ](4$*V.2^+CY--HX[-+M+
[8HOM4N8MW\\>OC#HZ-K=+>!SA6WCK-?9V?/ MG&U77L5D5[_A&A./7Z', !53BJNH^.=TI& I8LT*>QKS+1'+
MA*G8*1P,M@;M]Q;0,]5\EJI:S@G23%=T^"QC_FX/[_;P9^_A55IDUDR78F;D MXBVPUMO$UW:(&@8@KRB:[+5$0[$ABAYG(43<%]0W/>T#7!)Z5]D)D=HTNE%;G-! MCNA
M1H6.CH3^E=B\D*[@2(1%A85?X#8KBENP=P8=;B"RR(81_: MF7.VJ^$19PXSTGE]\69-I_OX8G//P.\5]@AOAQEUWUL\1 A\9'&=&D&+I9 H M:&;G<(7D@LJ-
]6P.ET"FQ^CW*CM5"KPMP#;\.U6.5:ZK_=53[I/C MP:*K>>L3$!.S-[]"T=N7D$'>&&8X]XW.9WA"Q 5 MZ?B-:54-[Q2I?],>.73 MHK['C1_]Z_34)@$1H_];IX>)Z9*GQ3[J:
(_\#Y^;O8^^FWM0R](0%AV>+Q0 M7M(6I2?$O;AE"?/KQ'MXE!.GAD]OPFZ=(-$<[\'FIIO5CGKCH/=5@ M;99LI4_##%O4)MH%, C1RM9$17S[6Y9KC NSM@X X8^_6 M@3L-
^QO6L U-.A< $?7XG,]WI@PS/F;"K537_IK_&+3O1&=&O02_^@:/U+C(_B* M$K._TWR>H%WWQY@OO!X/U+C*P8X'DY?G-5A/L(Q^ [&.^@?$TM!1T2"!OH%: MEA^1F;($"22Y?
(#69GIG32"P8OB&6%H5-V)-44CA146/+%)M*+-2[!&I)F&] M";;3H'B %KI495DG&U3Y^6S4BO[X14^ @UDP;] _U,'N<.S4]FG"+*"/"@> MF3KWC,E*K-F3AA=(ODT.X7'XZ$[Z>*
^@?,R];Y9GPU$R/'N\1C^ZZ4G.DB' MD)[- C2_&.S-?RU?8QI\.Y5&N]5;))WY?&1>K) MR#TQC^WD[8.#B_-WPY$N&*L97M(PC&>#1 $C]K3B@E/O<@LZ)3G=19[=#47= MTYF-

!#653YW 5?;?K08\B84RJA!@3%U!7HII9 MFIFOC0_)3.XM,NZV>$F?G6=)&NA61ISK;*ZMM,1GQ9H8UU<$%Q>>>3),DK, MES%]')+UHRMX:MR*G(LFCB7'4E^+10.*!*1I, -MV KLUT$Z'EG:^])NR V MJB3?YH.:W4[5, E(9]=/W*B[HOQZ6:P3!\U=A? YX<2[2AT!$$G&+A8%K6(@ MM$_=42I=+/X4Q%YUE;3@@[@U!8-+Q M@)"+6JA\53URO&;O;"? 4A/H)XA2?' 0M//C'>@AXF>ZQR+(M".STQ*^^3KR.RR(ATZ-%6 ^AEW*:8K\08Z4DE#E#+]AA*ZK@UUD3:CQXF|!) MC)5@O\6ADO5YIBXQ\:^/$M& ;]\INN25)H:R6I'0*YUA CXY> MB/;C"! A(^2/O.G-01=.448:GN@;9@\H&$?M/Z .EZ@?T/P1D_BO6 /!U,9 M 5=HRC]CXD&R:]$=;P? Z3L;]\1N!F7N(+I>23.T:TC=AI7BUYZV+@BFMXF0F MVE6Z"(&-@UY%<&)[YL0F_7-B]B>HOHZ%0?VKSUG!;XV%39F^8!.TET3Q:(& MHL0.N%[OV- #A[R3H[-MB-YR%1S3FK&0#'U\ %[^<)11D,H"B(WA"F-$X S(M)5(,@CR!1^5G"=:Q3];Q4 ^LXT,^^(U/(-D@LL%&"&ETE:F;LYT\X)0)V17+ MLR1]3ED"8>]5PKNIT=3!22Y]'2MKM(HQM"-=I\ZVIV *6Q]*W+Z:'OB&"XZ7 M]>F*G<(M"WN.-1,.ETV;B(=CGRSOXS2\CQF:N[R9,3 8\-X8*L^&G#VC/3O M4(S94"AL8Q#5C-RM4)9\6>#/ ;/ ,UO^ M>1 =UO@C? 9OG5HAM%P2H%CX9\UA-*I2IC.V(OHSZU#(]5M;"K79WL["%",C MHL?2D7Q:>:6%SD0PV5+=!N/8,^,XZ9]QN.3 %=,@>GI!=L[2+%ZU]%]7/0 M7Q:.0;$2A8DAF4Q;UU%B)L/7.%($A4S;GQ=#9W3A[BC IQ\ML>[49*8)B[?R M"%"M-^/ZH6MUV&!!^V5!AR_Z9T+GMF55MR"*D*2'6N5!=T,LLUS=) B=(U>= MG-:P2+ZU&BE:\MDW")*>F7Z7KOQNJ' : M46TT>34[1N*]@EZ8U#Z@0X\".C2@0P,Z].FV$^7 #XGJ3D@(^[6K^$IM[7F+ MU*B!:%&.?H,L6@./FP]*-U8SB,6MM9IOM5]RF)1/E,G[0>557'P'XA< DN MQ_OCF?)Y/IU+RVFUI5/.-#VZ@%B9GHM187X/!E2LA]WL=0A06:Z):.AX'H+A29O1-&0R-O,'TS]KL!*.R]/&0Y M(\'I21O*A@PE9%P2P$(E0ZP6:Y4C 53(N"45X]7JDH(&T]M>= OQHR(AV4** M5-.\IEH)6>"M'&C3*"BH+S8SZ SF*8.)2E'!4F\"]<,-LGW!KO;&KFC#/>KG MA]O-Z\_D)O\O:3:N,QC.!LCMR!;5]>B0#0Y>#8T)%K@K52:H'BYX"KUW6I4Q MRW"J#G*^C29Y[0P'*5Z M\)(SX9?X0B9B;; ^M'2!PC!8IA!BF8UTLB$TA>I,Z6)*-./,6*U[K@0S-BRG M-@DB'&2.AU[W]|$[->?? K\L2^'lL,* QY6..WXI PH[165FF>4W;\X.54. M]!F7?"I42UB2EE;=7!O-2?"3@;4Q-7\(@&")03;PW$I,XQ ZF\:0,#N%11X6 M>1>+/,ZQTA@E0ZU/B=]IG[&V98Z5B8LOK#X.EE\MPG!MD1S.(N!H)ZLLF9):<,*;%7>*@(<+=PKCB)&56UXA(7G&,,BZXRBE:#RC+A^4> MEGN7F1[8B7-'EH6/Z:I _+*,K]@E Z(;E2:D-?XXQ;&3$9^TNN1COIH*GT @ M]4)CX'T)2[BS)1PYL4#%Y9)>"H2TX(]O\ODZ*]7=Y,\FC[/KGT]M6 [N2N-X MU$#]/=+4%I)/&L$$^>G\KHZ)[TM5^/'LRS>]95DU* H7=RXU$-,.^*<-FM0G MDQVP1\2%Z!CGMT*OMH%??FBV!L'Q\7:)ZWL ?WT2VQ65^S6=ES\'ZG!'G0[W M]JY5^/ZH7Z_Z*; \:RL( ]B&U]T@+6KG&]YU'7;9X70.?E5)RO![-:SM;[G+ M\0:R;X05H%5'3_GSRMGC'PV'>>[/M*HSN>K='0+XMRAY,*,M"VE"O_H0 M+9(V3WXTV>XZ=QCKL&%*CF/LX$' Q/VT3_*('[+KVS\,*']'-D[5U;<]LZDG[?]OT/7+ULMFH9 MR78NQZ[X3/D29UQKQRY+F9E]FH)(2,(>DM !2% FUV\W2$]D!%Y$PK$4L2H5 M4R2 ;G1_:#2Z ?#+7YY]SWJD0C(>G/8.W@]Z%@T<K](@>MK|.;3/AA?7USU+ MAB1PB<<#>MH+>.\OQ [OWWY#lO^1@,]2$A=:_QBC691X%)QR7U]_>/\X<;R MK<'1R>'! :WU8W1A'0X./]B#8_QG_ [E6;HGTIE1GUC 02!/X,9I;Q:&\Y-^ M_^GIZ?W3T7LNIOW#P>"@_X ;FZ$]VTL*.SP*0O&RJ/ \%MY[29WW4_[83Q[V MD>"B0B0$]*NH1O(T5\6E3%\:'N0+AL(.7^94YOA75; '\+B/C['.P!X2SX0]\/T,11'Q^/B:1I\8 P1^J;5H]R;4OFZ(O"@WS!/YB78P)O>))/ MPO<.]U71P>>CA1BE"!>E)T2.%;MP,]^F"%>TE"T:/\I7".>B@%UXDBL:27M* MR'R]Y>3!:N$"/M(GN>)(V0UUNA)\[.\]YRDY?NX/CX MN*^>]BP2AH*-HY!><>%?T@/). F"OZ,B,;%ANK*->A9(]^,M.Z]EXRSXXM(\. MW@/I7K\&%R6&1\>$++*N2_K#Q1S,.LN]<+?K+"O%E"]H94U*+]**\NFI!>&F/ M:]%-B^/%9E0UMJ64XEKY/O5"]PD^K9_*2XGC1$)$K/D(]0&;=D!B4;3/-N4\G1#A(]S'ZL\%GU,1,M!]QK]6#H(F%FT$A3V, ("E@,)LG@H8=]DF&[W(G4 M!0E<&#M"%K[8^"X*7U!65COQ\-UC6E&S&/]IA<,IBPN51;/],LG\'\?# :6 M;5TFM+*79X%K?55DK>LEV2_]%5IK;$22NG?!['IZY=5(*B_WJ]* M]363NZE.ZZDZ"DCD,K3/#@] <\!?B*\D]YB]S/2:>FKC)&:6A;*/Z34F9@L(! MZ'-8~@M^!K4/_ZA-=Z*]13=$GVPI2Z M2QLW]'1]_ILH2=*IOB*G84K]E00,0D"?)RM+GW0P6$U^F-+[>HL&%:W/DV43 M*YUB]] (@QA1=2<&@X@LR:B4IEPX(94D28R H;=T@ IR;@7)F$[Y)?D38[HO M:]R@Z@OR^PTT7X34-ISHT#,)%'V(L""=W<*A4%9YTD;P&U[Y0D6^"DC]438(M'7T<4@\=\%\2]M# (%$.K@]2ZZNCSG#JX:(#X7(3L7_$0@G<#25\54O4H&X24 M/K19!*FO"7O6688]=1?8ZR!5HE@H[]DPCW@BPD5[,>7=<6>G]%V#2-!'31<; #]GIB*K;5KE5>T; M5+T^CJ]DGW<0*%51UK/,/\$9;KJDT>'2H(=K@@>#4-)'9M>AE/=S\\]PGIVN MP+Q 1KOA9;.E*%*9-44.R!F&EC_=NL)2CLUQ--#]D)X)6DM@]!\", _KF//R4M< MWI0),\J,0=#I(\WU06=;5XIEZS9F.:YFW2=02K54=:-R2K-.!@*"1E$A3YVK$%%WBO* ;4#2%YO/D%O,50'5 $H5) X MBZ=)KPB66D0- D M&OHBCA/Y43Q=YN&,BN+3IXW9&W.<&$37ABMJ;=Q7E?)KW2& 9<=B=[:I MQ03#E/*I(/-9[DN)QNR, 1:,8>CCH&"]"XY%6\)(PLF:&.D"L*PO3F0)<5G!; XR85%P;7@W2 MD*Q!V!2(V/F,?QD=EK&M3%$ S;#B81:)!9OPS)FCEZ)+X/HTT>W2]%GIPNBT2^Z M63*?EG(M8(. N4N83S:-=0:M=).P<6-6CXQ!*.E#W,6;DCLC5D=A:4P&J$>> M25=I,W(& <5)P;$413I:QGH>8!\Z25*@PN6=X+^%FU SBI>"TBQ*\)'>]/8-U_M%(A+?#$VB+OW8A6.7Q91&>; (9@:#0]98,(@N=#8\22-9>;183?$U?EE$AY@# M1FK:18;]CL4P[NS4HF(0-AN>PM&Y.C74A7FF*#GX H_'0@%F#HR9(+O,BC!M3 M(@*83VA4_$H .L.1;. 5?#VR*&RV2H(E;*L#/)!M-5FIC-FVOB9L:R#:05,' M!/5 !/S:(0\)F0@%L[L.50(0D8\[R5&A%]-YL\QV/BZP&S.CT%8%D3("V&I M_O9_ #%KI+BV_@Y<6_=+KF.]C5RBNL.E76^"&%^--V(FD%$%03/RS[)L5>C MZY?^LW1/R'R.SK.ZE]P)0'-DT=(_&WZRWR%B]),-I+Q3XA3Y<%+T##/Y,/ M ,@'ZE#VB >%71$'@WDOM]0?4]&S N+3TUX2-R1.7^X0%U _,N]]SXK)@[AAW1W'92*C>]?KK M_5OV)W.\Q]UD>8!#[*=?!XX7X9X 1)C:]!:!P(& (*B\7G6W92!-)Q'=\)#I:> MB)=5.8R)1P('A4#'+&PLG0LR9V!UV;^HFZ:=,.47F3=*SSY;":-"6\B%!;@3 M)M2)I= LX*Y.'JA559F=-'F34%'F+8=QB\^#="270?WBD MR935WGZ!@$-T- ;85-70]UI?I'G74O[:XSY11QY_@94(V69!X%U_]NK]#?IRKXN^(8ID?, M9;W'LTE(Q?]2(]YXM-!HNR9VQ87XYG%H^\"_N11=TJ32'H>VQ5EMF+@C;?] M823C2G! Z>>?4\ EC9^]X\'23FU28>O&CD)U7@/OQIG>W(G,R1]YK=8K MN146"EB/"%4&O,!@K5NZ9UO:C _@T*2[@Q1H)(+'FOI<7V9)7#TP?!N!)D'I@ M\!:%3Y0&#W0.)A)93(Q&YO7;K-+6O8*+[JNS*$B?1'F^BO6H+K85V+R!"3VEB74/IDHMB^G"B)^#CIBK'?X;U7P3 M-9<,^TLY)*>#X"$;Z0$<^F[7*+AMO2S$\BT1?]!0[3=3! ,-*]_3/MK,?,%^<+2=5\>YG2N4E)>'L3N . MH+$F!KYYM:VP5-]YX! Y4W8&C"F85F@"WCV88/T9L3D6QE0;$WAU,2-BNO1E M&];=MO!O(1(PN33B,"&#QAGQAFD2+$DGC=)L6BJ-FJ7?:I9:VD^I8UUF^U98 M8H? ZY7IN2:1Q6^1V@[B;P"@4!]99:6; ?G%<&GO&4BC)FZXSX"YXP M(2@8E1@Q_2; "%(O CY'% ,(#H:E)HD#OM:=C:[^:H\;P>]N,@EG5,ZH-P&3 M"-/"U2EP68&M'!+5(45G/C0#[GZE+]I'6]D+D/4$O&NH!B]Z'!%=Z4QIB>WL M4S3VF)R!E7E@T]DJT]?;F5?\)T6DBJO=S@'5RG?F>+'6]F;X=G9$#RA(3"3 M?BQ+# [HZ!;?"54R/WKR;Q#'J&XQ1 ^<8T9LL[ZRNB#A_N27_QP5,TZ54'YM# M3^C< RTN)/ *#;>36)BVU%YHN*9-S>NR)X^<"0%=447/7Y9%DLC-&7X^)#XM M+H[#*8]$65HIUQ%TYB\(9%YC# M/0L"<-?3I'?B>) I;2WB!@3;@?D>-]50PL4&+ETO.!+$I3X1?ZS8M>+GVVFP M@570#E\)VGH%/'HGI7[F'04:1BI;=-:V^G+#*#49H M7QVV2HML9:]&:C76)?@1'E?1B2'W%$M2FW^L7WP[>TN%?\-)H%^R6?AT. LR MHX>#P\&=']QA&LL<4'X(UU/P]4IN)4]_!L3:ID-9D=)X,9Y#2D%YW[L";%' MYD;I,DOBS-92=]U:V$J9+%>=&SH\)A:4^6;W+@*V41?7SF%J(*;U-G93)DU/ M0MM 9(U)I*1$TX^GUQ?0HL8.]?>UCI>IDMJKT?TE9%\7>S5:V"%&-G$7R4R M,T1V7JI%)VDT$U]A; [LOIZ(S:AH*JK"YG9=479M547N'Y&!^]W^5[%Z!X][+ MN\7^]4;2;D-OUV5=]Q4OK[P[4M!]PITF>QELDMG,H,X&LOZ;W*;EW9:?X)YG M3^(/S:.YFB8?FF\ENA]-[K;4LM\R7' :1G1U6]YM^=6T7*55=T<"1KY>7B$J M,S1V5Z8U$58;7=Z;O:+TA7R,DSLEY-R3=AMVMKNR*G9UV(KQ-6PT=V56O%' MF#>45$E#NRN=FB]98;7=Z;G!#Z16",LDI5V7;TU\553>'2FT^-Y@A8C:M/R+ MR: B\Z F!%E%XE>4:-G7"HW)M)3(KR#5FA:O1@,[(0W)IO%!$9@3BX\81/=Q MSCVF_. [THDP@&[3QTV02G\B(/I]/X.?_ U!+ P04 " @2E9^06Y7AL/ M #&XP %0 '-K:6PM,C R-# W,S%?8V%L+GAM;.U=ZU/;.A; OC/[/V39 MSVZ@W,>VT]X[0*'#+"T,C[UW/^THMD*T=:1<20;R? T>V4Y(()+E1^0#MS.= M K8DG]^Q=-Z2/_SZ,$T'=U0])OC'G;TWNSL#RF.1,'I[<>?F*CJX.CH]W1DH M37A"4L'IQQTN=G[!Y:]_^?"W*/L,95$TV0PF@^N)QE/J/PDIG3P^^'EV2 : M[.Z_?[MW\65P+O[]H=H]YWY%_WR(67\VWOSWX@H.@ BN,K_ +@ST7KV M? CB\O[] \S"2Z1LA;X=O=W?WAXO6.V5S739\-?;^?M]U[M]^[=,+^[;*K8IH8PZ-[P]R]G5_&$3DG$N.%(;&A1[+W*+YZ)F.BP UP>#@G52I/22C@?FY\WEZ=HSU3>6IDJ,]9M8 M3(>&[IL [^\-3=,AD*WIE'(=<;%IM](,@M&Z4T(DI1K2+Z,*,QO-.(3(74 M[*\Y]/P]!Y(2J@E+%0#/Z9A(.OZX8YX8+1YD2/U[U\ ,1\QE,/<6FLY3N#%<8 M$9,TSM*\ [QG\738W6'OC24$K?= 4UD/YUA;DIB*NXAQ<^<\)XTS3E-W1Y'1) MS(&AY;BDY&"%D(.QIO+?E,@3D%+-^ #93ANUHL MR3%1HWQ^9R[Z)626,W] (4ZT65W+\.?;R0DGOV09ZU2]AQP7_OP*KK^]I>D>__M"*XGZ@D'NAT4,1\N00@Q(X+/QR=,P<(P[[39CA'1LP1RYKH9C#DN*_AR;0S MX&NC84=^+[K# 3@6%M1? J:X/;Z63"\>*-CV0\4!(6/,?=\ HO*?L=]D)+"[$8 MA\CXF9I=-V:*%D.53:>%Q@3RIHO^8RFFM6D776LTH-&+!WNH>-#10O9EP=M7 MPH+FDV# _%7# ;=CX)AUC^SX,-SD;W7ODOX4I11\ M7Q5!RRG3YH:*"$_@;ZX9OZ4\9G!WG.E,TF@*@*?9M.@3ST9A_M'SF8D4 15GYGEGC(Q8RO3\6AS2"*22A>V^2A! [38GF14V#S]\;;#H<1>X7$V'08M5I>7V7@&]TY^C5/!;(&@*GM)(1R;UFV0IC<2XN-#,\ZP[;$"OLAEI?AYC:Y/F$Q!P MRI66F2'XB$@YAWET,!49MP7)?;H$-9U)23TA> M(P1&.*;P],2$<5,T<2245H\DV?,9WOW"FM&P*YA.1BN5[X:=^-6YF^T/7GN M)EHT?D.-[%L<*!NN+U2&;$,X+@G9O_X%V)D$8\%H(Y'IO$X-B.U2%]=1Y(]Z MN3Z9[:*ZY MZR6MQ::X M@2FHNT5.5*D 3+;P5MF O\3(%WX3FPU3=';KKQEU]=#VT;LR-P$'X]0V-*IL:64 +>H[$="; I!)8QNZ.G'!8^ M/1/*E'>>CZ_)@QU?DU'"(DU 2H'$(ZE)XIWR(S)CFJ0V1.[682G/ZV5MA*[= M[(&NBH6\]4U0*H^(FL!]LS^. \A)*;&>#A8&B#_(JFU_+%6W["HQ'0[^)46 M\33)59N)]I>TF.%F(;I/6* MBJI.C5;T"HKDLQ#)/9BP%I*?W@Y*VX;]$\W?X"XI90]H9]T5M= ^!]VUOTN(+-]I:OL=BB<[HM-6UN MIOMUPH"C\E5X]^1.1S:4)P)V/;U0AV+V06/[$16%D,7-- RZ^0BGN#CD]7H&1B1@+FMYQ>?K-(%*WB0YBR[Y7X M:FL*3$GU2G3^J1),R?)*6!YJQ1=/N$6V"4C]0 >^Q;4)5SO:PRV=S1+!U^#" MMV8VRH#VLBQ$Y8@=@(=#A:D(Q '$WZ_%)+X<\;]U5>.=S\8DQ+S1559,8!)O M?I@]70-,$LX/4F44%9/,\X-4/T.(21SZ8:P3A_5%]Q.:= V*8Y]_/' M2=3XP757-S40*]O;W.T'R"],BDF;^.&]FR;)%8\5YY/O2@F@>)==2.\6(%. M@C3!5U7+@]10:8*O6N=AV#"S;*KR4P0*LQ(:+&CN8.M,U2.0;*+Q(S/4=I]5 MHYO/QT_#[)84H%^GH$G,PTR!5E(*-.V(\6(5Q[!Z5" [*+VFNH/(S9"R8Z@\0 MN$A9@:%W2>\H=U2(;V@3G$HCP\HLHXW7MF9ABZ.9F@E%TL]29+.O0N<'[IC# MK#.PN!>+\C/8.L;,/N>+YA9(+4<+BGQANEU0>34ADAX2Q6(++F?;L)\M(4SF M%O1!\M],Y4>0GX] (U(2;EW47GW"%K+GG[5+8?(?).:8=*7-U+BCY5*PX/#L M%;CL?>&#GH UD2Z4=8O(S/U M,3<8KP?T0$HI?LH4]!.;M77HK3KY\G!+6TNKP)3>T4)A%?RK%"7NYD%IAYGZ M.*$M!&]LTT_!?B6MCI;AR]Q!WHMU>MR3V:]3Z,)J2F1LRBT_@;.2BKSJR W# MJT_X\O L-H>9\-LC$,:W5G_'U30PS;EON%"L3U.8RY(\X\C#O\1^3$"+D<(6 M8]/<+H)I\X7(;]0L /=$]^X0E/X;+BE)S8&P*\XCE>PNM_]M$\ZS%\Y2;6MT M0'B%.C!%KGV@\U FF88I:^V"KY;=BRH7Y@/.5%)@R8#ZXJK45IK(K3T2^Q_F MFBL?:$W#UICRER[[6G1HP2[8G-@(SJD8"!9.9$UH6U8BQ-+"=7LUL<@96&^BR/AFS M&9]'J/MEZ24[S !Y*TSFS>: =2VNX)T'E> Z*6]#K==0VU7JLC(8?I'3=$ MW#@9B;G\,%XMIH]8#CA*5^9^Y]6(E4]$69SH276@6L4-6R]#C/VZ/$],[HY MS[B!=2>@T]DM+^ JIX_DU. &*Q+DHXTG^5RG8EK["4DR8$#?O[#2$]Q<)LSV8+.GCWZBQ<_EVSI^B"?P M'NDES,?C\9C&UK/">R&BWR/\'SU-\/,(+C)KH;9OM\!80(/$+%)\'M*2V6Y MNHBM>/R[? M_U$&;70[XHSL>K"^6+= M#PF:QZ,/:P-ZWK5_3$,D:F#R=*U9TS,.V\X7F-TC2RYDQWA@K^O>,KCQ(M=6&Q;#Q0U1MJG<%"1ZJ,"@*# HZ!]W0XQU'&.CMAG/#8%-G$FMVY5F;] 3# @ M*RHG6N!S#(!WW)I-<7G&.!()+7>1R%6?8&*/1P-APE[Y']^6,H &4\]]BK9 M&P:FM_CV[(F0EW262;#5%3T?KQQ$9*7?MV-?>*[$6- ;=QLZ6O9"<5FE>BW MWS=VC3G\!":[(;],5)H2UJF9VBZ?N^UPO6" %GFYKJ36TY@KT/H/$/H#(#&E M29E"SG6BSB0LDT7!,BURR$;%/=I8D/:8]C>,*]^V_K,4 GTY:$L#Y"5?4.C MNF,*U@DLH\$B&^EQEBX<1SN8RBZ!][T]XHE89I UW+EU_A(C2H-<>Z M[.M'95%5D+<#OY5]&^6VK6#O85=%3^C!UTOQ>N+^Q_H<7M5%KE!OD,/LGX> MQMM2"53=.,F?BULO1,>4>NF?W4U+'C'E;=!R ML;+P,.@V32XTC?;VHC%A,KHSH?QHFG_OK=R02'+W-R(\B=+'".BB31+!.R"1 M-$;1.60Q&A'%5)283ZNE-79RA] BS&;/<$A"G550+)4G"V29^#'QD%08VBV5 M$+7[!X9M\C1%7&>U2^8Z261*]L?;8]KF;_?O8] 0$Y?55;&*H[A#^9?"F? M+31Q;H3S! 0/_HK6DPN3Z5@/L.M58K+0ZJ%[* %L /V(TYU?BQ.!$9*I(RW MEQ^=D^F")6*<:Z0XUU)2S-S? $MSV-;Z=/0 -C6\T.J_NUB"*3T7^:'U?Y\ M'_+Z,WZ&:OWTGDLZ,WD[\,F@@VMK9K? CH^7.Z M(UU8VR+V8XS<[FZN8K,+> MCB!%?"!G!\=3]O]B0Q]&:K6,RQOF/S"V*%SY/U!+ P04 " @2E9AW'I M*2U) !Z9@8 %0 '-K:6PM,C R-# W,S%?9&5F+GAM;.U]6W/C.++F^T;L M?ZCM?>945U5?)Z;/"?E6XQB7Y;55W>?L2P=,0A*F*4(-D+;5O_X)'6Q38) M7D!01D1'M24!8"8()*#*_O. ?__FTBM]8,8)37[YYL/?OOWF'4Y"&I%D\4W]WB*D@C%-,& ?)/0; [S/_[W__K' PF"SSC!#*4X>G>_>3=; M9DF$V1E=X7?_=7)[]2YX]^VGOW_\XW>"B(3G4W_Y9IFFZ[^_?_X^/BWIWL6_XVRQ? N/WW[Z?VV]3=E M<_EKE.XZ'#;^_GWQXZ[IJZ$?/^5M/_S_O\]W33FI:B@& _?#^OIY2,A)(63O[.\R^O:(C2?!IK67BG;'$_ !=MF@?P]^/ Q^/3A;T\\^D;. M^KMWQ=0A%C(:XUL\?U?^^?7V\O5Q3'@N1\A"7#YQC/41:G[2?Y^3A*@K?4OB15/HO_ M0>*8TWGZMY"NWDM1]NV/GSZ\SRD6DB#%XF%ID- 4!Q^^#WAVS_&?F?P*/XA_ M^7,>Y&#!=HR<6(;AE.0+-DE"I "Z$A _+UI+ /A@]I_!*18BOQ1,6T)B&KYZ M97S[RCD. [:@#^\C3/*GRS_RN2A>&B:_GR]KO "Q<6S)T^$5Q"F:-&8ICGB] EFRWBP0$A=$(:CE&^__MV5-8?O'[&>%A3'G&\$RLE!,O_A^3>YXR%*8O*#:H896#N^Y.$%L*7XH_7TYU M?<-AZ)VA^QC7T?]LD5TZ=W+E/!M(KFNO8[ZO6"4;H><6M)\;?Y8+#T2_?I"S;349Y8>:,KD!+@S98^>+)-OE3["H%BSI!0°$M5U& M-!]LXG4]WQT4(%:!''WH_-4\/W<:O9OJPZLM1^67-$G%HCZ/\WD5R@M>R#^, M.3XP09IL9WB,='DH2+&"TX _*WWM414^E<&$8G=+HI<*A M^KE/:C+&).]B]Z#XOS%BYTET)EY>%64U37ND]JQ<1<6S;S C-+H0WU4I\K5M MK=$IYPA&Y:N6%FB]W.]"E;(,;6Z7VBI5'=+4 I7%;E-O(6T[^_3]OPRQ%+-X M*?^*2_4LD("B@?+-URI.SY"K.%>#6?&7U,EV*1_MK5&BWC':UOW3^K0_A NM1DVHLFGO5%Z0&%]GA^#!*^I>-[%"%3L5\GA!F?K] M5K;JG;;+)*1,B(A:*PI3\H"%?HU*B:\ M=VIO\8)(G"I)K]%*;75S7]G[FZ)X[A.!%4UZI^R%8KCDXP+%9:KC[O*5KW3 M-D-/EY%$N^;D"'&I$3XUI8_*,0[@B4K@9DD3MF1]CL<9DQ,PH>/]S.2 M5B(0JB86I#I_"I!+7?ANL[IG<059E;\YII\,ZX[$%KF M'7A-WE3/#CPP(DM-,%'+KU'MS#-E#X 9 'G[Z"AO.K4/R-HCUZ3N-R /'WG M'$\P[QB0O>^=8P_H50/R[X/C_"G\<4#N?G26N]=N"2!+/SG+DM91!>3N9V>Y MTS@*H8=V_R$XC5>CUGT'Y<]5K40%*$+Y M82B# [BDM(&T$EC(#I0_]S24NL %*+;NGHYB&IJXY[3_%*D^O(" \5MCJ.\P"2.Z:-<2Q>4G='L/IUG\20,)7K';W&(R8-T#5>' MR[4:PRJ7!Y+O!K$IRX&1Z% <49U@<8;DP5/!FT',HC@I9/LG2)67D+ PRV-:@ MQ[<7'*>P:E_WGI8RM5Y29=?%&.(RC*,6,8\8QM\E==OO7\A2M(KFWO(]\ MT0H?\S9XT8K^\5DSEEKH7% #W3&.C34QJ+GN+I]Z/0W(7_\@;DO^]C0Y(&_] M@[0,@+ ,'Q9DQ"%17;.)'19E%<8KQD)&U?$1 Y\%]"2_G-6;N$2=,#IFP*ABF8MO?K_%LGPU+B37.B;IEV>BHJ0! MTM07QS3BX)HF0H;B%+%-[E:17DV:R)C ?'6+8Y*2V &+K=R#X'5$3U= IK+2 !=Q/+6#K"]E#W\8< M'1OT[6R]YGZ53>L8UL> 9ZN5D"<2H.%DD>0I1K),K&:#> 7:*]!>@?8*M%>=I0+=YC2RKDA_%Z3H MR1B??M'+GL)<^6"O)'LE^:B59%FN;X5GZ FN$D.Z> 78*\!> ?8*L%> O0+< MI0(./WNLJ[O?!PP+PK,PS=A!CA=0[57TMJ? ^:@GP:K!7@X]:#;X]7/O"NK[% ML4PIGLC"@F*?80/$N,U07FWV:K-7F[W:]5FKS9WJ3:W/Y.LJ\ .!#%&'/- MM%R1- _4SA/7Y7(17."DO?"SV:#VE.\F='F=)AUJ;F75_(H=4/F;'6]4,U3QJSL4#5H-X$ 0 MR$UW>-[;=YF@WB,PHB#*\KYLZD|V5PCH=+AZ7S_==61U'R ?DK2=.6V0#T M&"\'@TH%CPVY8.5Y;,@%;$C/2+6V0VO4#I'3 GD:?=0874BTV M6FL@.(5*0C>3"Q4U6KP-M1%IEX4,]]LTU2V=V4$F1?6$;NPVD!,UIU7/P8Q318I9BNQZNYW_"]5(K>]MQ1 M6@*\W^D-^IU>WR=Q@4(2BP>I?3K0/G;A;B94M71+B 8L53<42@,^"0HB8'P=@6>@|I9S5HWT7M)'F MY)11WGYENK <>2S%8RE'C*6 U%;KH,E/ 9? WARUI+&:/!_C/3*PW0^A$.X8] M 5 AH=1CAE&:6]#QXCSZ3R_/T%O02L;CH7>P<,?:9(3-:F$LNH;#D7O*93> MTP'I/2)4XG#E:H##VO8>4SF"R|WSMU]>[^?

Y\7XM#GXX>AH8;[&O7Q BMU-P^&>3#,@V%= M74K03!.S#H_]"!)Z3T2DR?SQ-=B"">>!B(806>TX]F R("D>*CMF]$P1<72& M-OR"QC%]),EBAMF*).4-?N=B8=*-7$53=H?9PD56;8MA^DF73\+\P5_$Z-$ MFY^O;-^BOW,OYS+H6^[? MW70M7QO&_RC=#EE0D"C^YH(M(9#=$#\;(G%E]!.5PFYS_AE$HI72QZP?A6 M._DR"+X,@B^#T)JR.['!$"/T:\+7."1S@J/*$QC4=AS4VI_CK<:W)4FQ4[3M MK"*[DT?$HMEF7;6GM6T&\]O(3*V]YEQ6]CJE/.5WT@=](H_M&Y0K.K77A'8T MJO])H/0]/5,5S=RG=5 MYHP!K2K%6]3'KB]O(}$.9=Z$,:F;Y!+N9/-*ZN5'P/X<2"+0N^OS47[.X(_R MQ76&I\E[K7W6K^Z60N\5-OPE(C'&&TD15]5=\YM/Z%B;=%F:*Q3'NQFVVLD,10U[ZW>ES*Z\ D [.3<[NKU/*/&8(B3VW,0I:#5 M+G>G5A$0-'9F7\ .?][J5V]JI]=Y>.W+\:#)[N:W2+D\SGM(59G41U*;=?>"9#SSS@6?.,3+^P+-:19\:Z=BNL59 ,%,C+6ET M 5?>9>1=1OVMK'[(P*E%5B $]"FDY=P*;"7,75B:1^#-[#IN26]5.K7%ZL]1 M"C#BG-M5[?6(5EO+G1
4[S8VYYC9N[*O;]PO^", 2(L>$!QA@7_2#*8 M>[*WA$']Q;4#6?0? VGQ_N1CI$>BWAZXQ(P[)QM!=[",V]+F 4*ZC)F'@>^Y MVQ)VF0C!F\D=?4NXKK
YI(MWAQAQ<"$DZZ]2L)YL=G_^DV FC][EYD[<>E5^ MJ6:=A^%K/^&UM6= ?8;AXC)99RG/I_2CUGD%Z#$,!U\.SNW7BT4KPAJ-<=Q< M#BJY+X6Y(;9&>BO4M+M'M-
8N2'UC[WSTSD?O?'2.D88'/.U$9KLX$2#-DS:O M'$;G]C-7QMT#?R!OAY]=84Z!DWTL6Q<<.!TNWR:VBW,+N9F4K9J[%.G/!R>5M MZ7@ZDGH%WK]BS)'WKUCRKQA
+ :=*A^#\HT'))E3MFIRYXE^$(O.% =WI%R MS(X416+>YYC>H_A?"7V,<;3 9;"!.C,/TKX#LF8H%L.>R;.AUQ?K.OC@6,/"O@V#E&S/8P!1T5HT5(#029<_9;]?N@;50KI^"%;A;J
M"YAHZY<)U^1'!_9ZR,M#7]Y"7L8]NWW@ZU.0X#001% ,6 R[I8IKB7;@-R+ ML%<]&1[U.F;4RR,VOY\CE@@YPV\PRROV]#>YM<&^#C]-&\9]QUXQ=_ MU8R!!X]??
B[@!5E8H,U8NDF$!PD7# A@0]3O1@RED7]&$Z.UY./64]6N&&_MD.45+K?ER8/:YZIKUP$9T_D\76*^Q/%\6VA"34MM8V\ &-:ERP7$C90/6H>] MNN%8Z!WX2N,],.]&-9X3 $]7.
]*4?<;-A8NKBI]L#G\Q7V2: 9S@#QY# MT6 $CX!X!,0C(,XQTD)D4;@:,R*.(2S6'+]C0[C:GEO.H2B:]4C!YI=3L%Y? M^]2%L(S^5#(EJQ:OE S@WU,2[B1X/TY9M[%X%T,/=?
S:VCKV70Z<+)(R)R$ M2/R-PI!FB8P3"M87]B'!?/<'W/5@.J(5!T0SHKP;XIC=$*W!A\EN(=V4RZ<& M;;_O8)7^:_ &CB?@S+-
+4< HVQ;]UF%;38:SR^H*&FA=5T]I#NA6)\",2,H61"QU@+$ M.4YYD,]%9QI'53^0O2 L*"W>]#EFTT=U<7:XQ%$6X^G\0JXZ?$4><#1)HLND M7(?%-Y>[%33)%]#)Y@OZ-
V6GL5A/N61660S]/L1N-5XUI9.53+;Z*R]Z< ZT M%D<\ULY*ET/:U?1W; (SI=&CD$&U)23]>WC;RKYMU3F=H/5NOH)'80/]V/*F MGS?]O.EW]*:?0@10.QJ0Y97<9C]Z5WWL>K
[81ZL%%FW@+\/9$5]EH5IQJ2[MK)'UJQ.$GN4+H<-;O<=L]79H\-P>+B4ANDM?_RGE:>T50 U\'&8:1-XR\8>0- M(V\8>BL-R85T)09%9^W)!94?4%2@?<;*D;"+58B2O
M;7MMVVO;7MOVVK;7MH]7VVYJ0%K7N'\,8IHL4LQ68K7=I\U4; T@]G1H"!U> M6?;*,@B2/A,K"*3P0+H,Q$,I8# _S(@LA]O$E($,9<^@@5/C MS1IOUH!,@DD89JLL=_U-
TR5FIW2U%BM,GF4/^#(12Q)?T9]\DXY']0:#-QB\ MP> -!F\P>(/A+1@,'1R6UE7LGP.>"BKND9A%&:(B$P?R'()F;C9T.'N]MAE% M7MWVZC9(W3X7*Y=N,+[#
[(&$.+\;YT2NL=.#)3:)<[K$7S),+Z2+A/R%HQO, M"#4-@> I>0/-7C7Y>20C"87XO)-;]IN0 WSRB%@"T"5/R UFZNDI3LU43OET MG9=)['1RX -[X\X;=]ZX\\:=-^Z\ \^%F&GJO.KEUM).##MP'##SC)<#/37]G?GJU?0X(W]KUQKU&&3]&:I"B6V _4'*:R.]/6O*6U/>FO+6E+>FCM>;ZO'HM*^;?PS*
M11&09$[9]D7@*&@LBSHYG!ROCWM]7%>EC2:+HG!]69S^,Z8+AM9+$DZ8V.6P M FV-!K'*I_1M)Z$07R5,5%!Z(<3C7;&19O24)IS&))(!\G4+(85+A&$1"3. M4K&Y[R38E0-
@)YT]AG(GE(R&#*?.TE+@G2.6"")G/;$# ZX-:IET *"A,D]? MT"5OP7"21&>2-2'QS1QXC4;S)]8W,;V)ZV4U:,V)Z$,MF)@M#LD1FIA]:TSV MK3&Q]WC(2)ZF&=!Y<)]QL8YY<0_3O?
2KRF_7#'/1I_#T13A%).:!W%<9VFT+ MJ-'6W1,MVG9=$^U-P&,V 2LV@;RT6X:'X[S7."[=4S2+\^$44D#I*GE-+G5 MJDSGOD%LRO*S+,KC,
[;B3*$B&_2TRM$U301=8G^RS8RAA*-0[MB9(*%B39AU M.E,M'C[W!W[/) ^T%*/)KE M#)JEW(?'AF;90W6@++71!9P+&H Q;6R?6<>G/@6">90LB%AG M#:3)2@9_56"SY>
[M54$""G,(5@G;T ?@0$].WRUEZLU M(DP2="HD_@*KYAC6R1O'7K_V^K77KU^P9'*XC%2;-I&/UA7I[X(4/>&VRG/- M*/849A A7DD^9B59X63=7R8D@S"FXBS-
90X_P7/*RJN&9G+M5+E=C3M;U=IV MSS]_DC64\0E.Q+Y*7S ";.WU>/MZO-=_O?[K]=\W]?^"I/'(%-\V1Z9U!?C[M@,G;&+)07NZ=+%HJPL#1["G$1@1YQ?
B8%>,.ZI4@W3:YA>P[2B8=:+8NLZUP]!C!'"7%XNO"*I *'(F)"K0%")DY"TQB3;/<2> MAM8%G5YQ.V;%38EH1GB5D#DI[DKC4WE[^G8%]5-(#+IU0.257-LW:)./7D5.
M98-.'BSF_8;1$.-(9MA-DN@T1F2EF1E@E_;Z(&?I@2XH/NT7E?CP^Q?T1%;9 MJII0U>_]4R7$GI:JJM][I^H6"0E9L?4J?[-#C7*&*GYUAZ)!$V)R(2 OTE 8
M/*]^MTP=YOB7$%:RR(FYQ?*DV7Z;8;92DF[2V7*=5=:\'T&)" S20,F="<)NDI8FPCOLP#6D&LU?0=DBOY\3(I+D>%\5+58T@, MBB6CS>8#]!@O!X-
*WN>"Z3=,%LL41Y,'\>T"GQ$>TBQ);X7!(M9+>&"00V"O MZ3#N\/I:)]O2 YL.8Q='7%*6RL?7':WJAAZG]3BM$@L<$]?5,U*M^=,;%=PE
M#EJH5[3!F3DZD%UCVSF3UJI:;+366';*0P#=3"XDH+9X&VI 970YM&UM,V=V MD(D@86PT\#$!.?W*; M4[7_P7H@TH]!3)-%*M:64$;NTY811\#1[(46&1'D8XC>8
R1D#I2B>&W.,3D M02]I%TA>E91NU&$RT#YVB]$R8?&G6T(T/FMUPP'IU;H.=4W'1/.@?LXS(?\N M$QD)*\7CI; .95Z,5-[/\L!8K0/=K+-5ODJP*T^RNN0\0TF(IW-)L(*7^@[V
MSMJWW5GIOI1)J&A3B!OGZ-,<2-3D*1N?,@Y[+SODE MM.^"-M*5G$)SVZ],%UP.'H3W(/SQ@? 36BDF'L357ND2#M4$[>.BOU4W%%; M5CT.<%[VN"4V9C2F/82L
5D>)SMFG*Q1DDU>*?L6KS,6+]7WA3+%U2 M1O["T60EE<"7\<0->M]%>V+$^72>DZ@'>Y0-QT+OH-!446T])VI2B;K6-QR* MWE,HO:>#TWM,]Y0=T)43P?<"HYX358]A.9
*$)SZYZV'I7R:I4*I2&2\(93\ MBBZ606,\Q\)FB)IL"K/, (%W!JP3H/S4; ,@+V& 9X/SUR-=ZZVO8?YC^&: M 881$]CF<,>%PO1BRDT*Z.$=%58<%?4[E,(M@]%Z*X!RRCVGA?
]%O+K_26UH M. 5X=[0P77!6]/$"*RTO[X/Q/A@SCKT/IGJ/ 8R&D7IB3.RBD7I@6MQS.*KT M!A!^,K)D!W-P963I#XW= R/-AP";>"/-@FB"FP%9 =EI5L;TI)[^^> 2[+N
MQ8:21597\MZ%/(&XI8O;>%Q[;NZ&I'E7]S&[NA4I(6=HPR]H'--'L55EVAU) MRMOYSL5"I7EBH1!=F#V04%%9LN4PW=3&S<\)]S$*-$6PU6VZX",+XC](@=-\
MV^U#MG*A^%7[; [EY/;NIZ@8/N71 M3,;E_MU-U_*U8'33YCIP=B;I*8K/XBW_/)9M^D3).=/"(6%9>[TF//^#1=8G% MHJ2@GM_*3.@+2)Y<7&H5?$^#
5#3MUU)E_B=/[21HPDB3A2+I.0Y3G)19(\ M6KQT3 SS\ XF;+;$XLMOIZN$W&=5VAZH[3BHM3_'6VMC2Y)BIVC,6?5 YT?'3#Q1$XM0V<8[
ME86FC'&I)>='W,G+, *;)@]".10GGJ27SVB*XL/?9<&,;YK^-TZ%XD 7B284 MIO?G'@D==51K4PJ;6K%]3'6DZY?)*OC9Y56I MI%@?
CQC'"*G,RZXGJNXYHYRM!T3B/.>9LL^BK[H$?;^/H2/_5)C5"DT>; M Z&&19Q+>U"L+=K,)^=4K'FS[362;(>:]U8?O3&Z1 > \\&YW=7K>4:-@6,G MM^<@2D&K7>[.+2A
UZ$S^.P)V^-,N N6<6N_MM2/'CR:SE]L$,X9GFT+>@,? MB]W,(W]YH;^\\@N+[28>=BS &D7-6TWN\IG1?NLZ./+NB[9 >Z>1*N_D6N@ MT':[FI%S"T@?#&!7U _;5Q,,)
<2W[NR?O-' V7$D5MQR_"YP=UQ+,AW+% M Z?+M7SU(2.7@5F2FM[IX'E_^_FRE$/_X=N X0><9+AETGS]0/:RY*&T^+3X M-Y@6?YKQE*XPDQ>9,A2FA[=
<'^9WZMIU0,96RSV5A5\8P?PWDBX_"T,@+43& M#">E03"=WQ:+N8K*%L-TD6F,!IEX=YI MI<@&U#6S12.?)%'Y>*Y,M*QM.PYJK:>%^]3IT29-%WCH9RSKC:V7)$2Q.@VY
MKNTX]!TN:?]O6K$:55;]T'4PNA35*W1M//AZ3XL?6SVBU=9R)T#5!Y49[R\)5-:C7]7>H3+&H+#6#AC[M+M\/P1P1%CS(" ?!OBS67\3LMG4!&P]LT275F%[5XLMG]^^L"
MF5! EILKH9I4.:V:=1Z&K\MDG:4\)^:CU]L%Z#$,!U\.])+7TZP5R8W&.&XN M!SV)+H4-R3!/;X4:>O>(UMH%]6]LE>XK6B2OG^'[M*XFFK:M]Q-[/[$2OG'7 M%=GPP*.=2&
(7)P*D4=(F]LWH/+3F2K8S@+_1VZ%F)Y-3.'(?R]8%7UN'R[>) M+N_<0FXF9:MFHCJ3PE'>%&6]8[PKK-RO3$",:F6O,#,ZSZUKO M@3D0: SDTK52!0 CW[X+\V-02I*
)'/*5EU<'VPV]$7790.ZO-ORF-V6BFS, MSS&]1_&_$OH8XVB:R_@F=3HFI'T9.4FI+RK'"6;,@*T$>/D%]\I2^69 M7ZC\B+>1@-TF;*
[1$F"XTK:5&TZ>/P,Q8*A,ZG+T[7D[8[&65Y'H/;-&G:U M[%1;,QR27(@I_6>OF]A-C"K?ZE18'DB6VE$L3W!N[^!R\7#]]3E5;=RF;9G\DG&A;;$MQN):WRFH#[>3>+=)$K3WGWO
&R-4Y#@&:T_P&"C.X>C5K\/ MVD:1< I,ZV:ANN !:/TRX?K^Z%P;'N#U *]CN!G0)A@9L-O6(!\9U NP\4<* MZZIM:/MH[]<@P6D@IH4'8K,$7!9&; OFFHQI$ 5%?R/(*
(Y:09,%/'M0.:5V[#LB8SN?I M$O,ECN?;@DEJ6FH;6]4&*]^30BG4MK5*]6TAN6ZDX-)Z<-4-QT+OH&[G0W)F M^ -!XW0&]'"! !+4/89-Q'>+35NHY%_.A68\4K+
[!7/UM4]=B/OH?P6/;,FJY0LU, '& MM(0;"5Z?ONDA=P^Y]P&Y Z"8,4;V@%%#^YZ"PSL=YY@Q'+V\Y-'4/P ?T:)7 MP)0HPMXP[X 66MX6U;YBJ!
[$N<7T!;WR9_AXO\7E)V(]2G\]2V' M])NY,MQP?PGQ)< 'TFRD0=P E:36N .T?3SPYH$W)X$W;O=XN^!X[0* 3!ZS M?=")EC#&7(N5 HG;*>P9"1 X9\9X?G3Q9=\?
R%"!^84 "'#6EBF='[CZRT: M76A-4A3+?;V5]=BB6S_GNR7CORZLEI(PR'L6B+5-$Y6E*7D+VUX$KRG"QRI M;X.H[(^"M*F]5:-O*6U7>]K)C50$%)BA-
IC8ZPH.UT(9AULL=T@D2V[<$!ZB6+[#3B9#.[+#,Z+8$]T,YCC? M, %DE3'9"S&BNW>N:8U,M"F M# _5[I#!.!^H'D'/7]N=UHG ">?]^]+R_MC* K/_ @".O=@@Y YG]TA/DFVK@3
M>*UH%P=SRAX1BP(Z#Q:41H]BQ ZA6N@CAD5IS:CT .T;!&BE&T:LH9L8I?** M*77U'&W##@@I;L$+1?\81S,FW@!)%FIR ,VMVMN?RZVEL+1? CP(;9>K-2),
M'%=AF*VR/VT^"H_ BA701K& 0?AKHBX?*FI+6L.2OI/EXBRR@K98Q5 ,%N;"M MP:)H-QRU->5PE"W'0[$;=QI]Y[-%CCQT5>5')$&]P<4>']@)%]4.W!BF"H7X3
M%*Z?.849MUV*+E1HZ>C5@759N]QY-X9W8QR?&Z/;$ANI+\+$C!FIKZ&A\6D= MB/PAB.6<\"T"T7)%4_L #E!0Y9D*>XR0DXM=YEF8,!RM!RRI;%7V"-=H4[9L!
ME'T\VAYPV1_U'M!\@X#F%>8P2=6?T!-\@$M4&FC8?Q:JEK27S MIMP<9YG*!C?M[B1OP*C9ML,YR7M-7&C389SE51<+VG@<=[E5QG\V',4]3DU" MO=L/Z [_7Y-
(4$5%YT^A:#I9R4]-6*\;RRK7"AH5?-6T=H'RTXPQK'PQ ML$XN\%-D[ )*Z_[>=^']WTH0;&1>P@\8.D!2\< L*[4GI%"G-W8;2,%/UOI M^2,-L6YIQXTTN+J=[3[&L.]V$-M(HZF;86Y
9G\;$[.PNQ7(^<^.<0ZR;*$; MB;U(DU;.55]]4!Y=4[L.S6'K_L8?@Y@F"R$=5T*MOT\#'BYQE,58QOGG7S3S M)9H.:\]/V(PRIP-\@S[F5@D5QOE%RC.-ZTZC4#?TBIR=";6\)@!<
MW7! >D\18QLA+;4P-]3+#QRF]/DKH$"KB?79^6.(&ER)2SKG>,:%H.1G'M8M(W M]GX/[_?8F0DN^3U@.1\;M8&:'G&C\^M =2?G4C]]WP9V,.AAL!@#+![=Q?
&!DN7,)YK=XF\8XG=\PDH1D MC>++!)K7U,68[LY"7893F['[4%:/ +1M:)Z,,K7# M#*$::29'YXXDY[(W.O(NI:;T2D@-]8<#C5\9]V+].%C4&J; 4ED\=+B-MGM
M=^5E!LW<1XW&MN=QB]08?1YYC>H_A?"7V,<;3 =\4Z4> V@7HRIF1AOO7]G&;2K= M*+) DG%Q;O+M\N..:3!Q0'X^V>K15B>@-B;:"PL9A:YR"!, HT.0&&]VY"/+]
M]T';+l.8>C=+%07XLA;OTRXMN<#Y+U?OXQC[]=YR5*5 > *=B*C4?,;2[<0 MPOTF6&"Z8&B])&' *)8NQU"*HT>,3C2TH+J%@!,CC*R3;$AEQ_VRG'YQ>]? M[UXHQ*]_< -\
<8N:8X."JHTLSM(# TM\VE,F/FP5A<^[I8SBRLD#M1T'M=W# M!W54;R7,(2T5ZP#4UJK9?4V3K[P2D].TL$UAF>*B!>%4$3SHXD&7$8(N,$E! MC<3VZ$ 7 W'I#-
@"}Q]4K<(Y9;YVLPP=AU3 KZSV2/1@B@=3)C2#DS1*W(V M894L05E$4IQ?0!>)A5G\Q6E,(GGK8"/8AD.%/ E/B"T'COI.+ 5B*05;3X2 MY>W!#R91%&&N]/ ;M)'B2I^JJ6\\"-
VW.,3D05)SC6L232%=;/,@Q'IT+H0' MW6!\@A,A-%)>RP6@TQ!\;,LP$\PG231-EY@=?*5G!];7-E?;NVQS>D[I:LWP M4BI##_@R$0(;RYMMO1J:SF?
H2U&8[*R3U/&0!!U+YL:Y7]4\270D;(_YW_F0E!'N=Q!+L8_U]1 MK+Q3U:BO7:[V]RM+ @]O5U;Q4M_#.@P]2IKDX+L4I>: :U!=IKNEEE9//E$:/)%8=K2]_
MMDK;99*B9$&$6ES(>C%'YT]AG,G26#5TFW2U6^OAF5]9"YTEC2/,N!3_RIM/ MH=V&XJ6FH(ZRX<#TUJ@8]1V&HK^^-KFNK:^[=)1%X/V5Q"Y>2?
R;C%0@D@88ISLUW_'K1M+5.= M(I+@Z!RQ1$@6?H #"L.$A$3- K2CW;"D)66I/'E/*&/T45*FBDU2M_2!7_8# MOW]@$VA%.6(WO2:CQ@ZI[V"5_AD36DG&-CE9!7]FP]?
]FOL@01_BXT-\?(C/ M"Y8_AUGXCEA-!\PU\#MX]QK!#,+T(&!S-DK4PAF#A[# >317B%",(&QB20 M57NE!^&OLS53]HH*&KP_J 4-Y-%>^4 PC]5>'2 _]FH%@ODQ]V !>;57-A#,
M]P'<"6327@U!.)/U["CTB'=0H=&'83MRJ -+'0*]?IYIGP#">RC7:4_A-..O M%O5S;GF:\0<)?79,Y31F$1Q9]S*V8A5DZACY_11,XY-', .J:5FK)I'Z#FG
MMQJ>+34!\ZIJLV/SI:ZG#U%U8Q%HUA%]_363D116S7=543U=UI@Y9=%57 N<9.*?^0ITY,'>OC";NP. ;G[%##==LF.]0YB]2,][KP(:>L4#/VS')(]LPZ4$-C MUY0'=!
[00ET7#;8D=U!-H^X1;M35@%'I*VSX"ANZ+.OB JM\Y4SG+QV-+X@V MZV25CY.RYLA>EG(3.D MCC--MLT5++43 MZ-\9S^&*Z?PWQ!A*E ()U,=N?CA.Q$*.Q<;=1"NAY\AED
I3H-S&"CZ O2QG MDV^-EPNA1!>H42:6RO25$O4JEQS:T3%^3O"<,KQ#\#$_?Q+O05@IXJQCFQQ^_MDA"A1(-I+$A;B%,=,\Q50L'"$QV;02%%<@&2BY+&LU(YRH"
<5IY3.Y/>G.<& MXPW O2"E%#]E'(&6-V5KVQ4P\NVAE[:*5I8I?<#%@57,7ZTHT3>W6SP>I_L% MK2"XLLTP>>1;#;I&A:MM/PSUM3.M:6D _=UR<5O0Y/?
]M".MD.UL9(Q8N\^NI M=_>VZ=D];&?7D-RPS*7 T>1"T0)?9]*3-)WGBCB?9BE/42*EA@Y/ M:32&NUS6"*968_D\=I_'[O/8?1[["Y;TRHYS,5Q*89Y&][*^#)G4>
(#=2_'5643$.QH.PZJC=U$F *G0-']2M-X(5S]BL,18+%UCH'(M62;;1/-5%A MSJ%,S3EO'!GG' !E,@> &&SG\!C8UNW /^C91M&GS,H?V80Q -Y:.Y?#37FXSF,CZEG;/W3#CH%
(>S]RH;LCC@ M^>T/<-*F5U#IC?AC-N(KEKGXIN*>HPL4 MYS.L0S$2C3(R4Q1GVZ($\;(BQ8 =,.:Z*>R&$\(" OMBR(V=Y,='@QT>5JC0B3?U7G>K8>IP,V9 7P*XJ2
M^GV@;VFW]M=.1^'E],6J[HR*/2H^D_SZLKVB-Z-RJ8B9?2!"X)]LOG)9$GSG MP)T(+>BA]"BH![=L/=8NUB=OLWN^DYY?=2=6XO,O#EJ[4, NQAS/+!S*T7VH
M@XS0APC](4D8SQS?8"'/92% 6;\6G^'B_SNVSY_"I3C;*U0_<[GP05G(#[.<+- M'G(R9NAUU^%Y>G$WH E/BJX#\Z2](@PK,'FB4@3G=H1;E%3 U2(GY *[P]_SR M-'/VJOL/S-T-
PVM$H]U&5F8L;_FU%;,;S>8[1BQ*L#M@B0H"9\!;NH ,,,! M'.6O9GY^ @5S@MP(0-^-3,X"C _#5[GZYY#D82 M4_OL9+Z5V1W3N9C0 * ZM-UK:N\'4J#X}4M??
\B2513N5K=T#*]F]R;=D'9 M+5YG3-C6'$_G!WAN"Q*,Z,SI"3M$'FGFECL MDKPR^4U6K%G)I:W#R-H.-PCO,YI7YV%XZWN_B5&2'CK@:[B%#V"7/T9#C*,R
MAS/7!=*,'41#X"*)4YXUQ>\X4G':8JC!>!;2H7Q!T_F5I%+0ET// "9K^]KF MZH'(F&VQ@UBN:KV?D;O<"A63R2]'0KR:UK;K]I^",G" M(&-H-[NY)";2W"%9[7-V>](S6Z^+_
H4R_5Y$=/'RV1.V:H(!M<;*H:]WT8% M=)!7U9]1[=COT!"052N5P]!%_C0!.%35:GC>.LB) TR HWE'NG=!&T6,.Y7^ MUMVYEMLH((]C)#E=H70R4\NQ< M-
=,AIJW.N^IQ!Q9K$2M;UBW,,< M#":Y/< ILU>[>X@IZ_YB#GN7K0PQ7WU<[^%;$?6F8?+.F40-&-%.0UT6BW-F M3-<38!YD[YS!TFY*VL5;.B@) Z4;.Z?Q=
MSX)!XIQS6GN[N6B;">&<9&CE60 GN#BG+[5@Z!G.U"S^V#GMI=OI4,;4.Z!])(26F&NAF+VXWB(@^^G84FURYT?SIUB^]],MH?!FCV.^^;.+\FG;F!89 MR"
<4F!>$UC>T3&\18UA';&4KG\3MDB[2^+V]<\^^YCPI11EUQ\(YR^90>DW&U7_(RA"*\0^T-- M3%U;N]<#E=%H!< Y9-^EJ^./.4!9QW2-HQD.EPF-Z6*C62*&O>Q>@R"%
M+;XB#Z_F]RO\RR^(G.5O6?2U1&>^"0,LU66+R? 13?-!W*%WY/-% 1ORDYC M<;AI[K=],((K"YFZIK+T&ZN\+*?Z=&I[L1J.$H+G%JL$Y;C/1V.!YT=U:>
>=/94S$9TJC1Q*K;H,SZSPH7T])-.5* MU]7N9042!Y]R&T:C+)2:U0D* Q :LU;!AG7RGIXC\/3L;-L\W5Y^D$)&;W^! M^GBOCI6"KTUU]KA@>OBO#2QQ&A'9L'HO'^MS5?GW"Y-
WQ]MB#(YY1X=9@^X M4*;7SLIH@*@ZWP%N>. MPC;J'35RA3EY" ZC(/N:X#XLS(>%]1$69NXM=4[W:LMHE=/-.0VK-9,@S[!S M.E9KMIM&^KE6.Z()SC_2U$AS\-
]Z1./W@8PD94)GSYB@ZEGHWO-?4!*); _)M M%X24-XYM[/")](:,R?:QSN^P7C'SS&]1_& $OH8XVB![PK=3QUH"&G? 5FS
M//^7A#7E$^YHG.4)ZK44&G:UZL&Z/=R7IW(K*MQ6ZH9V/8/%C&DC BK;N$WE MH!$)NW-ZFW5?DJ;+]@'U\3YN^SYN[QWNS L*6^,4)'A&Z]4TV.C.@;?5[X.V
M.9:=@NRZ6:@C<3W]7R9<"QR=8\7#R!Y&=@RSJ3,&K",T/P=<%L>\ET5#@_"@ M:FC L]4*L8W$(%1-FD$T73[2'D;3/=4>I#EFD*:UF3.)\P?AJ+JJ[XOK0EZ8 M/V:=
[:;4"]DWG>':>G:@W3S,YV&^$<-\D#/A5;T=D/@=+>@'/B:=@_Q@ M;X>"]3.GL)4^5NQ(T#_C\VI\%CL7Z&;,LMEY[5S,FS& #0P3# YZ\->#O^W MWR:@C'5 ^,.W 1-B/\GDWN-
HL6!B6F"H?5R)S(X3VEP2Y0EAC-*5^/LRB<@#B40#I<\;E H,T?5 ME+N3> 4E?FI4U;^\(I-7-?, M%HTR>7J[+"M%(:CM.*CM'A2OH;HOE<*@!"7,9*]FO;CH-;^W.\U<@.;5%L
MN-]V5H'M\R_G$ZW]X'4#RVZ<7(>55XA674R_RS&264?BOVB&GI1NG<8C>=>(M=XTHX0]W72.UQSLU.EF=8ZU>D%*C4VUT?AZ8^N:,];"HF?8 M!B,^<^B8G;3M,VP0E]%
[\G_G?V;D(4_7XA=B6?X]5^79[J9Y!7)HW-\]=V=" M+7O(P[6*LE=7^]TT27=$N_K,>YO]PIB+0$GF]V? R28R8C,S96,Q]3= V;4 M>2B^ONR%X@7#?
V8X*;MV4X.>PW!TF:PSL8SD]'[0^G4 /0;GX*,Q!Q\=X^"3 M,0>?7."@:FWK+U:#]SP>CH:]'JZ"/OY:T!KS6#O&<7/IWCN]W2KA,%$"Z#H, M3T*)R76-$V<%^:3T2ICA7014T5S?
R80,^;$)];GK6V^HP--.SA7' M)Z):^9!:U.-+H A,96D3/>WB;O]FZA:T]=I[P _2]P%SS' 2QT,*8QBK5> M+YVK9]$..G!]L?=YK+FP\H=:#)4HC#/N]UY9KX1OO#/;.]/-./;.
]B2VS#45>X%)7N"%1Q5MO&N,?NNL<[I_W+>]]Q-'D0*W.!KS.I M-$_G^7+DTRP5:E,BXXMU)U2C,;P#T$-$'B+R$-$+EDQ5O9%B0STI3",%E33J MQ4BAHQ9(I!C]^[):F$&
7EV[\+L3A1](/<_.L8])AP!!G-_\W$V(8^)>DQ4=SV5>/QV M'=W)*O@!-I2%)SHP M@]=HA;49!]!NQ\#+H D3Y^)8HQN,[^15A],\2)2^F&%=^X%2"W)ZOHI3DM_>
M?:V[G*]^CT=7CP%=18RAEY^.[IF1Q&@W61E 3<@R3[R;S5@R>S=;SS='=0^(M6,=Z?RJ R26-Q13S /^9B449H##,5EF<7YY$9=G%/*A3-)-K7B*4.69?0)S- M4-[.GVL/W^V)=
(_L>F17AUKMUU=>"/7T<'7M?6A;3YD*Q&HVBEU.:4A.\)PR M_.IO?R/VG1J?AO:SSHTY'RYQ<"%FE"R2TXPQF<\\$X861Z$4]) %1I7+93(/
M,5,O.O,!K/*GVPAJTB=)E'^*B[N*HW]G/)5GQ&X%*B:CYZ]NEC0C M>PS8%Y]QEWU1K$WBH_0*#;3PIS#W>!<=LF?:\&DK>R$D8:,6M',1AJ8VKD^ M-M)@U::FC'5<[^> 2Q?
O;S./D>BMO?9!SO;K1#;R-1LQK- 4O\@ :QF,%[K MY]C#[3HBU>-TQXS3*:[T_H+8'SC-ETZ5D^W+R>W=5\WMXPVZVP6I'A&+9N*) MNI#&[C8^3,S>YHNP0UE>
MHBL_E&=+E!1N;7D0SS$1K%XF-Y@1&JGL>?L4'-<,9PSS%\E)GV7XR9DX;W;U M;H::?"/BCN2[Y SRP99][>./E"#O\O:4 MK9X'90H.A,W2-,^\V>
6BX6VH,I'HM9;MT<7B2J+0HO5-JIE56L\(7U.. MXL^,9NMKFE86R=XF($R3;7,%2RU'LYM[OCVC][DDTWE9[$OURD!]'+LC2\&* MTW=^S=!3N2M.
<"+.154]@YK6EBE/L3A3RYL22H(.KMI\1;]^N;!CZG5-@&)I M)HM:6C4M[5,!"AF\E!4-A^AM)EZ="!@K*6%&7 M2E
J;V$5_T7]Z@LM1K(;RE!HSOIXGZHV;E,Y;#C1UCXYR;@P73DO2=-5.P?U M\4$Y1U"+^6O",(K)7S@Z4!!W]UFK)AG8RX<760DO@NU6"A*AHXT3,A!9[L4- M5;X/"K?
[G0IBZ&99CB5<1_OJP!B)CZOQ<35F'/NXFIZ0A"#W=%?W!HCD$ MXK,3KQ>4>==T'=#=T/V'>V0)$BI5FI?2$*YD * .(U)E!?.WS7ELA9759E] M25VXWWKU42#=/]-*<$A?
9/N8D3<9,I):T:2X 6E_;;HN=*2^?0=DW8E-\"C6 M[57V)(:F&5O\4ZQ@:7(ET0T5PO W',(T@?RUQLE75^B .IGE&A_4EX8%FLJPO*JF,W

ME3RV'G&H&9A1Q0NJSA"YE:;7I;2'N&\KR'^"WS0Q"@^6XF%0L1QQM M[U^KJ1>]:VR_L L_4, 4)"O;#4"ME-1BY;0[+-L,-4S4Q@L!"(J5T?7QL3)' M$"N3VT^7G&A&
(RF;*]&*#'$&V$0#@7KE3[1@V/<.?BDL ,&B#!SL4I@9F$(S.12O!7V$S]\1@ MX9\#!?Q;8:1;;=KML>&C6RU4%E&#@LZ=$= 7I;>]G3L5@+=M6G5[.7>X&+Q[
M0T1LI"&Q#5"RD<;'MH?Z1QHVVUE P$A#:L%PWDC#:LTQOK$&U@[H0/;AN)8N M"LZ;!#0O+6?EQF#0 ^U5;>N:9A^%>\Q1N,-=\%46?SQ_6I,R>:.O>]+]GS2]
M&3LHE]GSC&F>-*H9>UY9^-3Q]GU^*11S=@!&/,\\GE{\U;[O+',7C]7G=8] M9ZRS]:+\[_D39B'A^(:1T,+*@SQ]5#-;E/4N\^?#W&Z77Y6,25NEU^5I^OAC MF-
N#Y:2X.\+N9,/I.;+9'T"4=$.46^]!>2773]DN6%#=6]')O/="Q-CF^97Q M,LQ,-R)C7'-=8?8,,=<-R1C77&LOQ;+RS>84V)_A)G=;U>]WMWA55&W;EI3* M4#S#;/51-]/#4#*]&3=6
U3L?^CI171/H,\!.O8^6 '- M_P!02P,$% @ ($I649(L#R!9@ R:(% !4 !S:VEL+3(P,C0P-S,Q M7VQA8BYX;6SMO6USY+B1,/C](NX_X,9[=G=$:;;5L^.9L7?WB9+4W997W=))
MU9[UW'AH$A4%3"H9>UY9^-3Q]GU^*11S=@!&/,\\GE{\U;[O+',7C]7G=8] M9ZRS]:+\[_D39B'A^(:1T,+*@SQ]5#-;E/4N\^?#W&Z77Y6,25NEU^5I^OAC MF-
N#Y:2X.\+N9,/I.;+9'T"4=$.46^]!>2773]DN6%#=6]')O/="Q-CF^97Q M,LQ,-R)C7'-=8?8,,=<-R1C77&LOQ;+RS>84V)_A)G=;U>]WMWA55&W;EI3* M4#S#;/51-]/#4#*]&3=6
U3L?^CI171/H,\!.O8^6 '- M_P!02P,$% @ ($I649(L#R!9@ R:(% !4 !S:VEL+3(P,C0P-S,Q M7VQA8BYX;6SMO6USY+B1,/C](NX_X,9[=G=$:;;5L^.9L7?WB9+4W997W=))
MU9['

MJ,,4V.!])MI9AL_3I[BWAD7_EZ9AH>T0;)]V-;AD"YA\ =!^S'D=]C>%3J]2 MTMV3X-9O)Q*0@WQY6=!5/F.W%,@1)Q#MR66'K2CXPF8,O- W&7N((QJ=/7_.
M(35FF]8P#8OX0<2Y[]2CN *+?;BTC)YMN:GA#X'}684U26D!-P''F[Q*..:O MX<_P2_$FM"Y70.Z?R:M-+G*Z7E=7!"B[VX7XR;5QQC7,%RNXOWB:SJ,+!DF8_M?1=/_Y>F%T\
[!$\7CP3N^>)1H'O3U;-*3*\LF'.IVF104ZS148CY=$ F/ 3A MY!51(#$A6]"*WD2'7-A*^1XV]":G# _><=(!/MZZF?D]=VQ?F3KO#F6TSVWG- M5S>IN]N47S4<+ GA'"C7=2?
7588R3A'+L^^Y:V6F9B=>-SE- 7FA:,$+,DKC M!RAEU?^$H_H-RBO7,[=UE;]$3W8-(#/# , RJ[:GG["-K%9OX0>GST4>8KAB*K MN_?RND?F<;]TL
M>&HS)+0GP)H3RH"X7HPP OQ$OH_L0A4GX/KR8T;I\QTS)ZX_MD^I2/*>KFE/[HX2L;LVH,HQ@:!,*NY2!S*<)N=1+U3D"G1Q2H/W')ZT=;=
M; @K8M]KLU@/P@2_3U[$89"0^AN6EY>K-@]R'K)8W?"/P5.\VJQ:M[SQ[XA- MWYO'^G.E!.9/QINIQGD)87>KX[1[]YO^CMGJ^CS6MUH"\[C5C51CO:0P?(^X
MHHL@N60$)L$\2IO?XY0_3S&M$SM?TV+!P\]<$?@>H2_QCQ."+M,GZ+2,0ZUP?K# 52'MXA5!F*80A]2CD2$2;L. :-\T>XI
V!);V#4,86LZ/H[]AK247)T6KK>3GM#BF'>LDB*$^=9E&=)6"S2T3(*XS<,[$,M*U M7:?2^ RC5RE,;YLM#E$ AUP-';QZ965M Y2#/UYNN,/+@Y:EPV(,2UM#Z?FT
M@2FOY^<09I+%-(>];O\R&L"SVS)(9S2]H9SVT 'SEC[0]"CKUW0:C'0AP#G) M9T3@I2U]3M:.> "0>$'2WA8S4521E+@10(YP[$B)'@P=-1%P1)]L24FZI46X
M3XM%28L":"ZYO^6U24%?AX.*!.I94/MA+.GRLNREA-4N/Q$VQ*Z6D8AGR / M9K/^W"B2GS@L4=:T*E[EY6&MC8Y,D3C.V&+7KE3FU[;P1=LP)&,<3F?=T<;2 MQ8EH
";#^/R4,6LE(EC%6+4+SBPHG_@;)%%]R78%*U6(B]8Q68<N+4,;S<6F+BHH=>%W4,;S<6F+BHH=>%]LBV*(PW9TN1M1B.KL:>/4YTZ/T= ML^EZ9"?T>*1TO26KE60#Y,*>&-E9=0$^"\?1J
G'@BM#!"> "MKA$[@6F'Z#$1TIH\<0Q8':H/ECBW) M%K*(;_HT__#\71\A^,AM7L,QT82 M>F6PM]H,]M8:@[WUS6!OQ\=@A]3N8;!&$CICL*]295R63I8/B,_Y(DN7P(R=
MLS1G21R!&=+7:\AT.B1K8L':YMM]O,#G)#CP657PW*L-:Q(U]FPN/DNWV1 M\5ZRH3?(1VGN8XU#2*U;=6Z%C\T+='< \:M^CJ)4M\H6-%?K5J:K\W L67+X MW1/T%*;]
<5EMPPT#M ZG=>7\;(./<7<,MQ;L POT2J02KK^21+V*]_&VP.&X[BSICZ+ES2:)/0ZWFI M'LF7.H[B93IGV4IH46/?E>]4UP#4;#8D>R.A6L_*M$"9;Q2P+>8D1I[^{B}
M4(T8B4INNI-LX.UQ)Q!5 .-5G%+1A*&-UUL'8MGX:$(7N8EE-B+) *HKPZV MK=1DZB1RU] FX7=7P%?UGF47;'-?S#?)<3E@63JQM3L-9@YLJQD=6-8+1E7(
MB$2(,*-17!#H$^.GW0MJ&]@@M'6GNY:)0%L%I"4R3WD\5A-MF]>52=>* ,;F M&W U1CE]6_B* 72V5.=>IF';M'-WHA])+.CPW0>XPB?8\[IC:F<]"'9E^86_ M0+2 ;#NZH6$M__-
ZG;&GF*MT-'DF _;ITY^$C^[??OC]6Q*($7M=<<4?#QO; %CC57ATDD.!WF9X'Z[@

MBNQHF0.3-&#&&%>I'RUCP/>9W1@9AI"KK=D:,(Q|'VL MTO\%/1Y01$G. YG4]F1%WU/|_SK'<]MAK,[U%0V:A=*TGA[EKJL!) _]*RP M_H1QB :010, C^G4(>00"1!2,X(SY9
3.LV"F&N+OK &,% 2E];I(>?E0X3Y M^/D2\Q,0Q8RA@D6%. ZFB2SZ@6QFL4"I"<;XH,;X;;)":9FA^>("Y[A 5_@! MI;,\O>0\7^Q_<_F\5K-]J4Z>/L?_1>AIQE>NDLTR8V_8CPR$1@
WJ Z$,-KG MEBR5"SF[9VM1]>3/ZI"??]N@G"'ETO8YI%UK[7D[?B(D?>0B2UL54|\CV,?V M]>/>Z03M]Q'LX!9T^NCW[2QY] @ QK4FV?]ID/ %P*^$/"%0TY(+C5B1X/W
M93_)N=B>9V#MVP$ZW,D7@&C95*45#@U6B$SZD%LHC(02@(B8ST\ M K V(@ "LKS6C7";0Y+XG;)-!#@EK- ^A=URE&"L!V-]S'0>G[&ND4S!4 ^&
M>C#4@Z$>#'43(QH*@*'T'N%8[O<<87X',L M)$WQ!%)X.XP4K+=@O8V9SN.WSHJ)KF#4!:,N&'7!J M&G=ZHZZPN.3#L?HDR MDB^YD%U'*;HOVEEPZD%LFFH02H)-
YL8F4Z\-R/B"+*]UW]@9IP2D@4*Z.)K# M5CIQ!7"^N.(L%K576LS+;)A@(P8;<8*2-HNC .OZU?NUZ13*^ "Q" RZQ>,NMC8T,&C*Z))7^YYU&"5 M!]MTS'0>GU4*DE_!-@VV:;!-
@VT:;%,3.ZP'37S /C&#.! M <".!# @0 ,F(# 2A,ONRA[ISK(>#V>A1*:E!34 'N-6[']R.*'E!>HG9 ME;2 361*0T2 HMQ 4=)E 6%/FD6U9/2*"4%D:1
M"UCD7;2(,8T>XHRK#6L4LY+6K[VUA$F@XUF%3O8\86E8_XWQ!Z+I#]@9H+*MF'9R@ M8-(Y,ND@2P0SY^"+;4E)%;4SZG?^MF_Y?4)D2>/-"B8K
MGCSAELOR!TY)3DC&4Y%+IMNQEV';G? MA"=/,\KA^1!M1@LF>##!QTSG$9K@H$LIF- ! _[F=S" @_EM%,???D7R9>/H
MV=6/,GT\3ODNYI8+^.9#E*,BXFQCT0;1NA932_0&,)15\ 9,3\!N'&$W@!6" M03?@I;9NU<\X1U.#V/:$*KT0(*$E"0,=-YA"@(1+X' M$"2 ($$"2!($&,LO#;:TB^;!RCDI[#:-
DN#/\H12RAN"KU$9%%=%\R?BI8 M_6KLO8@T$;\|)(3W"&*,&)?UP>DBL0OKC)6D)N-QDN/]/U/-)-M&F:6BYY ML%YO*P5=QW1.*T:E52#;3LY)[!A 3YAQT_N "-5.=O^||">?
7<@I!\>]%R2G(A;$1-*W&=O9/. MQ&P8;V$+PWO#.4X1S')KI@7PAB!M);$O?-+;[B9WK2^&*7SWP'5$7WAC _: M>3#"F &OT6+A7;66X<[/:%G6PFIS &A]B# ?/U]B?A:BN
J^Z0A8&8QH$Y R M)BL 3D<'.'6V$6=K$1/YYQ;&OGS><'54F\0B5'=RA.P$%&$8.N\.% _=RO8DQ M%02=\NM@^29\"]8I(0!(3@VA" X[H,=TT8I-[MKC]!],;MJ'!@L/T5% UU M-
5(TH]@T3$"D!&-D4&-D_ZJKBS69;Q"M5IB=H 6AVS=?[\0J=-=DCX,Y1_C$8 M4&KU^)E;Y]_$8R;H!.5H@0W>7BQIW9+/P6;JQV::ED89+((U:@01+8WJ6QL>: M$[FH!RX2:$>]3T.OJ
'VRL@YU%%WO'#I!#[B4'NNE? MHPS%C.O)O.4:%^(/=:I50G)1I0EQ =@9->_V$9N:;[^4!@5W8,P]1>L<+W#] M4#6;T]/]6LE3N@RZ]4#DE=A%U_%3-7H3.2\;M--
/I9_FG+^F)$$H%-@S(;T!> _(;D-=.^Z+13" :?7WJL^Z@59(6:H(OI))CTPIK M<^K O/*$*&S^]:=FJ^&9 M#8_PAZFR('B$I1[A=FCH$>:6=06%AA,TTV09 %D:3C"-EF52S
K,BV\SSPNJ M:QK,C)\GSPPXJ@EFRE^]84HKCQ"83[_XRB>5K\E!!-.BR>Y)%)T#Y'%9IDX%@Z MY0{4%SN>*8(7Y T=TJOT@*N:6J7YC N6RUQ$]XI%O\YMS&&LLD?.JF!?92P"
MK+,C-^H6_:IR["X9*_G^1O.%(%DR&WD'1S.HHJYQPFV?TYBM3DM*Y;$'C6V# M SLXL(,#.SBP^[8%'!;;9UM
MI]/ECM"5TL[<.$('"MR2<0#; 5H_R;NM]Q^AJK!^1 #.:$R;$%X+P@*0%TJ, M0%+![JD<6;M"FI,E*^+PH6=)X/2N+%:'X3Y3.UD+E>AV];]#3$7IPFL6,S1<5
MD6H,3=K0+KW5DQ<5,;-&+%C?T!6]IU!Z3YW3Z]<3D@>4562P_>'3S^5UC[', M06@:QE 5/<*S+G* +'A6_)H\ M7$P2N-'C'5/TP+'Z=O'.F0#:)1I3TSOW@B%3&NU9[W9*
<#L%MY.!U\ 8CA" MYY.9=7F$3[=.3_\>3;(.$ <[HK2=-@#;$27R='#8'&%FCP&T<(3Y/.TP7S"C M?O6440;BR%H4Q<>("=+NN3@0]9W7XIV=ZG,=(RF,Q[493=&2N!!1,6A$Q5G\
MQ"Y(EI%'?C1$]BG.MT -GO--0:I47"YH$'W B:1V;<=A^BG,72;55KO.XEQ9 MB5O:K@K.3W#++[7I,JU',+3>")[=4]5"WNZ8'LFU$]JDB)+Y\\[9ML<^!G MCS%-
SZNPLWWH)L7*T3O5G%>,YK=B!(+=Z0.ST;U?=* `&^S0%]R?C'^#?X MXJ(@%)+A3]'(?[JMR/I\]]+MB2;^.88O(U9QN4X 5&::[/IVIK(31T>Q7M2)&L
MK+*=U2""2MC=\2\]PDD:VUBELE9$$=HJH950/GDMU;^0 ('K7EQ&"WK9'2GB M[/#OH@8+5QW^$Q7\LB/+7!'1--CW' 40#3:?.O/C@M#MKT0[6=URNT2XYK30
M_6L52QGKJVUO-VB.*PM?XK5*@U<4*C,D2]N9&C(@)[,Y!;@KY*; M"?W$^\!?F!CFF$]3RU.0'!WR4_9YU@I ^;;!]3/QRHH\O8WO:U M+[\9$"(VU09?6-EH3A.8(3MU'NB14&
($[$Z='_@:CD(XTLLO>QP4!@V9>SH7[!#>!OF_K&@%VFO<1[37W/P%G5 M*3IJZFP"BQH#K\5PB2=C$C?AP4BO#L+@#T:.?+-+!4"WT-?A4JW&(@OZ2_LU
M3]<:"PM"VJ_BA:B!G;E'E"SL-MCW")..;;G4CS!3>N6%:X?R&8.):2: MD/<]:-[W:8I3BB%=V=VG([*+10C]ALN5I^X M75?4\N0.Y5O[;KZXJ?
=X(]WFP_2;3%O>LX3B37W]U,NJ2$L'- 9H"/*!KVF M)"V3O?=-DCZH:F:+1C;+T^WGF30C4]LVY->ZS]]%2R%W/R%1V6]SPDFT]#+L96UM1I-S6T)2?T018L0GQ[BTT-
\>HA/# 'I\%DK=2-BI);X MP []+4B,+O>I\R0$\ P9P#/2><,676]539T/(/EHA!N$T*YISMLP;%IM0OEP M+$#WI-94\R7BST9(VV2C^D)(6[.7#^)N.+:0M![\]2[Q/_]^XM8/HWF?
H[F\QOR=_+T ,]_8$3YG;YZNN+W?9/SJEUG M-_ZS#=EP2IBWBN]6X >;F;P^>'3M]FI4!N-8;565[F7,]$K+CA%]_M8[Q1 M+I&ZL56ZKTB=F7R&
[@M=X;#&MJ'&5_"A!A[]*V8>8;WL.DEPO"%^:!%&32 MQLCQA4-ZH!%N9$P=B6^[:R"JBR^\T>^7-H:#+]SI05CK+!3_?7_].7DFZ^<*
M3AYI[IPQV')$3A]37&TX63(!U@#1W^&$S6AY!,(T7#@&WT>LCA.,<+X@=*U\ M!!;]%#0:U*I#L 5EP1DX]#/P4T;NX^R?.7G,4+I$VZA5>08W&A2=?0D&.U,.V;^((7-
^M['R#1%F6?"DY M3]KVKIP#]>?5[^TTM7'C$C@6S=1V&Y[,H6G$M0G.&*"(R8X8H(CI@?;22EF M"$B:>L<3/8*E%\Z^@,#@C=)>, ,.,! :Q"FY->;>5!@3)I]0% D@.1 # QL<1
M@>/=@8XC@LM!8,810N,J(,(%OXARE$1<=;PB! UB(D2A%T!<9,QK>+AYH0% M.#SDQIA'+2=UK%Q5;G5-\FVM**@^+ZL+H@[@

RUSE8+]4M*1)N/)"7^;36G%!'DH(;WABRE'\\THRDD'CB[HUY] /D>!-7 MW(#\QY4-X]P",;($&3M.YB/+]1DZXL&[W-MN[!P*_CG*=)T>++L!LG1\WIX=
M7!M'F>YC(PKON+*#W/HQAD@0\G\70P)P!TPX\G(;=W)I'FT2T] 1A$/D0!T9_M8TT"W^#L#L9:ZP@X.),/PX2S&'8%9[T7+VR.U9,,7X;CL!+MQ'Y"$EVW?Q'_ M)S8%_\W_!U!+_P04
" @2E9I($0'C.1 0"-A1D % '-K:6PR,#(T M,#7EY?RE<6Z83Y_$7]_WZ97><^;>=&&2Z=]-KQ-38[=*]7K[$USU;Z07%'5Y M[_I]]D7_5AVKLK5^IT7D\R?C^1.[!,](S>![U<@N-
#ZINF5C72;+^RTE;&1P MK_CI_[]?C>09F6/_9O75KD'3:P_X75%U3=7)_WT=WGVR3:Q;4\,<8QMF%]XE MMFKU;]TA+AN%6W]&3RB]&F@R?
#3;VI/JM;I4$R7_)8Y5L]\69#6)4VQ-V%O\ M* 2AAG^[9=I1]R\OK3W@V"9YBISTWB>XOAI/U'UB(S"F0,]-0XOH.;M"G^S4
MZF)@>BU[88;CA5Y9@\L[0]RCA5Z>8&N)%M4RFI+8V88O]XXUF-NA,&^Y,+=7 M2%1W([&VB5][YN@*,15C3M:>'EY_NU&A^T_6N6S, X3:CTROH?R^HR*4<.G
M'2ZLS3K1G;D4-BE2_1-YM8EN]1.-U.AMQ&2@MFK2>7U)WY^]MLZ#\(-F&5,; MCI6U5.^LX" [I@FR[2\);_[5M0Y:JAP!(%5>'\FK/_N_DUY9N]6,P*1IKO&2
M;#BZ;49UUKVXW@59B>B!K*S="!SSA/$BE)7HA?49,.U0[E^[2;'-#4&Q!B]X M_(E>]B226)/$[\L_H2\S@I5+]">$OMBJK9%+2CZ?:/\1ZW^<@T;Y\]LF]QF[[M?VHU](WH%
M$09,W-'91?PVH1X^&:6,-U5#O4X_U#DD7S>:%U$&/WU&MYKYA M3FR,:!]KY]'??[E[,K0 6=V:0S],T.R^^V7,QO@]XDIM$^77S[Y'?TR,90W M9-EO&C#9%.ZM6>K_R
42ZPO[,V(3/%(.S8QN>SRR^*^NPWHJC60L/P/MW0";VF MOE[0WA#3_:@]"M%!/\-GN..>\HDJN\-XM8=4"2O_H7-!]4!=]#YVF(S4,145 MP)(7
QWF^,T*!FYB[18F]/4W\G;&5,!30*S4PF^[K(,PZ'2:[4[IKRZ>U;B33 MK2%Y4BVJV>Q[N!+5]XV[+D>^)$!7AKDX3[AG_3G1%?ACWVCXZ0RY*O>7,]#1 M%U/UE2B
LWR^]I^/M=$L=V1SB[9KPEWY8I)+?M&M62L_9M@ZXTW MSBYKKFY,N/EK0W;FR_8?X16&<@. 6>OM-\\N_RFEVC0=>DC#K;-+^G14TSC8 M%KO^:/S>[QA.-
WPX8B&&TVI+APVGVXY+G2MC/E=M"AFKKRM4\(,@!I6O$BO8 M>;"_+G1J6-BF0T#\;^]-!%9V3VX:O>F)^\X-<.IHADT2UBM#']F&_/,1FP_F MR*:]]E[8<\C]$:]W];T)?7M_
WKBG&]*PXC=D _:=WK(,]+$7A78-A5VW^HX] M,TRP0)2X0Q"[0]=5%V ?MIVOQ$\.#9=BE(+._XP&MVZT&RT#QS&?EHVPV'4 M81CMUF%XZM6/X(BQ2;#EF&]L(-
Z8V'#BCD']]81.IW/@"([@B,Q'$&;Z^AUN MUAKU_PPQ& 7]5]6]?5=U=>[,OY/YA)B;';\CED7(PX)Y2?2G.Q@&&9(YAF>\ M;V-BSL\"$]5M2^MCH0[-"P4T2-
1#C/6H'N/7A'LL;NMQ_0 CO]MN;%@6 MD0N.;3;<"/263?O).GQE6"LKN'V0%7R0WH+.]\([WUKO_'_N#,M:LRR_OMUC
MVS')PW3U\QLC%EW/SW5UJLJNG^W!#!BH/@FWS<5Z6V_TZZWN+@AC<$^,26G6 MHT57GC,!*R;3P5K?OL*F^08 ,N,SFSF)LI_W7Q \FF1*8(&G%,2$AC'MMP#< M8S1)*-
OM1(ET;8BU>IM*R\#'_@LV%>]&9"@:\48(Z^C#@K[5Q=Y_'C6L M4R+7NVT\(]2I^@" G3C <#* 5'TF])YPNKJQE%?^_,?QN]TE".XAF%DKG:'#LVL&X/ZB 2;@.$6-<$V],'
M\UJU\$355/LMTUD6PTV$.>TL3',L'^2F5EV?YB&P!#QI>S+E!\@?:SCZXEPI;N/*1H[3L58M@%]\)]]MZK]M;8-+%:*,F!A1%[WX&UXL YS.;LM<7]%EQ+5?F-&$\F
M7LQ@$:&Q@=P;^H_WJX='9V6CLE%!;^..NBBA 7Y8I_RNVK-O)NA48HYG6!\3 MJO:HCGZ8#LDST;-92?3]S;#0@D0-#[%GVN8P6=,S89;']B8A>6&IO736TI!
MWX&QAC"&T0M>;)T$GX]7; 1G9/5FZU>BQ?92'N2=[-6[S;T(OV,T_AB6[HX1 M>6(CR684T]97;[>S(W3U!,:AR="-M:!SK&\#4B>.38.!8^,*:YIK#-*XUN^8 MBMY8
STP)8P=K#Q-- M?8]PTWM21TK:U(C(%""R"O1J;<]T.ZU0WW]F*[%?OT'ZQ[\$*N8B(K ,MN [3?R\ ML%B:(04L93O%B#"R"NMOPM+'-E_*OEN&8[I? M6:KRA32:D_5?
XU_SQ]!6A<^V[#WNU>K, $^SFTMJ7]TXM7^1=.73. M@'/ZBX4&EBCHK7=S%TBENU#!=MUK_I;OIM[OS2=ZF<\7<"TV,0[']G5B! %\
M(#'"QB@6<8QB_#$&0;&,"_BM*.HS].LR<.N]F]-MF#'Q\^YY^N,UT8VYJH>] M=E\AL?:*3^N]WP7?J-5! E3>E-NM3.3VN[EIK.:F4P_-XW$YV9SG5*\ MN=E7WR*:?V7PAT-
ST8WYPM!9"B5=G@3R;)!/6^9DO)<>E/BKNO=_MKPHT]DH5KV[!?4"*.J=[6@P]X+#<-J*S2V]5%3VN+Y]"FUI,[;)'AZF"QE&J M(";10M)O2DV\+6E%U2->7U%4NMK'VB-
6E5O["B]4&VN5(.#6L56)B$-B8U4G MRL!S\E2">N&#JA+9^K+LS!WFK'NP9S0F,E^89$;GB[KD95C<58*2>X^S5,0M M@)F7RAA#K%J6(["=VP\G3'QN=YP4N?E"[P2)SHW4
M%(W4PH*B ,9M_G.C!KGDCCQA;<#ZZR;"&5/[!]9ODSGD%^AN,^2?KH5';L*\K MCX;]V[\337LT4B)D8EF&N9F577HKFA9SV);-2$1?%5*>WY]:18$9 ++ MS^P
61]57SHTYNAE+BT:2[78+"TBWG^3^(BZ^,W:%9T\\;F=7@(C<7BXE MV;@)E)E?,@7B%B G);TQ-OE6N6PMM^-V3<>D'[?<2DP\;KE5@(C<1E3WY-T>'99+)OID"LC0JOW1HS-
$#6UHTEFJQ65I$ MYN12+BTJR[$*+BTM)XNRHM!TYZ%9I5^'"%G'A MM^FVR*GR^\%T+Y5M752+MJS$+X<)6SC#L:SD+HU7IXB^E+(2O;3+@S(8Y?F#
M0N4F7CZ^_823R;GXSM(5GCWQN)U= 2)R>[F49,.F4&9^R82(&W$WR^N3 *B MY@;+]N9[*6'0]!!W:TADHC[3PS?]R\6ZF?NA>.;,K@&E=;!F<\[I'F?R<4JG
M2>E<3AB,XNEK,K%O0528#AV,:^D26)_FV[C$NH5ENH@8ORV(9VP_M$],B;%4X@CFUBXV7[:/QL!,QIC3!0Z=Z3_$;TV@LA%]70$2BM=K 3'&/?D M[7\3:+YC$,D!PQQM;
[9,=;"KV;6]LUR(A>,_MR EOCCZ8DZ\7\%2;W7B*O+U9S@&1,\;PX'>U A&CZ^Z#,OI62W^?# 5 M8CZ8CZ:A.,SO\A7+/V$)42&Z^@]M'VIU69:3N&SU%1D7W^H*F1Y YA&(+\TR
MIO;2TB@V@0\O^,EN'S>]/HLV4HA:=25((#9Z52 M)S?L15'.@N6CKLJ9M.!6)F>V(E-IYWZTKXZEZL2R1FY//5)YUN"S%^VE/X\, MS:&+7/^V8A-RZ^#\#+']AIBF-
,UI=^*V0^XX&O)!0WY"H983AP-^<'ST/8?H2?S=HRSM![. TA-T&I(W+]%# K9HUW>%67$O!3E-7#B5=I^V7IQ&) MK0]35]I0B4#C4S7,M-ETCQQ#8B_IN,
(5GR,/)=%4E,EV5CDQBG7-3&F02,SD? M@U.L"CJM(,>9IN=W;!1QC(UDQRC6ZFWJT'[4L$XWFKOKN1F!2_6'N;Y.'.M6 MEVG?
G@FI!IC<&1R%OZC;-9:4Q*DWL4D;)VMTNM451V;2]}2D">M^X6T0)<@U M@8_!%VP]R!)Z@_E",]Z(6X?N84']2M32LO:9W-YA[MF][=N#5NR?
TP=1NF#SR8(V(^]W+!2X>7G!5VMD]#QJ%$])].05WN# +Y1,-] 50=T&"+&N";9G#^:U:N%)"?R/I\Z5!Y*Q_!SYCI&DM;PX&FLIP$)N
M;6ZD@W+'Q!0\TGM*ELHS>:$6%R&>,TZG"OC+0B@Y))9MJK)-%#8'=.NJ-1S] M*"4UMXZE(IRW=8QER<1-A8Y[&2Q9Y?_FS_,)PZG(.<;%@5-:F/T]LI^N..T+B=N477@?
L3]CLV?O)Y@BRAA<_/] M*R.50E[W77S[3]<;KH7 &C']'ZKR\:<+&/H=%2]=;+1[?LA^D(:T4_8FK+((()Z1NC MJ2"!0ZI><0(G3^!"E;?
B!*Z(6155QXH3.!4.+DY!RFT$!BN%8%,>]:'95?G. MP>L")KC@*<%[D7R/\7$]S4' =3D' =?W' 3<)]#GVQ%-4_4GF"/7G0&?]X. M78/CU@ G_TG; 9S\)VT!(^16 M
<"MPTAIE6P3RW;)TGQI MNF/8V/Q#[Z-'&$GWO=KDF;W'(*K(";U%051UK_B')E8'FFZD^E!$'\@9ZPAN?HR \=Q;<).#IRE1T%MR(X M.G*5'06W.^#'*;'H_&*MU,9E]$!.V&
[@U*VRWN?4K;+>YM2MB-Y=1EN_$>/) MQ(N9*F.-D?
C']{BDC.SOV24[3=%\N_@.Q.@VERDE76HW)25=:=L^3LK*Z$).RLKH1D[*RNC*!WM&S/XT(M:L7I//T1@!-72I6L%Y6^P:OX+:P[Y^K;\^"M,*RT+ M]G9'BX(QH+Q[;8!=';F1AXQ7?
WV'$Z&3)PS1NN M#0[7O>':X'!-&]Y5Q]HID1?6"^V:V/G/-3SWS$]XW,(;38=V;:A:/QE=;^$A MDUCV$*S*T0M>%)N2VX:R(F'XF%(BFC?+"1 M:K7%Z5?!U5B4$XP3N\+.I4TW M-
B=V5=W;(9Y03NP*>D@3]E(4E>!9.!>*8COO='I_=2Q5)Y8U6=$P1MT M^U'#]M0P"UJE;5D!>MM0O(2!T %5T ;;%EWFE*Z23MX6? &88C0W-H85' MO*3?<\A%MZKXE-5Y%0M
E7%%-((ME/UFV9,L/;; M;KR _HBE2'EMG%5B2LY_0K,?\U:H\X+IQQ& GIGJ;$0)T'QN(#O32@@'7W"B M9,DI43[3/G1$4:D)^@P:4'9,U5:)-7B5-4''#5 -S)V&0< M<,4
W,G8:AQPQ0#"= MC$W'@5!5RS@Y9=G*M5$B:)M2#1XC?((#;^-3:Q;6*;3Z%: GD[M M&;%F1)MZY]QYX=ZHIZRO;\$K["7?U=D=\4CR];G82-LR&7XUZ:@IB83(L8V'
MS*G7E["932D0[Z$EJ4 \>YTK]3@..0X/D9@>=/:1F!N@W5-B?OFDOEZ8Q#(< M4R868)A^GQ&LL-XKZO,F^A-"7^@'^!>AO_U9;-<_L]_6KWY9(,M^TP \4WAU
M;8KGJO9V@;YA$\-71'0&.;>$I % 9A^1NPF2_T?N4!B?6%[/SQC4P5.NT"Z M8(W@+PQ6AFDNDO9W\&I75V3'MGEV,\T0@RILC"1^81A MQ L84?I#073N:UA3G^ 'F=
"&G1XD\L?][?CP34:C?OCP>C+ITFJ/0KIQ.:$ M3RY'@ZL?P]OQ[6"$^O??:/!_5[_V[!\-T-7#]^^WH!'MPWTANOD[MNA)[!:A M"^CZ_.H<2?
56LY=$U]K'],QE%Z\+,]/O0]B#,Z(^S>#EXN+U,Y(-S3 OT)_K M[+_/:(+EGT^FX>A*;?/2BZK8LPLDM?X*MQDF,"[MH$Y676DL;(0=VSC[E-9$ M[,:VVD3$A\E1Q
"8W#P,OZ,O(.)@ANX==DP&TC%>5=0I1+ZX-F=6X&;\M81GR M1.20"IR(9?.9:V&^/M?$1J-7/[L4Z[5 _A&Z>O]EL4"8'XONG/9 _]#=B*F! MYET8IGV&Z)9V:-,)ADX0^6)B&-
H$:YIA3XS7& 02Z5STP[YO$DC],\? >%X M,+S[-QH.'A^&8 3X]9# ?IQ&C\@D%C$'1(;*"'(1);'Y2/Z,$&C7\=H(!X M7(K& M687A9[C2:GO<=WAHG @D- ^"1&KCV"P$PARFZ.?
&1W#UR;9@T8%PK\ M4H/^VS/Z6$W!;[4WL,]1(^!$.GL\A\.]*XA"HC>PWDYG)Z&6="96--$FJ]3 MVE*OGDLMK[6#9RK*7-NM2>B*0J4+BK1D6L.3:43;8'VQC:R
M;3'OV;\RYG/5HHMY=*/"4@Y/Z&V;R1/#MBBF][KWA]#V9K4!2+6&MU>NUYL MU5#=M49FXN'8M<;HIZIIEC&UT95A+LX+L4S^,'C%LLV8@OH^3/*D6E1\ =$L M9"T(/>
(([#%51ZIM(7G&K+6/Q8*VS3PW+OQ^.:L#&Q--6V!%@?7 \CO(*-G_M'NSQNWG<-00/\F*]_E-MI+'
M/(SOZZWGD):97,26_NVSRVZCUFQTNPWJ9XT;XB?;O/S3,0B)/QLHPA".!7U7 M8##D(+!T#'IR*]O8ZJ6HC(?,4B0I61(O&$U"%_6OQF$=?5_[/M*(FVB*FSN
MGHEIT_V<_N^VL3AD!F[/A^>C<^2EQ)EH'4WHWCC_N$G\3YZ8^,1D58XBOR"6 M\@X6[2N*22S+^<+,S%,Q!GMVSBX;]3JZU77#+5J-?L=O@CL#(T<%%$N2F(K9
MEM'\7,"!W-LO,21SMVSRWMLS1R\.0""+HO9:YT)@@?S50\&8<_V@/NO#K MNU7J?JT_&]"@M/]/7;C:Z\'VF_4Z6.Z->EL])/D_>(.D)MG"A-E5%UA#Y)7(M+(D#?@9I0ZR/Z -,_*
(S4#"3++^I&Q/M GV(Q!!EF;Y)<$S4B&>7[7IC$S,? MHS%[9X">>9S!DBBFE=&L2V!E2+#&[-4S!^O[,(ZJ4V7'EG717K /P^4R@O;P
M;W^& G<^PP4+'M'(@DX'TME\"+"TH(E,8)HCL!,Q3$_Z8(XSK/3A_7Z]N,S5 M\M9EQ(2EV,(Q+8_MW=[ET'.?1@,/411F[YT#%&\Q_0+-><@O,/O*"_FV8/UW](;^Q\/$FOH3:4S5D
M+?37Y,%_'0O6E&_0B5M=H4M+D.%O2)X1F"YXZ">P.6$+<"KR VZ[#^)'-,,6 MFJ1#OG#4:D& <4Q(=X-\,ZE$FG05;4;] %424 #^22BZH5> MIG$?I#CT;$1VZ\)
(D,F'B3Y00B[Y:Z ,\#Y"#+ <$DC4S]_0CXC8,VQO[OT% MK_>2=M%]V!O#1P%A74$?)'>,$\ ?7)_\%T9 [V>WPD.T%[Y[6-4_U@G626S9
MJ%="'GZSSGAE:L!']&)P\!.00#TGZNV#8@!TU*V34.GKAWM#9%G8KXA=A@53>&$9=,U MMK$;&]K@A=4[@M;5T($[05Q1N(-%ZVBN?V=4&Z,/=+(ZGZ6&=.[=8,]4YA]?
M4/]XVHSA]G>)=U@)[D1S8![H-'C@CH'F3E9H(A))80S(@C#5Y $);!+ >" M44Q2"IM4\H7^2N-MM=+%O02/GK"DR)0-N8+K+]1.0]O ^%(^_]$GDSCQ9[Y M5\]![!/6-
85,59W%L9DG@][CI/KG[ZRR^)G_[;=-T1VS[^/BGKOWHBN^G>] MNLNL8%C6)%]Y!376>4:K21Z9>O_"NW"\K,1$*F&@W4% \PHZ\V28;R'F+;N)
M=5/V;HIEZ7;/+ON;XXZ2G+G'BN[#Y$@4E>(W,XIF>\8YVPG'GO:K,B>=/-6L M]R(30G,GSR!*!.XQ: ZSW]BC5^Z3B<^>6-\Q>TE,0]"'<^H+P^D6+4X=]Z&V MASH-
LZ*9[0Q,KQO,]'4LUP* =MV$W)"4-C B:%O:&WV\186FJ6FAP\K>H-S] MK%4L.B.A8EU6L405 TPWHS73WG()-Q4(TOT!5HKR:C0_X8Z@VW7L#EY7>99N
MIG#R8!>>>$BBV*!.G@MYB(T')N) M#18H8D^,"*RUV8N:;FZ^.SY8*WL##2:^;@Y@:2'>F.[^SO?N'|8Z\T^R??36 MPZH'8*C+F+X63'8'5D@,)NRN,T"MK,)D6+^K-
=6@USBZ[@M2H"U*KYX/+[_;E^7KZK:(^1P_Y3^C\3_XNS0T '+S8 MV%L?GOJ;*458!.]7L\=O7W\[VUCGL-6:]WQ-(U/;XQ[O%]/-RV4[5-&?T/K;
M;L;#LVT65;")L^7&7/_QV;0&!H/[^^8%NBQ%C]_N?WP "^[R97>N=OGZGU8? M5DG&C_UO@]K7X:#_6ZU_,QX,+Q#67O";M9DFO#8+?A:R=% 6,LLWIB97Z_#
M9X9.\+'S,GZXNE/UG\OW*ZJUT#" 0]79_I*)!B)C7?RQ9KVIW+)G^<4;/W.Z M4'G[@I'>L?GC4O2N_^SC]&]_(;]F6$4T5C+T)ACW?UQEVV F]@_818N5@
MO1*I0>@4!CGKH+WH+BWS2DK!3)HS:MLT[.E]]E -\#TTFC?W>CA9HRN'H:/ MGKLJM4Y'BZLPX%'".AJ#WOUO7-@_EZ2_QL1-_VN;-P'Y*50S8_N'\Z7:2?^[#!O M3?
&F:]6/%]BTQ268Z*]P!O- #>T+\CI3)RK%ZB.(!'3+XA*B]!G=W-[W[2]N M^W<(K'T08'VVA;*&?:MSW?US3TAUN%9&8=(A+[*+_=2;29$70J;6+FK>P@D3B M.?
]A8T=1]0/L9NFP6AX!95TL2\&D3,D,YB>$M]F4>48N6":NW1^8PTLI=/P< M9&R")CM!M@(7&-0*T2WWDV5HJL(B+5^Q!I@C:#0CQ+8\]\:::X2ATU)?_?06-V3P
M'L"TC./QH(UOG$3CR9NNR\:FNN9P8O-#W?*I0(KZXTTRHT7XG@FZ94V@#W>& M97VL&L8"B&_KB):)*C:/5/%UV.)1"H:0;-MD) MHWMZ$\UPV(FGL%7H"9OI[NQ>]KC%'XW
N8+W\G9(Y^@[UO$3]4RUGZM6K+C M%D^BLJBO8^W-4IDT6V&1@M7- :+W#(GE:)L+@Q,&*27 I53G&(W&Z!]_*'MA MM'&._DFSP53;K=M X08_:/YWBE;-L!R:.X(GAF,#I,V?
Q$9#U?!YPA"D\WLI M=3D$MZUD==LTM/T\P\US%@.G]S,,/]J&3!0*NQ,&V7(&,=*V(HV&DZ3]PDG+ M>)*[+GT8_SH8!@-
*)XPV=Q8O)6[[;8&:1IYH.N%^L:X]>K,KRMB^Q%.69>[$ M<71M19<)1M5^X.]?,PL,W M]QRY@7(%U%K[8;$L1D_2G3(:UV::HW(K*A4RQ=2OL>]"]=]['_U8T.(1%<-
M,X#$$T;=USCELIW\W9 M@;LI8\Q8_#V5_EO+NJ_R$%0$/V:USS)D-V7T7LL<#W_J_Z"!DO[PW^C^83P8 MH>'@6W]X?7O_#=T\#'^'C[6[AX??Z'=VEN[WP?
TX<)YN'I(NMZ)T8UJJ<'FV M)G(+7-+*P3?P#K8#W$UW@Y0KIR+G[UR;Q^]FMW]8[IXW5+<0F$6CYESE^
MHW45%0(7O2*+@O\Z6%.\8%.I:8;QTZL&X[W#+^=&B\FH.LN;FQ-,#]9VZSVX MA1JD3C^D/NFJ+&E#H#LH\)SEV;D%0Y>/BH,]2YNNO\,MJ0R#@Y'[!7%8X4C9
M>&:>R,F;F^4'"W,TPR8(9@O))F&Y7.R:81&DX1?K'/5!W*V&+'C'J,#LZ<'9 MA&X !6S#I 8*FH*- [?2#D3/WCD:SXBU[0Z?;FCB,%*Q:C^:..F>9:+8AO">G
M=PP![QO))DN@9359!TV@[C/1C$7@_A=:,6A![&R"H-@7:D+6@6&PL&08<*1 M1]:I0ZV38/%W5LN2DOW)W0 #]QI;3<<@L"\+]YCW8*,,M* F=(H0P7LGDO%"
MM=EI"0M"TY6H%20$ZA"9;MJ2P/JASA?8);KI%O@T3%JPAJ+!<_DCS16FSP/3/L(@'KQ/&?$%LE>6^0)-$?[)GW@=F1"=3U44,K;WDZBUZ M)S@E82"2_0MRU[3AHQERI;
['C*=$E8=5/?.G0A,NG<+T(.EY\-%#1IYPFXY MJ%4@D;T8-+LZ]YY@>&*_>L2A)5_H*6ATECPHO!CF3R"B3+R366B[>*)]U*'O_MUO2%;;"F#BWI"N32&#
[=W@'I]7P,T,!@M8#=P;M(Q*]9[SK?=W\27W-,BC; M$YUBFE;#@FXHM2O)2,@&M/9@G^B8CL]Q<8HG_!O_?%<#1E\\<5CVQ>F1!- M!:AO_DQ HL]#;G<'N_FK*ZTV?
Z7S%MIM(.5_0]X"$T5D;+W]W2+DY^9O'L]N M_FS3&I"K%YP]&?C=!$'K$["0EC-*98@%PDG#)J4E%40N7($BE'YSS,BVC8PC M5E]W)=3H8Q-,LVT=ZJRG\//YF\WWU
7*&G*HYO$/[ENF2\Z7&93L ?K>8!UJ MT+[L/"BX3 .![EL=788%)P:; %3/J;)Q5N\(B4A%!2:DRA,4L\I]&+-S0UWM M81&;CA78V9>A6_&KO;NN+-W%M,
6%4ZLHO$S*I)%)8B[9/0@07O\0]6IP[C\ MS7 0?H+.6S8],Y0FKYO$+?WF3N16Q7-^@E:6%P-W%:-,F9]IL6.3E,I5 "IH M8;(L6^[2G@!&5FK%):3S863+
<3$%+#VOUV>41[#=TBVHH-/0>]Q(+165?URG8 MUDT]=Z+$.KVWWOO\&RNZYMD\][TP4Y76NG+OI>=H^_L7-C:CNC=\H$]X'60; M&WS;\3??
=CQW; 1,%6^.K!F;'V]_.*,*4&8ZM'R!];PXPW2"O2Q0[\X)K1^' M66DXN/N_P%H,I4SQ,E7%C"H/O+2;[XT@Q>,CMS_K$^1]"]<(86]R:QZ]LE== MWEJUM!%S7MJ2]]-
HF5VVS2JC:,!^I3MF>*\,<9-0P>=K/% Z@U32@0/=C<*L M4C,[D\^ONY5P],ES>Q)I5QGNQC%<6]=S,N7GN]^V9:B _$FD7^<&@/:"/G
MZ/<9+:#^XAIUK&PD*QBY8%W8)0@V[3XC7?(Q%SGKTE2P;??:%O8LISYPC-S K^[5/7AAUW;O[="H[LO+,\] M?%$M0DT,F2QL%*S.#K(4[/Q3%'A]#>25\S2C1/6LEU4Q^P
AO#.GWWS4;4$+ MU:O YQ;P\$0C@HN*]8>R-=I2L%.Z$&]L(S:>H>.],.R I?):1PKC&K@PMX@& MQB2K4T]\-1^L).A2AC'#-VHP>QN\5CI_3=/#_:1?M,SE+KV[9J E17OV'AW
M&< N6^Y!F^YU=16AHTJ=\CE>\37VC\I\ E$-'2-,U3N>3F+2;6DO+Q=35+:! M]3"A);MGE(C*N:<^ "0 'Y@*Q!IE'__KEHUE5I,G/12OOJ-+/H=5@84^P$L=
M9J[34;YP3%C[>'),6*Y%?4O3[0T5,/37<#X_+PCLC^G&]A>L$VM]+H0Z('G M_/*:AP>0_Z?KN\%N[Z]_C,;#?Z/^_37ZWA_^-A8CZ_ZX'] 3M4<75QW*2!CM M46;T=]^%%-2F3-\
FEP[:XUYF+*D# ,OD-EY;\"BE#OG[L825]B4U52F(^CZ MNA"[ZVC'],_Q5_/GZ,IE_U_V71Y<8TP\K<^,?#I(PZ&W*H0Z+IC_@&=!3M , M:-##T)"\[F8(WKKLV,
(!K2G[*WN=O%C^X3G"\B0@$)>EZFXX! MIAJ#[::!M7_7K!:;HUH4P?&],Y;$P:^#-=4*L%=<%#OTPP_NRP?: CT_S/% M ;51]_P]1[S#NM)3 M[BLWG^=E^_D.C7BM
I]B_F&L7,.<1T8Y#R31\3'.&MW, MP4AQS_1VZ\]Z50:]2K#>M[5:L%Z)P>71N2(].C>\TF 5(YA1$T>K^7FS1C^N
M3=GM>/"=U?'SRRX&IFL5[SW/>;]*&CSW)GBRFN#]Y@2_]T^<]D3NU?$5N:\> M[]\'H/WT^CA]A96/?#E;_\.4#! HU\'@_$(%:';'Y@%!A81V$[6TH6T>23" MQ[R[&0)=5UP?
7)S74X-356?:(=QRVFY]1(UV[>SN.M@ 8<>>O3<#S*?)!ZG5 M$I#_U\?/:#,9<&+8MC$_^/3C$)T8?NIT,B^# =&BT;^<2;MMNYA:-&C-NE2O MN7,#MRU>$:M9PV:T+B#Z_\?
T4B+W$V9D'FS[PO6_L=S0C7+;9'ZY% B)D =Y M;!"<(Z (@'@7075/#"P>8A$#A;W92%3MR<[9F8O9,**5WY;FV415N"<,R%_6:8O M*Y86S(+MEG]Z+O2*I$L8Y)^H/D#SUAS?
68AS.BOEO;SR M+U&-2/$+E.[5\.:9?M2K(8MBNUOO=.F!C6'G[;E',2Y/\?LQNC[SS@)TK-H3 MQHL+2JB^KM!]BL]]>TK);HTB^%?6'(\DC QHXS_U;G]8:9Y>B) GMEO3N
M6+\LR)0.(#C0I"'@B?D"K=$6&O5N]D]/6MK0^P/B66;*LN:H8*_5,)^UWNE MY% 3ON5U&]LUXLKW%44HYWF6<4PVZPC-GI@[DU4#2;D)\&9< 9XDDL2Z((FM
MW*%4+#/==U;1D('G:/,=_QD*^>\@IS=61"2APEK6]$[;# MC!XN_L+.>:+ID+))%-5&FF%9;@TSO%B8QBM+]=>'%7%_6#IIDM0[4U]I,5:"Y MBR50.V>7;;'K'1S)UA+[/=
<]NVRUI>5S>YXW)?A[VM1GZ")77$DIKE9"6C M;;@$VSVQCY0Z(';J3;X>*;D&:\?58&E]ML2V@V\"LA]Y?%HD@56W>V-ND6" MZ;[RFCNX5*)]
[YAD=AI@OQX=KBAZ<16%1_F!2_B^KK#Z;GU&[..8NUT7NIU& M^KP=%E4MOPY)$+OJ[9]I.ID-N\UZ7(V4$G;;8 (W!+%3+R9VBI7LRGYU=78Y M-F@5CQ(KIB*O.9JQ@R%)*
(U&713JK?PMPFI@**]%1C-VG",1#,&JHM'(W]5Z M>JL*MI*@Y8/L-W>KWQ^.NG W*>O$YB(Z*1$=.Y[A4^=1 O*"P33P"01+^9C< MUA0:8B]W7JL&H'*3U['#&BD
]BVT&_D#ZO2L;&CDFV$HM,0#E]1)2>K8#GR? M%'%M(+$CU#OYVT#5@$]N"@!M#((Q"'+ M^KTL'U+TT1P:QR+
<4YVP((\=]'OP*USK3W<$6X31Z&'ZPW)Y+RZ;"8U&.WSDF0;PC&(X MU*6UP30Y[=/W?: WM[=CF\'(U85?O1K?SCX]>'N>C < 1T- M_OGC=OQO7H]V#'ZJH']*R]#GXG?
U^B@A].P$X=+)>*+ M'+9OQ0[;CV:&:5,.7!$N;KI5'3B01^O+':UOQX[6)P2D)@"I*?2Z&6P4YAZL M[:)\65UI@=^HV.;2.B%IW8Z_'=@CR:-+D2,KQ32%>H?7'B]YP(Z_+3AA++7$
M_+%T\N8W$)4=Y2X;IP&IAJBT.F4QHU2:=N;R?$MQ>,",2PNX9.2\;4!Z4$ MNU1Q:^=%?@IKJ!O"!TI?Z:L!K1R$_3'% E-#UH]H<Z_N?
%Y[.])H%]IB_OM&]P&IW$1Y['!G*I!]"/5F:41X=4WV:S(E0$8% MF>29Z$ZYW.6GL\>M'3M4>@5/T3?^KMJS*\>"7]TLL&.U@M066KRPP%8OSTUB?),'[LF'' 27"D

MG=F4A$8N]92RQ51) 5QTS14[4)T8@)MB0Y"D/ JA[X&I7-=/Q^QUX,^6[=G3 M,XFHA[6\FTN*[%[MQ,Z)"*;^'UV%H]5I"8TVCY&5V[':B9T,D3"8.D*SV\D= M3*?G4@VZ46W\R@-B;4CLV#D./FEN==F8DS%^#5CF1QQVT1*Z_!#OLDONV-D- MZ8"]D0EB, \CKT[-*)#4>CJB=(MK?QM@],VQ+U\!E2#& 6:1T\NR9.2Y.GD(QO?UU1H=_,WH*]!K;SD>3>=;(&C ML24)S0)L7#I)X]RMPKZJM%16X[R D?^4$M:ZQQ5E#RZGC]8)P+B=#/RB/$NM MW+'^[G&5V1,%;$-H97%N=8JI:15:5FRD3+N9:=DIH[*F]]2W-DF&W>/'@!/D M]':39['FX8+BZ6D54%GO0\)8KC5%+]Y'/V>7(;?NLE)&O8@E% N_G'OYNU MZV_X!WSFJF)IBQPH$*+#EKL]:"9-9,8AF.+!E590^]+;6:/M9]FZN36 M)O/:L_13!7Y_(=> MC2;V(6 G+P*>GJT.C8QFV"0S0P-Q;/WMSUU)['Q&Y]'M=]XU7S^LJQ?5BQ_ M;4!HT*6^9Y'5_YK#%B_7ME;!:]*WUW]1O LF%K0/?3/DGZB&K]@)AOK+G^D3 MT*N_[".)>R),X3[W26>7]?-ZO2XN)3;[!Z;/1,]8[VGL6=[S;-+L2MT M6G4!&MUHTQTAPHX],TR8;X4977N]MD7/CFT!MKI2;^-UJF4YA[RJ35\EU5M" MO25MQ,IP;,N&%P&N$+;1/QSM#35$@#*1GB^C0%AK=NM"DGR47; %V6UN#[4W$-UU0!07F'@ MWA%AX(H Z/3,]\V"@IYK!&N@>54%K 4DXX5]8XW+Z83D=""^VG%X1YQ%HU>/;;83AY/(EC3^>.I6"O ?,K".G-'PS8M M#B#0]:JK-H?N1P_0(Y_V,IXL3-NAL3&]DZ4 39U>@)*@%[7+IGBE=A! M%O0>/E%F;'2[0CNG\U$^5@E?:=0-TKLF'9J+:/TZ97;^WE*^O5V[0 <$_HT)R^4$<9.Y9SS0O% M/$?FZ[2RV(Q(R M^0IIK:JM%9FAQ- 58$7>S]>KQ3ZJFYJA'Z@$C<>RS*D6A*66P_Y1O8RN^EMJ& M53'^8=A)896F";6R*$7'2ZL?I(2D3G #VVH"'./544I[>2]!G"58C@3C6RR MU5^*P?;1'=S*]TG46N_K2G(;2Q"EMM#HY:"S&M7062<+Y22]KB<+9:G3$-J- M#$KUQH&RJ](^V1+-#EKL];*?P.>:;?Z,GHE^A/"(2VHCZ[GS+8>.,%W:9%BBT'HR@0@8F[V M8CPC",O458CU-YKE]QLV57$F_PP@T>>3)9/9MHT3@2K<8M0M"GTR%]VF8V9 M7,SM.%5UK,L]7;+9\ /:\G:>[@"W3BE0T]^"^/CMZV]GFZBKU_\:QI3>+XS5 MV4]G['4; [[L9#Y\VLOF$UKIO'B7]F\)!--0X_?[G]\W]I&^"3Y M4_NW/QS#_NQ/L/OMW>YMWF)+\C2QY8^QS\,%L:@X_];X/:U^&@_UNM?S,> M#"\0UE[PF^4+-DHGG:S- Q6K.U7_N6Q#4;V%A*N59UN2]U--!"9ZVS&FEZ^%'W!:&92\?MG MD*YG:RSPXDV$^A):I6!VR4GOV/QQB?OUG]F7R7OF^IF-]IR MAF5SIMWPOWI0@#MACD>_W= [=C1YNQNCJ8?@(@A*>SED;P !^W/= 7-^.!]?0 MJ_OKP?W(31ZN+N][M.?1V/XY_O@?CQ"#S?HX7$P[(]OX094A %\4'70489C MP1H- 7D]>90(KN04QW04;@M8=@/C'O/L9@F:7LY@UXHG/7\ZHTHEC??E9G;NHOG@5EFX%._$HP[>K9#G_!D4[K?7]\ M[[KCZ!?O5ZT#1D_S;GXY:^]6Z4?U)KZ?+ (H;8G7C&!*4*TW@U;8U>A+ M8Q"N!'V'7V<6&@!2E656TY=/9'[I_>7))Q0P#%7*6_BUI6Z&:! FZ M3KRA>Y2$M4?Y[&]:B?S% ,'7\O2S%%7QO-JG%\?]9K<(*K5;NG89T6('R),F= M9!MAZ1!1^2Z]/=)=DNK#MI06:2.E1?%26EJUNGC 1GU&Q1O3F(<==3-XE36' M&GE]RR+POQ)[6\REV) $28]_'2:I*4T?3!RP$8!MA "VL0)LHV" ;8]">$3* M,0=LZ0';#)>P4C$EK-2N"W4Q_LS/'+"E!VPK7,)*Q92P4JVEHL8Y.#+VWP=1-P.24!OF9=:+:Y+^FTP-=+ MP'V4!/C;;;'7C+]GFH.OA.!KU!- P!24!OD7(XH>\A[/)D:RFQWHUN\PYC: M+W0[F +DUXP%W:G,[>8,&5A,)+QK$6S*L[ZN7*,(.'"=>;'C8D*OQ^.XIP7& ML%R#PT.W*8"Q(W3;'(RG! <:P/(+#P[+)@[$!B[Q> $/+.1C+",:P'(*0ZXI M@+$I='OQ3Z_(T>X^/0?UB&@:.ST4[&ZXZR>A,5=N;&?(Q6&)$X<:VQX5@8F_ M^S0\CH6;=:'=C5\@C.N3,B*QG8"EG082FV*QG#@ MY7 \+3A&!/P.LK?3@6.S*73]W!%Q6G","/D=9'2G \=676ATB^6-X*[MJ",W MYP:,\7^8XV2GGU&SKC1 M*E'H=(NUF.9H31N-$:'3@^SO=-#8$R2I6 J&HS%M-$:$ ROU-!8[LA-/C& ME1-#8T08\"#K.Q4T=CI"LUVL QW>T>>=_^'HUHJ0Q=U??M'5;'0)FG%I]P/* M+&Z$9\K:26R(_.I8]DXLZ\J83U2=431 [*%+6[;O-2:;][C\)HCC/4AL6S3D6W' MK$KR]]X'*A2$X??N[U:YD-"^S146KF;041)7 HBB(&6]*2GL9(CJ*]S3A'E" M,T*3@KDDM.H9KU@YRJN/\H2VFB8FS"5!RMKYRF%>?9@GM(DU*9AWA(Y8 I,% MQQW>+67$+FO=/2+$>%<^F"]K2BLBDM@ARSP9?5WQTO]B:\&6*+1;W-KC&$\8 MXTGLO4T*X^VVT,OZ"P#'>/4QGL2NWH0PWJ@W!#'KS;P!+[A9/">*,C M-+/.I4AQ,7-*<1FIPUI?G8*BZK(Q)^B#9EC6QTJL90K#^&>7'[:R=!);AY>$ MO&5TO ,JQN-J9,%LP"=WWW ! JP?.0ZSP6$[B3W#*>]0:@E2 ;]]<1QFA<(,D M-@LGA,-F (=-L.C;=8[#D\Q%AKN4\!AFY:,*PP.>: @>*B@/2/FTI3V(@,? M!:037E\^4]9-8C,P(^:|H1OK+'S4_OZ -BE 4BU7)5GA,8GMP.GBL=?(OP@* MQV,V^=WM)/8#IP"2U'H\"KSU0/C=N&8Q'[@=(6C*#3]^KH +<;S@DT3GJM6&LX>K)Q&P.]]>-BA5Y+8_DLI^B]* MT/Z2G@_3WSUJ1C'R5'TE2NU_Q#0B>?AO?^Y*HO0Y=R[.'2U54RY;$9G$SM]8 MB-Q7M73X>6,G)B23V/7+A61%$%D$(=E)8KMOJD*R(;2;Q2H9S-W>^QCAM"B/ M22P;P9J,(.L%+T[&'B_$TKJ3Q(;='[D]8"#_(\HWK.HT@O6@7T,'GS$M=WLT M;[>%5CW_FEO<]9B1KDE8;VTJB 0@]AK%4C(?16!]9DJR8W M;.73,W84M5ZPY3*8=HP3&Q_9\ (P[/+*WB<&PB0V8"8N"\'*YS.*1@FL4.B.Z0HX MQ$\3W=TD-FDFAF[0"1S=-W)H3N)K9_)H+LA">W<4[,XNBN%[B0VE";&;K&7 MMW=F.[JY@_]=T99&VUNL!$JUH D!NA.T, (UGU:*0@Z_HPX3H9*K:;&H:\X_^ MCE0;OU:D3F5A),,NED]B(^IJZ_@-4/,*7]?]#O"-M[?T.G'3$-36.[8X[Q9@1WL0IM2QD;7 M>&XTA&X!SFKF>,X*STGLA"TPGCMUH=O,V\ [C>,X.STGLI2TPGKNBT!4+4ZB MAU "(93'DU] G*@'(XD-ODNQX;DPOKI(,;LH%!OY1UAY?ZZ2]$]B5Z0BOK$S"YLRY' M6":Q%SH#6(I"KP!%&3DLLX)E$INBTX=EF^Y):'GTX%E$KNCTX=EIR6TBA-Q MXQ&*0(2*;HCW+7, EP5DID6*)HZEZL2]ADF>W&H^OZ7[P27U>DGLP;Y6K84! MF/@& [+&X-VSX[JWQ!KS87<%U0"5VP?;64Q![XA-E@[Y5]-^]E/8]^']C|:#59Z_?$ MKN!!PKMYM $\]AC.!!:4&TSZE\+)D^B^;A+N?)*!PGO<\Y/4] ;3W-[?! N0 MG7<+4PZ$XS9;W(9E? >Z*SA0'M_7\3W?CN,T%MV%YFKLB+$7!;?=>>X%)'C^6"*K!R60A%BY]TF8)-QM*EQX\G>9&*)@>R=M;&2(LU3*9A4T%&8+OZ:F\AA##\C"3 M63%5D"&XAJB$AMBZ%A/#LC2368LEP!%[K\KY_6,5V7[,D<:26Y(UK %<_#M MYA_;M:N;^_A'?..:]3S5[!F\D9@*D*$F:RJ!3IO$,AQ3)E;MRK*&WI?:S)YK M-; (1>BYI;08@U2A0B5*19:#8W7,=6(W5'L^]!4D6EGL;=_4WP*8.W&WYUQEN MJA!CXNGG56:!L();<==[:;% [N$]S@)59H&('(18*[QT6* D2_.E5F@8AT MAEA+NG18H'? >S/MLM$3V))U 9_T;_)VX:T.$88#XB0"ZYG-:]XX"PD*&8ULV M+*E@.GFJ,7\O?S%_,7]Q\5L,4\UC)XM4PTFXMW59 7_!'=(>W6L,'GS07:@?[M-E#*2-8'NG?F$F]3=]_UL+* UNWC S;M-V%A*(C=C)TC84;PZ83X3H4%#CY^ M+A\6:% 6J-=;G 4X"R3- @>?29G@@^KRU +-C.MTQ6$! M=T7UR9X8RAO]AH$BE^A/")8*BOKL?@I?U_B=B[F6" <).)O1$]$V7G=_-1:Z] M&,\(PK)LS!=8?Z.[='7#)A8"L,#["]GPR).)-9A[TZ;G9]@S8E'GHJ[0,Q 5 M^HDE-&']>YS"&DV75;@=$&:SO!7K/-T!;IU2H+"?AO/X[>MO9YNHK-? &L;* MWB],6+"?SMCK-MYW_^/[\H5AT[S62/AH#N"<O: X0:;D^6X$5?9DMOP6/_ MVZ#V=3CH_U;KWXP'PPN$M1?\9OG"B#T.GA,[M6K/>A*X]/IO63,/%O]\V:?QP=:?J/Q'<(A--"Z>C MHEH+#<-LJKJFZJ0VT0SSTGBSHH*<52G. M7 +2.S9_7$)R_>=UVC):HGOR@H;&'.O[*MHQ%5>4[>B>*,Z0K=]T*\&?/%C $S#?H]IN M[^Y&#S=C=/4P? 1Y!F_)66C#0'[<]W16;)\KNUP/+RNRO 0#$R5@Z77$T,-4?CRB2:?[WEK->0T::6;91R6I&5 M.J,;+DS%SD9$W:1BGMF: R4_=PJA^NIPS6B>- C4<,K[%C;FMH1Q1_RUQ$Q8HT<=XJ(V_%.=]H MC+S5[.7D#(A1))DS5WF8:[LE',< IA)RU\K2EH1N80SM""U6O<5BU7EL*XO% M.2NJA"QV*0J-CE@V%<9C7/M6(A\;- M9HX;RHA))JKFN/KL=91$$6LRYG(\[Q M5)NB+$2*^3(IB9!:89R^6\MS<@ZI*(?$.:\]2PX1@4,*;_YR#]D^AS3C'&"5 M(8=TZD)=B]A>Q#F5*0S#B_O$\+QZ, "/UYA'[2[JE+X),4HI(10<|]".B=18\DG@5=K:=D&+ZNT M@8;DQ&B0D\,FM%PEE<@?CF]_+YZ,!S1$;"2Y)W/ M\"(T^.>/V_& T8?KPVX>*65!$1>9;*PD<$\(2;GFTD'UE8I: M5&D?Q;FE\E*!_>Y5W-L3;""53=%;R\?X_6&[BE,;]9?)L[%)FNUP\G'R4(@C+E MK^4.85X--IU]L,OS!]TS5+*L 9N[!<)-'&[B5%"O]15%I6']7)4;1T(1D'!" MQBZ7Z5RF5Y>3V2:BRO,P!\%6$# 3?69HL*Bu KQLX7KOL0PHNVP_P&ICJ$$T_V M;#8SV$=T:SQJW$,V W KQJ1Q6H70ZE/G="H#G;Z,.33!:54&6CUB5:FIG%BE M(-;)6=R6I6!5F.38,LQ.;5*0:VU74F<9&4@6?&$87E6CJ?H!*E2R-.8KD4 48J%P#'$,'>:TM0WY)P<0!U!< %WAA9I=HAJ'4 4A],&:3%59 MM3]R$'$0<47& 90+@&Z]BI-W;L5)#B0.I(JILP/=6P4XVUBJ;SO;.+G:"&O' MK:P7(*CU?)) Q1K698+^@'76'I]0W1)@:=H3U#@]7M7;:GFUU,CQ\:5MUL\[& M62FJ5I),K#7$_XS\,E&NUYF&"PR=EJ#IOZI6S0UX,Q/BP;$M&^N4H;X3FEH2 MJ(;&7';;]=!5=!N[V_+KN"U&X*C7]W(70"@BUK&&=AJ9[MSRH[JO9U6K%Q[7L(&;)=D& <+ZE5MOZXHM,2B')S$H4N=Q>P+(SD;]%D*$=V)S:R5_ND:(K7K>XY6K.%MM"2X$^WPR%^_MTA#?;I]T8V-\2&RLZD098%,'L6UE">Z5:=+K2(+8*TKM>FZ;% S>O53-[TP0 M+@G=9E$]SW-\%PO?W7]\$V6U@3?]&+%\\"XVA4Z/+S9/%O!;\2Y&XSTCL[K5 M$(5.*Z=#64_F\+HLPP/,7U:;8/>@@OD"1""F)#WUN$!6#M2M]0FZDBAM+U# M5ZT/]9/F#]Y"FB3(3W6K%%8>^3$V*00 M=G(K"38YPHN=%Y_L,-Y[@BCQ$'TAVB],FDGP2IQG.%*B?62KS/*LYN@&"$"UV"!;H#Q M@E3+7(5B4)QJ.98"X,- -1(9U;B,6J*W"@%W*-]P3@79F&KX'.U\/ M<:P?@?5&SC$;#G8.]LS GD@PN@ M!SD@5&%V+)M^,:9POV6;]@QBU8U@>'L=\ LV%8O',0]PCZ^72/[\960]_@ MQC#'^/7W%9[@!W;UZV8(-7ZQ)+%1G,(;E=O@5S85NE\>0+K5DN(#_]52+W15 M^^7,-AURIJE VI5C.6LLB_4L]+;TV&&A"VDQL:AF-[7OESMV"Z^H7EBK% $ MFT:L)Q*H3F8/2E+,L"/M2^KV"L,$W*S)614D$KH^9),D$B,>WC M]XYP/B@.-O^2#Q()=R>_/X3S17&P>IJ+A/TBY-S0W]/0YQL[#HNH#)>A%!HH MD0/;/'A<)/?1'6(]D;2"8\ (B:Z:GZRKNR"(293#<]RY,BQD6T4Y+$*L9[;3 M/BFL[IS)-*#47AUYKS;*HQ SS+.'6(IKD&&PM?]RO4F\4I M=7[*UGLAA'HB(>V$HAA9Q()=1[A M%.=,PYFF=$R32/0TCE.=_"0)P@E2&,?1!,RSK8V91!K3 "G5S MU=Q)AE\7KYD*&*"NJ1 SV#ZR#$U5]]+_?RR>Z;MWOU-R8,\-S_>#29+D M>W>#XXSCC..L"CC;9G[E? #@XZ%'75+L#)9K?HISS#.>9_7DF[Y/".=-PILEP M ;]WO[?F 4JY'1]^%[ML7[VODER;34&2FL7CG8,3O4^8;0659SCFTZ]NA;B^KCP:JF[_3C3MT23 O,2R#--5C*F? MNQ%X+/ZA&E*G*W3$XP.SQQ"[$&C. NU)V20';5$OB'G#_MT.ET)TXJDQ+3<5\=,OSG^*33E?'E1'TC M;]0?>ZYX(K 76F!8-27C=[AS^!<,_MN- GF;>^(]|U'@"P%_9.Z)0%]M"4^06 MSRF!OY4W^(\Y@3Q9_->%;B]?ZX>#/UOPM_,&?Y*GDB?+# VA)QY_#@%GAB(Q MPU9>Z*3."UE@N'5VV>SV!*E>+Y@=7YY](W[N"= M/>Z='"X'3E!)-;P1-TOH2AEZ'LL'W!-E MEXBRX(>QRY$G77.=4A:XGBB31%0./XQ)CC\)F_-)61![HGP2L8?[0-LK\9.R M.=^4!<$GRC<1^[@W^*:8>" INJ,\.R-RB!=RI MN 3#,\+I4[<,'>.*8^Y2&S^F T-'.PGTVKN8$\DLI[D!@8. M_I-I-7?P[QL9T. =DXU?THMJS MF;M .!CD@7&&F+)M^,:9POV6;J@SBU8UV>)LD\ LV%8O'/+*7*ELW%+8223 X MON03]2G<&,88O_Z^PA;\P*Y^W8ROQ@V!2 U!:F:X83;"(JD7]"T9!^09_6CM MERF0;A&H9- ?'0M9[9(MK]H^\59SMR^SC'YO3[89$K8ZGQN'\L.^!BMGA*W MFK]AE$A4/)E=+TDQQ*[$LIZ4.R-PTZA *B&1./F1.UFX,N"MYLX(B030C]^M MPGF!MYHW+[03B:TGOR.%\P9O-?=%0WN_<#PW_'<8_GPKR9:M)(‘#[1%>8H5' M5GCA[>)3I<(O!HZ%4K2:N_V<9< UQ+](K,?!IB P(5>.:1)=?-*QNU^7U<" M*F=EG=P3^V$*ALFC8;(+MFV]$\?&$XV,C41P&X<+S[GF+)C]T0Y)K,-T9QI*@C?$V6:1(+%" <4%"L%$.YRN MS5Z&!W>5#\\GRD7[19HY^OEV$7=,-=M8T-#"Z^H7AMF-W_F3#$\#.-D\Q M3@'02H#'QQ&9;U.:L0Q>*5_1'?CS8;R7,<30 VID+,X!GTR#(T56&8JPN(M_O\QEP-ZLAU?<3S]>0.J %TH&]:3#N=P3'-,YXWILLKI+?9L)Y$M^_&C76"# MN+;O'1@@I?)VY,T@"Y_T^3.1.OQ'1-4X@Y:X"YQ!$QG?UI323B+Y(G'" M=WNQYKZG\S9$H=? +\'3>?9@DB[UFG$4KP:);.32S"@)'%* +A6/28L=FHP>XW33IQ=;2(XL#'L^B*W-&ZO6$3]=@G)]A M'ZR3/]7$U6BW7K:2C2]G#:MR4!,RWUUS&S(7$K2YLT2!>@"Y\]4N5*,S95' MQ)238TNAU6@][39G3\Z>967/K49M5XK-G[%/QT]_5?VK"C4FUVA*>:RF8!; MM)PYTV3.1]HKSFSXLRYT>P53GYPY.7,>SYS- ^)9M@@>0)S30S6ZW_UW[#D4WOYRY*;;2]K8/U] M-^/A\H4A,XL"C?A9!\$?S*8UTWA9YB-L7)*)IJ'';_<_OF]M(X%D (]#46O) M*#X/K'T.?IPM4S$>^]\&M;_#0?^W6O]F/!A> (*R]X#?+%V^43CI9FXO/:$;< MB94HWWH9'"^NS|_@N7?)'=ZELT]A1/CU.IP(E(])DD&#\<'6GZC^7;2BJM=#P M&]W=]*DZ]4TT$*/KG,6:#N298#0S]1#^,TC/$F0@4YK5(PN^2D=VS^ MN,3]^L_KE&:41??D!0V-.=;WRUT!"4#E'^7M*ZI)@&6_?,*7^Z(A.9$9*:KH MA&8C+<-8;%W ?)EYZ,!S1$; $S,YG>!$: M_//'I?C?IG1_N!I?G=E#FA/QHKA;FI[MJ(\:R=KIIP$C=*NZ6TJO+P$[*<,4O'W)LFL54YZ71NKVPQO:N@_?[<.6;?AQ M&YTL7SY)^MV<')P87=LQR@!4W#2,M*.#1MK&1,UG^U3!8=A.PL8[KUCL*!HW7+I MP514'9MOR$W@]R!=$6'%S0)N%A2/&U?IPI5A-$[9RAI\7(9R&5H\3F/9:)7A M,4Y41E1F@GHI3'_GBZOP*D##HK(HJE4H1O1E>THNF3(V]R%$- M%7LU5.7%>=E#3<9T/9*4QOI]N14K,$D<% 4&18BVYY@X<4RP_8H<$!P02T/4 MK9K$(<$AX4/BPS69JK)J?^2@X*#@BH,#(B+0X![W,R!P8%10/5QH$LE MH?/:]QZ&MS55JO\U/7J^H]WRT *L.S0'U3NWH)GZN05IE\O)XYB D#R/+95F M)#&LE'^S5A?+4\J_6Q>:C0S+*8;,<"%@5':8;]M>)HEAQ>SWP^DI%[,/F>;4 MZI.E7GPL9#*9%@@[4+1*807>$Q6M%2GP7CF!6CJDAA4]WP^I!2EZWA*%>KW% M(5LIR&XU"*2P0N#[8;8HA< ;DB@T.UUN#9P&8,.*8R=GP5:R.#8';)Z #2L8 MO:=54*2*TDMH=?-=[YNW?LPO5A.-^R#9>OSCA=.5VSLV+=H- M.> >M*CD'7 /'YNU1CTUAV9?^:ICV:SD_ -B(\#8Q68(T,9$MEXTME; H4UAT1I]GZ2I3:_XAI;"KU)=0+I=0K"OO M$K _PCN:%^YW6+0=06QE>.#.*4, +XG?]"#S +R8!.!C.FDY MYCGF\\"\E(A]DXR?E / 2?- 7C9^H[$7#Q03NR6TTXN=^YR1W]FU#* =L!*0 M:EGLX*73<#GGQN?-#%U8X9FD]*E;1NQKQX3'7%YW$TSOR0N[9,7-@9;J0]O' M$Z"K;:^ULEJCI #@<#N+89<;6]< WG:^,80(]#+]ZCUX^2*!8S> W4[.@0 . M7@[>.V.!-)'@;.U^:HY:C-@Y]$XF]'I,TS8'+@1L#N,U$([=))D]S(;,@QP'R M?A%1#D">4]WT;2]):(\P^HK_56*= <6,LG",>49R[P&DB,;OZ(7U9[1A'M M"7) &,*.6#;]8DSA?LV51G$H>LU]Y\V0LV%8O[SE/>!=1,)%!\?*T0NFZ^ M,.O)VNQ*V/ MJDKJ1**@1^;5G*Z5H>NF[1M]TLHVDA MBCK*"@7U3& 05XYI$EU^8\+<[7Y?5P*B?:7H[XG], 4=_VB8[()MF^K$L?%$ M(V/C$<32],E2"0*=X17ES,!9X+$KHY5U0^A2!Y?HRQ7T"1 [H@WNP*9K)# M(T!VI'H'RFKN@;(E=F3O?8)KYH;C?ATKI/LT],37ZME2'#H<.APZ^ZU]VXEL M_XSOW >EY9HY]CT$BP\.1M4DPT2*:=[A'^?\\%I]%Q&X<:$X:[2]^[IU*=M.)-@; MQ\>_%P?LO3[M".UL85TF]+\P50TU 'X4/U\^32Y+[;HO!+/O MT&P;H6PUJ,[NR!/6!KH-JHPIL)$QM5^P2>Z<5]!3AF,^_>IN$.GKRJ.AZO;O M1-,>30+L22S+,%UMEGIUFUV>N5%VM&_769V\X7YD 9KC ML1Y0E[V>T.D4*I=)K3'YM]X6?-5!#^6XV>3CUO_O](]IP+!1Q?DZIU4RPL,U(B-C9VUKE-'1]#3&+@NR9'DA? MQ(]2Y4-O=7EF^RHS8M?O84R33*7W3+EF5YG++#V- $81+;8W)&>5?)1ERO@P M/CFRACQ7*Z7#[8ER2T1MX\,XY?CB])QA2@?=TV28;L0.Y@/-L,2KWG,&*AV4 M]\M 6O"I MN_3,[_#S^)V$\+?'%$^R5!E+45&NT_-SZ4#X(G"OR(C=_)+\!20'WT$;O< M_BMJJ[D#/F*7=U;!GPC$,ZOO/> +O^&[1,@[4;Q';.#+&[# 7]:K>8.^$2B M^[$W,W"DGTRKN2,]D9#\,3L7.-A/IM7MJ021:.*<_8E@8@. [+O*WI9G0V-'!"B M,",63;\84[C?LDU5!C'JAC6\W1#X!9N*Q8,;!0MY]A))&CB^AA/U'=P8Y['G MCA\8ZVC2 G$9;OKC29F%X("M#+!?S#_=]D]H#\ZYL&37PK?:NY\D&68>WO: MS)"P5=C8.)0?>"Y895K-WS!*)/]=S*:6I!AB1XI8H\=-HR*UFKM*2"0>?N1^ M%:X,>*NY,T(B@?+CMZ)P7N"MYLX+B<30D]]EPGF#MYK_HF&_L#LW_$]H;TA: MX9G B> <(+R'# RR\N%#QI<*O4,3Y.:56:&1L/(*5HMM5RAPY M\59SYYM$PK5'N,4YXY0=PB?*.(G$=^,X\SG'E!V[)\HQF>U_YDQ30?B>*-_D M$C-.*#O0"";;X7MMYU^6I\!P/E$FVB_>S,%_PGM#;K;OH/&%U]4O#*8;O_EG M=KP&!LW.)$^XD!5@!*D,7^B#9EC6QZP"$8M7]D=\/)L!,QO=_!XF HQ@^?% M(\O05(5AJRX@^O_'7([7R79\Q?&;YPVH G2!8YICNFI=X)A.!M/;S-9$]N'' MCVF!#>*:N'=@@)3*IY$W]'FOF?K-GI"]]TN%I]FL;&,LV@E6'0KAV96+H#KSVIU@3-G^LR9 M2(Y+0L%'S]PE[@GU@R,W?WR:[C=6K9]4>5)A/81P7:8W+Y%9M8EPGZAZ.] MH88(DP-0^_)143L.#FV%%]MMM!MMSA[P;Q;SIR<.8]F3D>W)-\/2P9)FU)70[M#56,YM6L5]D)-46A*4K%X:_M^5O@\,90W]Q)\H7MXV9=@:BWB(4API(>]+03RP1@NH!-%5UK,L] MW&[YNL,Z3W> 6Z<4*(QD#5L W\=O7W\[V\1EO? Y7_PU+WK67ORPYW/8R!M;? M=S,>+E\8-LV!1OR,@^ +9M.:::PLVL3TIX&]_.(;] MV9]@]]N[! &/:U%[R3P^7ZQ!#GZ<+=,P'OO?!K6OPT'_MUK_9CP87B"LO> W MRQ=YE$XZ69N+SVA&W(F5*"__^R]:W/B2-(&^OW\B@K/[K]=$<+;_3+=KR-H M7W]TV/[V.Z=\WI:$*@PVA82HXMM]>?S*]2D$ (4(24!,IL^8FE2]?O%16 MUI.B>N.7*OL'?K=4V"$^.OL4)X3?KN*%@-+,0@3/]Y??=?-G<]-=Z:&.L.3 MC89NTLK -,:53-VZU"-B4K&-AKF7\ *GT54X$U,A ZV6T/#>5"84 ,!C.. /5E9; 3)B \!?]SU?US=/E]?P>COKJOGOA? 3 ?? M;Z Z^/;3, S?']=WST_D_H9<]I]^(S??[_]\ FGA+2[*\+P?=!,M+?R1_PWM@AUP! +2AB%$0"[#]K*ADS$W.Y>7(*0GM=(GP]PGG%[=[&B0@ M0O,C\5!N/#3*@(>2E]? [&3T(7?8FRJC8+B%)ORQ*)R/:FA!K2FV5-7K'5-5%[TO *8_:MX\"IO*90OB=_>=V*6_.3ZW9):/DQF!& M/GBXFZ:;'V7(*2]Z1!>5(6?4?H"QF""K^']5YHRL$6ZQ[^-+CNE^U7$H;K\= M< R:]OK[=OM)7K^Q@G0L5=3I_-2-7\,RO! =!A+L,P%"-&!XF'^YTAV\CVYZ M5+OG9MTRMPP1+MH-I=']L0@U9E++ 9VCAF8@^03 ;[H M)[>1NPA+#/XVJ.AV%0X.MSY- W]SFV,1*.H\B,!C7CFU33[%'#-:53KML*^$# M6F[DY#;N++/"\MQXB,2FCDOH.T8,5/J0?>MO.P,?P@E+?M=-.^"^7WW8T!^ Q MJGDR&TB/403BXC;R- _48V2".Q2BKW4B#N@947FZ:C $TQMW-UT9PJA?WGZ M%'=,X5O6R'WCYPTU8E86Q)],E5U&S\F0UAPOM'3WA0I+&&PHKU9^GT2$#$S* M_3L*%4*_!R%^^//:E_]M(.I++NFM8\)ZK]BZB7)@Z-0P&M?B:Z,-DQPQVE1@ MR"7#]%RW+*Y;'K LQT&@@6C)T*::[A*LWO'7+^0#5OC H\\.NU[T$ ++YBY[M]4%@Z4OTQK*O+&_@CCRC/QP"N-UM5;E5MNU.";R,@;?+3OP>@2??->59UWSX MIF+%)O,- !]'Y3P*_13>K(-4L!\6 SB]WV*]V96B#-;X#?Z9WEQA;+H.RQ MXOO>]+^^<<'K>=EW]LVOIS\]"5ZSV)3/&*^IS\ITBSTH(QP MG,'#K1_]HPFN^DX=PDQ0[3,R-K%DW2E[K\P@FGCZ]G-5O^(VK!&Y4>0GE&4 M?5.#_[]D"]?=#\0I]8*KC@_V/-QA@#";O?Y](@[!7.]Q#<2=0(G:CZC9Y50V/ M$C4X#(=KH3?5ME53'FK9?[XBBSU_%.. 4(KS$XWWHS^%" ^@I:][G]W"KM9K%UQH=Z]#KSG- E*3Q%4B<%RE1+G39U*I[% U=UEB]]7W1^F M36'P_Z5:*,< WQ57?UUN\U25C96;Q9;-B87'GN%WBX[]WN$'IYG5.K5PW47 M9=MBV:5]^>58-5\H^ 9Q-I[7B.GJ0#%-AWUJ 55^6P:?QW;PZQ4QN]HOS_;TU?E(^!)'?FQ6HI57GN[-C1&++Y MOVE(F L;&T]M<^";GR>0E7ZPZ535-;]NDT>/%G:K(T//MCQP,-*!;=",3$* M,2SL]T7MB70^^UX"MN**W;W/D+L]:4-9=^W^2-"CD1SI8KPX92K15;?2F3 M$GM%9-R6 ,X>:%^(;)Y=M.HE2I+)1#F!CO1S\A7L'8--I=XL M4;GP 2U(,]^T 30,D*'E<0D8F301A\GXM\5QWO*:WV M5C0&^YK:4W8^A<&U'7S^U -'$A;_7LUVUNJZT"B8Q/U6/DQ.:]U,+L"E7/:4V)_X6V_$ MIJ_4] [ZHBVL+4)VO?O"GI07O0

M$F==$JU!%J4-(.M+$/6#D/37V0\'J1N"T+@?B'CK*KEFKU.R;60)SOV#,XLZ MA[V#LZ;TN@=>XW"$Z[4%K\1OBT @(\-ZP3:R@P82IQR&YI2*S8(DXD&=H;2<9ZL_!-'9 MU"?:?S'F&V_6V#SI[<#CAB#&;!%K%_#"K-:HF.!\FP,H6'8;VF3-4P9B#, M5VH (K1Y3Z(*&;I3W>4<(X! 1Y[?V+^R=S)I^B"4_<:RGX0TM]3JKM+IE4BK
M)=RRAELFK1XR@UM+Z15\).B8\N0[E-#&NHLGT>3AR9I\6^ 7%&)2QE_'LN>N MK9H.WVG>]YM8L<%Q#+MO^\M>IAY_HK'(HL$$Q)U#2C7GQK8F5SI+:KF>3>]'
M7T7K$,K<4?=^A DP_CG5]R1W5)=]Y9-+C(4E]2;V(KM4:1 MFUA]V,,'Y@5>;VE]UTNSL1VWI2 7>'N/N+/H?+%BI_#6E^.BN.X7A R^U7HGX
M0"4\5RX1WJ"K'(W>N1;JKF4.Y>RXL>PT4/*/3,)2TT M5FV*U+53L6&MH6G'UFKD372'8\M@)ZR]*;@>/^*T1@0;'MCZT,4M:]<;_]P, MV$_5-]763CH.+>Q8:R<+]@_&?
Q(#15D^VP]]^]_SF& .6+$RU<4]]4UP?/Y MC+MGVY[ )3 >*G&; VZSH ?)&;?=[<[,R6/9Q?@X'QW$M2"$9044Q,7S))X] MX^Y+>]S\]ZX[6="&A'8O'X,0YGX$.@Y#?
D+1%M/<>I^]7@XT'2%;$_U4-PO: MD.WANK;4H]HI4;G' 2VRBBO@\C>'>)9%7>XB0D;IDJUK#/;]!Y9M6V^ _Y-> M8^637.7VHQ7Y-V\5?+_ AJ8&DS_A&\0
X@]N++)TU_Y7_EL(W@ M#W%:R1W#R!Y2[)VY>+_G,64L;).I:F+Z (;E4G"L-KP-*(2?O-B,HL9F!^ < M,74H@A&$-1C-PGM^C+$P=2(T,#=4!6#Y\'^ K[MV2+>]M6_QVFL>"
<@@G!%*!6]WLWS8W#!N)&%;N*'8N$+C$<5VWH+@K2%CX;4 M,,C#M[L??R3>([F Y1] >9;[V9]> FIADL\NA#;23[0/M8C?X? ' ?OZ4/_ MVW7EZ^-
U _=* ^;Y^O%7HAIOZLSQK1Y"W*21N?A,QI1/;!5W(25(2UOU39/ "[MI8A?7:3V*4X(OUW%"P&EF84(GN\OO^OFS^ >FNY,#17F5C<-W;25@6$-?T:1 MR6X="KY5,K;1-O_B6L.SB
*\B8G0P7SK: >X./$;BV\&)B/Z=E323++DCKZ1 M1VNBFK$"CW"=SXQS$33[$AT,VY]0+]*B(3O3N-R>{JZ#[K-L/SZ E1M<9&7IXMW$>OL'H_IQU_]Q=?M\?46>?CP\ M?
+_^X_KNN?^=7-T^77Z_?_KQ>/U$[F_(9?_I-W+S_?[/)W)[=W/_^$?_^?;^ MCI3A&3[H)O@8RW-@9>=\7#&:C8OVUOD)@6OF\X7Q^M\S7'] %1#11?#:F:K#
MX#6W%^#WF!K%NY@,Z@P%(QU7Q%"84LK,=YY;V_"@(_S?\ :9P2L,?^[MMYK MYI@>*](_D#WAOD)!K$WF"_ND9,]*H*5\^TP3K5EUD)1X*Q4.C#'@H=[K?7S9U('0I;>4D
MR_K#TK+"/@WUA#4UV;9/7O2(+EKVX"?W7IVAVLJIJO.N?9BCQ#W (]OI*WSO M8LV>1!;\7+="= \@RSNZ-0MM76EVB^T#/"W&]\X/V&J/91N)"A-:'8_Q4O(-H.V70$$Y5;&X;
(5.1#\+[= M7??!O+XXDD3ESX*[ZI9) !D%OH/^-\\N:DHS3R+9 \3+::*TE@7U5#8H!2_5_M4FK;D4+M67*[%6!DNP]44-+]8 HPTJ1R\BS!6%<>L<$FW :U$MU3+(@0A1!$
M%$;$RU%61^RM.F(+U2LP!:\R1\C,V!EQ=1=']5X)<WUU=WSWOQY[NO]]>]?MF!N[_MWE;?\]5A7$D-[*]X6G_U0IKJP965Z!P
M1WOG3>"&PW31:M3SW]LOJJG_E^6[+P,3#R_ZIO8]U9,EN/+^]&-;_.? I-_M%>30G^&V7PW689<%) 5.H]%KU<\(A3!BBE;"]]AO77.81(#'AX0MFAK;G_G(M1#L0,
[[\WRL8O*U/6<@%]ND?;V3Y_Z^JHSOX;GB2PE I "MYS>R*>3G^IX_8 MI?]XC[N/9KBO]%,W#,<:N6"I[>DY^>!:+O3B)QL\H3LFNNM$HR?'&SBZIL.= M<#C8![U>_1Q*.+
[WC.XCN69XNW&#CAWOXGESS>$Y[^)&/5(0-* M36+H#H[%,MFWT6']GV7_)*O--O'I8F'1 .$$^X:K#W "G\)YL,K",8-"_WW[W M;PP@&%*2H'3DGYY)20US0-
5Z[9PP'7P>0]3Q.B8]F5]V.X(YLA!38 #*E;\\ M%=N-<}-FN@K&]?W;"C7166H@@ 7ER8P/-4EH(U3:CN6"; Y+WS**]$LTZ3L MP(YKD2'(*Q8Y-C&Q@ZK"Q]"2@6VI&]%#RYG!?
$S8>1Z(@$VXE$+F@M5I_94R M,2+KCN4Y!**E-YR;;4_Q\[,&U87YP$L#^\]%K])4:UA0_1_&\@?#@ MWD-Z7KP^E$4O_T3MFUBPP &$F$G0K+6]"@2[#)&$OH- W0I"C
ND,O!T0V.2 M_D5S0*ZZ"=?5$)V@PL0&5<%/6:=Q["AD<7!Y&H 9D*>S=GI#U[+915U;U9%# M5X'+]<,Q^VO*ELJ 'T,=!-A\H2;C=G]EI&_#,^ELQ87I9
,>E2+#'E,7>_[I&,LJ*W!7=BEX,PZ6<5+:,@E;3L< M@1C(@SNUL9 $^LBR7+\)AQO#3D+&N=3[#E.N8A.%/,X,)Q%0QFF/^[:5/ M*2NB2I3 JNFI]LR?'ZQ16?WM!H^2>#)
=4,W^D#/7\Z5R #2U$>AC=YMX%@<_M2(+K??F9/D"1O)'PZ4 M$@RZP&/2I><0OL& (\F3<"=2^5WL]\R+B6SZHMJ:[Z]]L9)!>%6!H6+R,.I\ M&
(YJY.KIBT+_(T4'1D58^C0%CWNRBG"?&,*0)SIU66->4N\Q(]E0>(C]1@EE M+1\P*D[$+H^$_[RP3)H2Z8+>?,,[@EW]>32GK*BQ$ MRR3+!+O45OC!L^EBOH)]?
6P9&&C@$5)WAF9A?!%+'O+ C1Y1[6K!/D8U3][& M[=T-]MK2+@;'@2T0Z3!$.GA/])!H1\"U3S#08I^PA8%MX:H&?@$K/F-& ,Y% M?(4&0T!IP8]5SQU;-ENV.&/5IBRQ$+
[:.>D;QD9VBE['@7&YC@MC83T;V)(= MWGQ3;1"(RT*V@-. #QLG/X@]'YJ^^#&EPI]>+'?XY2/FS>4+.;@?_F./JVA M_'\A5GRE ,IL86I3%]9D6%2)4Z9IJ !\!0?
1CX%]&7'R8L1P3G"+(WX"\;H0 M=>,R$^*-5Z2NP]_\+1'G<83* MS1[;0':C A;9=.1;,1,' ^]/:]S3)G&B?. M"GZR'3ZKY[!>6=YIFPL'(_O)G,XQHPMG<$\>::+M!8
(A%#1F8#WYA#5$PD M_L9;K"\63'W "G*DOCPT(%MXCPV ,D1""}B .&48BO]#5-9XIBL,*)"FOM M--5=C!/9#T[!VP5)O2#72HD)D*R8:05I'G&>,70ZNVR=Y
M&I$QG:BF^L)^I;"/-GD*WPBJX!#XS ERFJ%GVZP>G5E, F63PMK3P8431J,\ M$S52=7M^P7.63[#UB5!T_A@)=AL6K-S#^-<&T2 MLGAE/R_#4G(XQO0^"Z<<L& _Y'A
M(^#7F#2$.J*$IP#BH0ZC=D3^"S41/L?H5O-UZ8?),,"(]/A/ML 4^?YL'[_ MP0]=>%P0"PQT[Q 6!!=V:(#.V.\[$-\8&AE0ENL23_(?S^3!0P"L$$;7(-//
MUHLT$,J;)0R9L/U1I<^P\&^F7J.>E\6NEV4*$>P>P0QT_J4 MV2B'A:Q$1*NAF =W&3BR@_@JK'<"O&BHT;%S<\<=ROPR0[%,%83,V*F)9+5 MHE4Y7)JE$^_B% -
[_LK0U8'.L]3^6TYH 1756 5-LT+"7RG!EIQ#T!8*, -$F;58K]1,P!_4C_R; M(CY_0C_/MQWZ0]P2>-*B?-M(W!M84K9+B"K9IO"BF3(M"FI "WG,,?4&!BN00,GH-/3M-*%.O(!UZL>4;
MG "O?-!$"1EZ+,C" 8" #LP*!JT\G(*'Y//C^!F(]UG(X7!Q M+O&(NUC)7#0EO$C(T*!+;@G4F M2W: ^KS@VR:N/M7AV,/X1)WQ.Z>903"]KX@$#
S8A2'Q\+Y,7DC.L<;G@24^A5'D=\&'ST$P)/JCU0P8!4 M[M\-.B-,]?U,$":]\.3#E++C#PA5K"K R%TH7"BP&^DP#?/1LA"6Q78NA#[! MD+D _T QFR42:RPFP]0
QFNV93AL]SP4404FX0@ITU*6X&$>(?,"P7G1EDP, M9)D8"&W)IDD-8(H65F7P:*K!(>O;%W>> N9F>: :*ML6G@>2%/V"]8I@;8,83\-K4%XX5(0YH@L/7,/ M>.M5/^*WT?
RU_J89,W^-'3=.3&6;GA@9YJM,+._1/-O?IPU^Q,,K5/.AZS&7 MPY-<0Y81@ @<=ZE9-(4>*YB]8G57?_^5OC/C%E.'OQ6Y9%(E?W'TDOX DF*;
M'@^9_*&&BNI75=@7?.1BUS,7&XMJ=QK* S]ID0H5;,\MK%7^)IRHPL^E;/\) M9I\EBTRW'X38#V 'AV QXXOQ&V4MQ[^G*L9_\B837('A0F;^\&3^],1__)..
M$A9+")W07(6S[&*N6 H$/;+G.#SR7%=E56>7KOOR"/8WU@C%+[C:,K&=ONYJ MOC]-3=:;="%7CY^QCHC1P@; ?*LI\;3C\2!L^8"54"0_E-C-9(&E#IDJVS+A MSR&?3 :2&?
_OHO"'8HQ:M5-O+9]OW"K0,$Z!)=\MA, AA"VOWDZVU&<\[R5 M8/^DL/*TV^3RM"N81UZ=-]],0 V[Z3]]);J86ZPW6F\2.+M>TB9]M2,29% T MB]L)2Q&*)+$%WMJ?
+AV$B]$]BPB>Z M; \S/M#DX2OWB;;P/QSRM*-9+"]QQ M81/KB*L$2PF6)F,I:/\C,"D37D@0)!?8Q57-FHK;J1I M?P_V;D12T2^V!O"NG>=5*<_*?,98A,+]
()B_9#]^@LF'1YI*$Z0XR(]A!=W MAZ,,?]KSG/!Z^_JA&HZ50$]TTND(YX8@S^I[&MT0[G<=>S14N5A]/S8X4=SQ MM,"IPD*?EP\R)62IAOEOPZD"=8"EA6$"'58H%E$D?
O,4VI0DB1LZL!GP]XK[MQ45#H97%P6'C E8RWRQ+0XGU3>W6=/$D%0"ASS)!ZXX7-\NZHFFD6M%\04Y=
M_Q+IF!;3/!&:&G\>"9_(+Y_P5A?'N3!*97N#"1$Y1LP;B@.P/*$XL@S#>D-E M_]#!GUCD$>X0P"P3SV!@ O&5VKA9;=,,)/\I'#'V$/IJ71WS\M>BDWW8JR=K^
M/@W'5/.PG>\-9E_H=V0O8\K):AC\=Q9U]>OI# 4_EGV)&2668HE7V:4H7J17 M2MX10?1"0(:[^8U_XRO'L\U4>!7I7::TKIE?+& KS4E!?AZ"O#,/_((\P/ M/R[])\PUOG^.<8FP8T-
8W G;HD'&6-NDU95[%!*HQ)]^>-87X=EC$)Y]A_#L MR,RDA$0*2'RS+<9A@K>! 1<&&.NM(D2!C(<$%"0H8+$@@R7)!8.(AP(4B&)&<^4C99R:I_7SV__GU7G/(2 M#UY8(_=-
M>DG3LB(?\;*(M.&2/EUUUF^4R>?)DAQFT9Z:*?HWS?I=H 8P5,@_MKFHAO!JR_]PZ$CS\"@["Q"T-/K1CAS*@X=_]IY-N[!
MG5W4S^N+V!F%2_$@T%DTE=4A)NQ"+';3M[M7?I*M;>B MM9>$Z^'!M56MEARNH?@V'-YN">!ZM:'T>AT)X.,!<*WD -Z^0U6MU0)K*\%Z MG$%[K6Q!:]M:3PQ2.S)(/1]C&
<<7NA=,%A*DMI1Z4YK-(X)KL^1PS39(K77] M2]O3E0 ^'@"W2@['8+4;EUIMWN%@S5ERCFW8KM93NPG[RR+Y']RGS#XO8 M[^ADE.!(":<8"
(O9ZNZMTZL7[$(G377#:/0B<9ANI=IH*/+X$[D$#-ZL=N_T" M=X<0O5=5VK6&1.D1A* ;KQAS"D%KU<00M"5#T ,VD+45>VS[F/>(6@+0l"> MTJ@N=U*3.#TDG-8/ J?
9AJ"L)&>YO9H$[B$!-ZO]N+*&H/5:5:E7BU_AEZLP M.:^BD(IQE[K,#Q><'YY+IF]JL,4=BB6SH+R9$)37:N<]94? MLM-8L:F8-0H+2
BWZDJG62_<6TAX[@+/=JGAF6$0WCR[Z"JUGEP\'C9>L]IG MVP]>MX^]FTVEU9+&!@"S(W7@_L,)..M=7JYTT98!ZR15RQ,98U"HL),+MM MN2-
VT/"LKSBZ5A)X9IOE;2NUKCQW>=AXS6H7K70!9EMI=PXFMWM<%< /V+S6 M&;,6TZP07*9TBTWIS@62[>&\>M+A)G*/7#7L&+_+S/T%5!1T:PI-5E0<>"X
M7''PKFA<9DP*T5(Z)8A?)%)W06I6FV$9(W47]@>E49=U/<<01&Z\PMM;$)ET M4$RF:P_] :#;6D>0[^02U8Q=2/IY%M-QM0' M[1$:6;%+KD-A$;%U3^G(V/K
\;GBQ%M9\)EMC-WI**V&K((X;,1FM=6U\)3N M<,9-J;4E%<@QO)@;K_?V'F,F'N22F_^';1&S(H>4,:;$SIPN>(@5UGPF7&,
MV5)Z3;GM>MB(S6HGK'0Q9D/IM(JO5#G)2MNGG[IA8#&M]=$1TQ;1K3!C-,?U*SQ\'YNZ666!9CKU&!,M>1(XQP[Z2QZH,7!(8HT MMCPV)+Y^'QH> NN;96EO<-
EM.43;2JO9VK]1EVJ0C_5+-Z!-C>0_?NG6;_7/ MTD)*"[ED(9M)NU3%6$@(<:5]+(,2R+#ON.1Y.D8MB1-1AGU2#638)Z%QVA8R M:>-(AGU[5(+3JV<-_NVQ&SY;KF] F?
*E3U0F_H-*B):O:7"2&^#CRL,+-([# M"ZRUN?"<1,\1.^"T2VFA63Z\24ZA00:PZ*B723(;'47BV'2@")Y]-"RC0G;"KE9A,7>SVU3JO1PJK$\%RS*B/&;IGH:E:B7P
M%&A:8/^TVFTJG54""0*+YH-&!LL\C?O)'5C:#%^I, ,7Y\!AA"P>I.%OYE!EZ@]OFM\MPQ:+T/*T8:M5[%ZJKC7"V*
*M9_59,DUH7QT4,+*T2^]40G*YYF)Y1H0^PRV^&M;PIS@C5N]T&KU6^XQ0E.#)I2O+,7D1#QFM_7WE0XJ&V\'#P?3;O[O63V8XK"' M&<(D43O_#<<IJ5'H%'F%H)?
:;+U.6/,L>%0VET2R> NTD3R4)]@SD6>'2>L2,5+RO%V[IX83/%0R?W_&9M6YG647K= MXIE>3M7/=:6Z9:5N>ZFN6%N8YO2;1/B':5U.('ET?FWGE2XK!1NZZ*/S17N
MQO*V7>SOAQ'T1'5BK':73S*$#)'?9M]OR^H_GN/IHMNG6>\P&N\GV MS-67%YN^P-?(F^]0OR5 M;GHK_R-Z=;BQG02:L,#O1\M C= ;7LC>^Z.U&^?+GG>C1ZO'/%/IC+K5&
<5+KG2^7ID4> MC;]038W_D?R0Y_0H684U6;UZ[F/M@N]4$9B6INL71 MW_GWQ#9KBG(8S\!:& B1 . S>Y1I6 WV6X6/QZ8.AKO@_XS9>:&U.SG<\LO@ MXG8R575[0DV7/-
)7G;I'_WEZ3;%MPQVU0!3;S)EIO'#'$*,JX+=GP6%#4<[M/[$>DJV R:4%TV;.P!?BE#DQCM#Q!O\!'*&7#(?/1\1_*&IP6(!G"G8%DW' M#QQ>PT9
954R',/5*#K3H6X/O8D#5Q]2AXS!F5K#H6?;Z' 'JDO>+_ 0C<- MUAW@;?6Y-!!-#'|%S$O\P_M%\LJ*.3H&W1/TE>1$%F JQA.\W M30\/7\^'XE)X, W']R%@%Y5SXY.?J;]?
8%S[B8\+T4C*R ;9P,U!KF&(7LQ1$ MM:D_-98-,S<*#>K(=7L%=F]-1)Q)N:-[T]TQ$UE(5O15-3P&585]Y(,C27_3 M%3Y?(Z^1;CLN-](P D>'-0]Y"W"BNRH:6S("#X9"
GW1]$OMB6Y"\#BF#,EY MB2<%-4 YTE=FG4#X407Q%<'AVJ&[6/')\&'H\&BX]MFTK.8EACD! V4+7M&7X,]/ LN2!VA@AL+=P]DS7GSY?"YG!3E!@_D"+N@EW3C,G@!L8
M'Q:W,BL&;A;N/YO+RR$#U8';,4, UT1CX3C\-G-QI+G35B++;IYO1Q'LP_4, M!C9]@.8PC YF4Y5=@D90/']BKCV!6!9G?(JB>7'4RY1JF5GC\II>9X1$.S1 M;1Y?.+_&#"IRH1U32?
[%-ZXPS](^EYBZLR3G/S2&)Q M,??H6M-@,,V4^915:;ALKIU/1)L0.9S/Z_$W>4(NMT*?,46JY@:,D^79L'A% MJSS2&>CG=G]E0/IK:#X2,F%2B6JU\[1T; >I1RDPIIX?]?*
OY^HIOK"%KW@ ME@T= DPGM(KPS)'Z:ME,"?B:BD4!:K RYBOE((C%2&3+A1J&#;&+M<]24Z6F MI@3TX%@UM0^K#OA@@CID\2C= YURAABK@ZZ)'5PMQ M7-
!W@(L^$E5]:EO_X0<$4:.'N 2PYP<-@Z4"6UXX4B>E3[:%O!8=?(VG1[B MBCY8=DM=DK]T ^2T8]6EYTCZRF%;>*N6=.$L/*:I$M)^\%W4O_F5-
8@L\7.AYB'}%H18R>U\503G2D0FY#K!]U]A-/]F(6 MA:W6=,?7W/1 A@6&(P49D!)MPMF$7Y;?Z7K88YI%-HA- QK&";/B8X\I;$I MALR&,MHGZI/':/JKSP?
S\.WF^3&1]21DL'SVF<@5QJ,*;;T%'RU^AL:3/'R[M^_">CZ4E5@ *AG;6-3WBVL-H_[R34P&QMLZ8I<+'K^Q^&8 \^C;44PP#) [K+^R M)JH9"XV8S4[&@83]?0D?
84W$ET_I1JA@)801M0KKF:^"2]\ILO@JNKV/FUY1 M"9HOH*B!'^EHQ(N,DSL@<-37R@)Z(M=QQ*H$41WT?40^1#*:P0)C>#CCRO/ MB U)I:N\RONK%B_D[WR'-QO
!D_4G^!2>%U=9$N!5U-X4RP;,WEI* Y6?55U M@\E=U#N VZ+LC^"!1"HS*"X@_;&+_@5N[AE8\Y7# FK5_@7OHL[+1A,PZ?6A%,= MB;]Z\
]040)1E'+=FH!PXAPNZD[KJ*U30Y2^'*([T+, =%YM#7U@9]>+7_)]B M0@:^Z==VX6TPP@)_PTJZ1@** F^9P%W=]5R &!F@,N,"'"Q,C;V,=M]UTX8'
M0NX_U1SJK/'+7%NP#FFN,#",-[:K%U)!F]X@NHUY!21.P?PIA-+D63%8<@B% MJT:#Z#BA&(K)R',841A86.TGN!53U'2+DG9KMWIS !%S7WPWEE^3;^^^X7^2
MC@!TUY_B:%8:U>0C , ADO]YS?7E&";;SH\ 5"-' "H.'>(Q@#>(R1QJ+IZ] M,JVE^O^5Y:YLQF-)S2NC"W7_M-
=%N!)]/PS'5/(/>CWPFW7C^SH[D[\R2O[/5^GOAG)=+9T&N0,*V/N7'?+.D MK93DHCN1BSZ#;P 3?D5?]6%-F3E_L@R/A;?%D(Q*/!2)AV^&-8 H]W?3>C.H M]E(0T:S$0)$8N
3=Q^%B(E<2#>=&?^,'22&:=W^I<="\&"6E&6XGM1!^)RZ*S!W:SJP M(,*Z; #%SS:OV]XW\I $K:SFB!5W6>/XKN4QIT\NA$2%4[";2JIY6,DHUYCPO8*WI. M[RMZ*WG&2Z+
[N-"]HN]T^M"L[&FU[5FORY)K\Q\!1A]*GO:I'"KSW3+5K -X MWF.^FY3E\=SMN&59KO7YJAGD9N6C5Z=M$?#KV)QYL:S"NFE1R6Z.4 0#[1
MW8J;)T9NS;P6W+PBGVHA*,R+]+]:SK;M;]N]KM*L+O/T'R>0)&PY;!-ZH^]C M.;TO\';2KN77X,NB=TR8'?KUN+[1F,GVU"]>7013QTFI6T9%?L>'L!F)VCX M=?
GW_%/9NQ_KN65'CY_5]RO=&1H6'M*-/!?3C3W7D],!DZ1V$/SPWD=6UCP0 MLQ_^[Q\'82_N3C9SB4WZT]=YML*2$$#P."MFQZ>
M212';BW348(SF]'^))P'A:C$5=_)@)ITY#.M6*/US9Q:W2Q:C06:)7K9?N7# MV*Z+$W% 1/ 7\O,L)PCW9Q2-:QJ]3BM6M@S-LZ7N](O-!T+MU]B'654,K4I MBINQY*03
MGC2Y=KXD9V^>-E<^8D:&*]QU-*^%\U;?12)!X M"D,55R]85L]Y/FDW1=?/B*$B:*,H\OM,60D7MP!A=1E/W]0>>0?:/DI
=W7JK%OD],JZR&FM6>3P_T:>_V17+_>)7<"XEZZ)U87" M^]&%?;%]FK^'#)?C)PU-AV#LT">&M!FR[.'^(?@1D15FA]J>4YB&^;I7(5MURS')3ZR.3?3@+HN7V;X"X[8XQ/G%&-
>;)'.*4NHQ:AN<'<0V<;S)! \W@VNPP[8"1'R%?&A M#V8^21=_7;IVP]N"G#]!<30_*0&3(?:/"@][*1KJQ+I4[-I^X'Q \OO_1E4< MWMG*;&+.YPYS8=EH2Y:-
]2P;2:0\,7(']PP73/#Y%L2P<=Q5*0L$BZ[P>5) M?R\=6OJGQ,WA9)P* 6V@TV;X[%I4NIIY-Z0?SH(\(KRYYZQ7'N-2NQFT_+E<* /O)55V6WOPJZ.>?!#D]*^#D
M8@M)+1":^%]:8LY(!H;E7;:MVE2ZW>6-2TD+=K 83;=)?% 8[=0[$["@"4 M/$"'A-!:5:G65X\T$L4 M[)*RX[E_ M2?MX'!C.XO1DANZI52TI$:2$<&DAO&)W>]J.C_-
F980BQVCFDFR2&CPK#*W:O M-SK@G=V^L]*IE322V(Q2]#'R'D H\M>;0^--I1+4I'L9W^/%+ATY5(*)IS/SS_MT^IPR$\'LA]9>$#
(H5@G.&^[^D\E5KQXEC_$[W!.\+Q<_'U'Z_EU=CS1YL_^ MIL?:PK^#R7&\ 3P?.]@-7X+_P -Q_DO7(]F(E>!)*"Q1V5%S/.?)9LFE]D0W MV77H9&I8.TKY@4R#-3CS/_89__B[<\9-?
QY[FJ9TXSCWGXW]J#^G7MB,BFC= M4<2EA]\Q1XS']A:+#&+HZD WV%%U_^#_9O15B>0*O:TYVR*&%5Y0^Y5NPY_0 M/KOHGB_O1).)+L22DB:BMW4'Q*R>I(4L16EY/\
]'Z&#SZ!.0WT*Z_=#X-GL M;'B\F9B?!XO*8*<07-K#@A *-#+#W2L3XT*.-I<+PI7H41_M-6 HI=K#,?N2%IL5P,&%G@\%7\Y#Y1"%!E#RX9K(4,OJ=]$?HC#8#V3=&
MGCGD/P##= >W'),^LPNJ0QJX]&R[(?M5W=)7'7K&/[(#S???M*;.N$&RPH"3B M:"L.'5;T]I8U\!R_NJO4NK5LPO+L)9I!"_ ' M/$I@/N!W"G.G#T/I]@5A&1MW6+##8E1"^#U^??
7%IF#; MO2G8_'FTQ;F)IAY,O\,P0,#!#)&4%:>(?R\4FRBAGVXQMK*MNA!N-M4&C[]0>Z@Z&I(O<:L\R3G*H\Y]F(XH6OXGP EZ M8'9(E_MZ-^0Q^A94ZHDW\7&]SL3B"58)'*SO
M&#=1+0+/OK.&K$\4\/_@U> CQ7[VI M8NF6E,VJIVLU]0 868QH[_UG8T'-GV)V^GQR,*9%^3W";#R P819"A8WE7KJ MU4WC[*
(50^/W=SXE2<^UHA%#K43/M7RBY.\+J[7B37Q97 TJX+(RV=3W^9J? M*8-U$G?^OA=!\:'.H6OA;D1X%<7_RO=%CQ)\ 5'F?\DR7RK,FBPY(/%UW^4L MNH85Z;J!:K!
[OHFI^"9F'AW.?=^J &UI>O2H_L%9U\(M%)C[P*B>11^&;M)%[Q%V_, !:WZ?-W!TB;FA=CUN0W?3W3#V:+B#L&5N]':^
M?"9HB:4[2*8.56<\GR]\Q/79O'9]EUT_1I7*'Q)!W#;#!PWH7O>?YQ9(C$-) MFBG,H_Y9]>618; XFPP:CFO_VG#R-+=L>VFJ2E?2' _C+L]S/_BSQ5TM-[OP!)&E7K<:U
MT1]KD+!?>!'Y>QP4MC[TOUU7OCY>]W^O]&^>KQ]_:KQILX!9!)N8#+Y98_B"QV\L MOAG //IV%!,, ^2.OI%':Z*:L="(*8%A1)QH%41'/>?+)W4C5##/$%&KL)[Y
M*KCTG1S4_XE2YB5ZI%2*!12>F$I#RT',<]&JAC?(5Q0>,8PWY3AMC*]YL M[_LT4Y\8YPW %;^Q!84YU-DF!+P)FB]2!#"=R8E&CVVC(IW^$%>"AC'W4XZ?
M\'7*Q##TFYQE=QB0XS<@R4S2ZV&*-533!\]ZXA+]3QZ$TNLK]+]9X]H>*2N+. MF&&)WY:M'SR?<"F.=_A.KMO*C;7]AIS>6M_V:KU$Q@O-.NKT8U7L>4YNJ(Y?:!Z6 V;
[9:]GZ4:TN3KW-E5G41^2 MH,O/UE?ZH.I:'^6^HS8WE%IKN=ER+M1ATKLFLC;%JCO:/4OO#^N=1,=\E(YRV&I_QZ(D?:\@9H-,U*K MOJTQ6&$&ME3WGM)IEYH3J2
GOTO!Q^']O3,+=SDDIU6=8 ,HI:TU*25[K1L M>@LHY+?U7G:]G?4"E&\A..@AZ5Z1[662=3=K"Q) A7 M?^4GDH4&CW1C?
D;XBAH]_%\:7DVX^^X',,Y)GOF,WS@L6Q]XLZRA[;E..3U MG#S 'YY#[L[_=:X0ZA)V4%<7TXP'MJ:&JB/YY$B!P?A##PU*06)9^L). .!NNSVZD3EA_T(4@E3T^%'^_PS[
,$S86/#,VX_Q,;#(T M_Y&<< (G%?Q(+M*D]:9IN7,*"!SX%$2ALU-L*!,VBTG0F]@SCB6;.I[ADI^M M3>'!7NB_P(0EP@G'<@M#!S+N,TC6,%1WNQN<-[LR.#<+ *XS?B@')IP(6<)_
MI[8UI!3=A< QX&4"5W@;Z\B6:",QG7],WX:O(72&H((..UT[$+V4Q)%^#EN+ ML5H+ACZX(WQ7.0@"K'/]6*SX^;#@XU0A<- M_9HQOMDN4U*D"H([\?DY)[IH)A/*&^6,CCI?

%FA(,F9; S50 M!U]GXZ-&SID];8U=CR3#?%;O_^@1&C5='Q6+:!7XY<1% SA@<.5;)PU1F0X M,CAM'=P!)+?J8.@(A&LR*#&1@?QE50A*W1T*L]> O,-X(S>O7
MV1T>K*3WH_G;,]:1ZSN*YV&.3B3)97.?IBE7]#ZS/I^-OGNIVC92IO\+V>Z" M(*ZZSP@=P;B,*AYF(,9UHQG"B"!T)PU#E\^]F&> 0G)A@E4Y'^^?82$/>7 MAX3,
(VY[Y]+![$]=#%QDLIP]?'GGO#\%W:] A?$##$J,,Z?IO5F!I:%ZDS-=!C@*SA#1HF(['@_ Y<7 M&Z2.6LN8-?UI18)WMDL<2W,UGQF8/&$/N?
M8(C"O!NX1(0HX[M&.Q[#Z)R*&GP8\UY(P@[?X00Q[FR*R0P#HUN;S2OC M04 !\H?7@$2THELGH@DU=QA=#S/DOL\%T,,PP85B[P:!0/#=8D3D06$LV#)
M86C,43"VGTBQ@Q@ $:<6H(,0::)^#SW&2?,#Y&]"PE+T ME<@@S8#"R:KY;+$K,OOD M35FT>]-.VKW!J.+61,987(ZS71H4-TK[!F(" M1I.9:G/&?,'?
X>5VJW=M*\T\Z-.V*9B3""\KPE>P(M4DPF5)Z$8EH?Y9BPFG M!M9Y>T(C* 37V!I[#SXOML OKX+P+4M$LS(!,=8EDQ+1]O:438>F[,N3FBN> M#A"\9:]O;] @/%K?
=/PDP%NN1=FA0$>QW MB"F/PB*X-A.'"2M;E/I8]6UMKNS@K]RT3! M7G#756]I)Y5;"\A1X#L[@'@#*#CKICN/1@-#]"%Q#L3%@(B=59VM.J[CZ_8 / M43; I9K?
U7OG([UMI=ZL%Z*+'X\)6 OT V>L5BZR3C_2LZ MHJP$5U2HLA)6K+\|=!M_7,P?R5]|-6V/+_T;)GS67-N9* (=W5:7&TJC6P S MP!K&PI,";0GV+9-
!NX*O)HTKVA=H.^T%0W(EC]%W(+\!.2N,J:YLNY;PVA[/<.&-D(> |VH_TV,27 M[&Y>AFW)[?O;A3S"W%,\4M|NW(\>?%N298_SA@(#E-N1I5%7V>,\]\J4SL:]
MZ;90Q5LSHT;G3:5;/1AR^!-PF[+1>59ZV-V^T]PF>KA;M ,BZJ.E&Y3=SO>L M?MOWA-M8 ;9M>0X*V%6]U>++,;7 \Q50MCS/3 &W[L.VL0+NT"FYU>XJO>[! M:."QNT#9^3S?
ZH[-M7KC(B7>^1Q4VHV]"Q5H_1 DZURG^L;2UJ+MN3]7\N M3WG2:3O4E%W.94/SK-WLU@W#]G',HU=3&KT<2@:E-UW=9?,0RWR+UK#$&L=N M)F50AWF0 ;3+ZD,')
(BUXA05LE7C6XSXGA7='Y3F'5?HFJS'*^K!,CB2]6#3 MB>Y-^J;&OBK@P&N;MZYD[BGM1JT\\:VL9*YU5\2VWP_[C,VI%HAV,Z%7.L;] M9ED6NK(L]!'/K6 CB3O+I8F-
"$2U)R8JZHLTY^S-FF! YRW0Q .NON"\@/0& M6_LDW;K*OE?YG5^3M[[AV$0=P'Y6MK;0SO% ',([A2-K" 8UV!"#]0WCO5Q8 MZ>5(T CDV31EA1S*@@(>7%4U=?*$Y
M8TI=WFA*9_V6')?W(P(?@[NQF;< $ZD^ILWKDHCW<3NA.V%O4J_Q+H5+;'> M4<0/GDV3]M;\=B/\-17'K;X>]#8*BD0>]6>6NK-LXON>7.YCWC5\7Y%?@%X7-
PG%U64O0]@RF > ?N01@P M3G8>MC.F<2T=5<\=6S9+D;$6X]CY7'=9 [A0@YO$95@2E][3WVCM$BW0_8B) MC5E@+D?V=G _)YC(-6+0% !?L"NQSIQ^,?47;W22S>WMW
Y%V5^FTJDJUNAS? M<%&S.6&3S4;*W^RS?G<6-K>#L0@K;&H"' E3U4M75!C[] ^V.'&?[02PAX^= M #)_]JE _ [$"@^+56R,25ZQ[7&RG^XE%'-MBQ#PRA#=K,/)@VK?
V^P.&FO/ M//)=M-5/8>96D[J$>O=SYN()\Y#P[!C4%@Y3M0=)56M6FTJTO[PRF5A+R MAGV^6>X=VSNFT96$G=']3M;l?(FP_8S5JRVEVEH^?KR*TBC_FY30BF3;*#G;
M!70-"),Z<:2:U\N]S>L6;=)7&BEL2\]&2RZC2(S,]_7[D$Y=ON]$T I_/9@1 M0WU3B C 6- 3.(O7);UL$_1\APF5W<-WLST%7-0*#36U93?Y30;VCYY@ _^P
M9NQ6N%$UDT,8W$F*,5'A"C>A5)>UPX:W0@)> M;;< +7Z'OZ70R7&H&VJV;= 7WE?^5=4--GY^7TW'?,; < GJ;SXLT;H6]R)M MRA1UQ9T&EFJS.$P#A
Y=RW;.R6^QHX\!I>@3;B3.7BP\@Y$>(2:7U45_\H;: M1]K5/GK+]$GP=B0)'EZ8"G#RT?-E:4Y9<84L9\2# _M"LS3@:#0O'@@1')90" M$;W33P+63&3DD4X]>SA6'4K\-8/*-
SJ/'>PKTOOWYOH@"]9&+,A2N%M)9YC# M"^]GG[IA.-:(N35[+@)OBF\D+9DZU97E][7]#DNFH*K7=GE];0Z,!]MZ@5F? M+REY*6%MFXQFAVOKRAV#$=']8Z0/-2P2HC(M'(;*-
M1T4^PAK(<+C\F|'"UH?#0+@L8T3E?TLZ>16 <>>SY"> U#T2?>A,#$ M@UP7PM)04HRO0]FN1OBYTL5.$*XXGC-EQ!X*F5@:LY@*!M.L9 IFWV1+.)>- MR07U9!+#,&E]Z_
U>"A]2$7]>,/EC-"T1,5HILOY9[E"?+:IZGCV+)QY&?+5 M0G8+F3AM8(NY :5F"*U:-LJ&IRS-Y&4[>T40X:0.'J8GMI"/8!S*YCNUZM=N6KM2K ;0:PTVXW+RM?K
M3]U2]J^KE_W+ZNMF\66["2PWWTP4]?MWE6]=5VM7'9K7;Q M]*OUZ\]-\U: MO==+N?FW==*\6]+MRX.OZQU^>Y7[VI7NBJDP$^^PNK7 -.34ZSW-,Z2M M#LS^PO,6X!OT -
_FSGOH![I5,-9K_C:]P4OR$3N]3CB)"[GF?&PBI!+=RE?^ M)TT:\ZTF/+,6Y]>AA[6]U,.\]3!(,Y5$(230CA=HC3(!35K>< 0D]6%[??A* M<;E'GM7WXE$MT5)VM(C$@42+1$L*M-
Q15\)$PD2Z((D6Z8(D6D[6]>5S6G^K MP8NFS00 MZ*4XL9_5&))X.C]-%8< T.5^!(B5YE*B='N4QAU6:Y3#C3>47FU[FD])RY+C,A&6 M<<<"4\-2NG$)O,P,9-Q!RG1(S-F-E\I
M;Y(U/RUMR KZ,5]5B39T"M"&1?PG(+]D8=PV'2E,%?EE]P/=#)" VM9_4W43 M\<|ZK4C3+@&>^\![,0!OS '>.+Q I]E;IK64ZE 2=2AYI-.!9_.M(Y!>27 MW5'TXTB,-
T7^WB.=@[#MY2WJR3L#%NDZMUC40V$^CKV<9_=.'?FEP],/-3%M MWMRZL6P>Y4$0\9;-@#28 3G"S<;C!\B]C=NOWH\FY?;]+&1:"\[VI-- =;- M3?,O=)*&7ZK"/E5A1;%
&:*>AM*L2_!+\.\MZHEKW)D:^S+]D6@O&]I337U< M6\IT<,^]+]SLAK\4C2Q3V] E2VX]S@X]I],M+P11CVYH/X MC;IBYT/Y*OXDZ=Y!'OFF]@??!L-O,C4M=
MZ9:ON+NV_U,I7Z!"^Y#$G@AQ.HT"-.AP"7'*0P5U!&IR4)ZFF8&>]L^1SH/ MJ15YL*8U,K9R*(WW*D85>+1SD^]8>&7]-3DP)Q-'3KZI MFNR=N/! _$9YRYY.F+IPQ1%Z2?
>0"]U#9T710!F8?4Z5UDI]Q)['F]@0?R9BBM?B5U)&O5J1V?ZFR?^!W2UE?\=']9IUAI_785+RT$ MKZ _*Z;/X.[:+HS-=09SJ*AF[0R,*SASR@5+-)*F MZWSYI&Z$"];Z8;6*
(U%Z;U@O^0ZR; G7^-+Y ?I2EJBMOI*=X;&Y7@VO1^A MG08CS,9=1KW3:/3P) P% M4SY%7-D>/=NG*5LZHOXA065[3&, LB/J@QAV6/[?)T#:SPI[3A*>BN!D>UY/ MLVA]\YG
Z[\\W9T1\,\@87#4Y,%03>Z51; (R_5*<0' YU7MS/HF+XR*8.+*'&KO^CY7=8! K?M##")2! MMS)@RJN^];8&'ZFF1H:],Q9OS\?(OT!=.(4FQ=B\N05FK5-N51O7?^/,[,-K]=]VI
M@,#PP@() 1#P.W_0R8#;H=\S\WYF$;U[=!DB^4U5S-ENQ]'^<+G Q< M_G[$/G7ZGCNV;% T+0C?JZG#]]N[F[.+=]NEU'NMI;B=..P&Y(W:U/?;Q@RT M4P/!O:]ZP?
PN(E!W' ^W>3>%,0 !?:X#G0.TJ*SS^1[*\3[0&TY#M@5+04$KNB035DZ##0$X,1PT*Q2 M=A=\4E-3[3D*N6.-VT-S,%YV3/KML?>-8X[SXZ/E
MHO@ P)HAP!5NTX+XG(1#\ F[EY8]/5\C!ZXLY)H%E@@UB-8U;TC%GWX(R@ H MPG>\B8C30]^-!.I\/M%F+WQC.2;7YU]@X3F#6\G&#<), ^D3'$WW@AM&>:#L\$ MXW7 -*
(#LRE^BM;.,*PW?$18]XW^>;4;\:Z8+ H_R Y)6-] 7+\/QVAOR'?=<44" >X(M",/X8V.+*P YM[A)P5FW&A>A8?X_BU?]$EMMI!^!0M.K%=XYB](?^H
M<<6APXK^7AGKFD;-7P/3TCF[&%F> >43?OF"8-#*QSA6T83##-L39I_27*Q[M=N%2,W*M< (ORBRF/]*Y2D[1O\T'3M^G,$G)@3[G(B68N[9YI+PN1>[']I*$_ MF?
%ZGDVYR;P60F+:PI6%V\T-P]A /X&C^8AQ+W]1.U7?4A]@QUCH+=9-%_CC+(O/S 7>A;Q*K6H74;9_]IYMJ;. MSBYZU:7-"GC?'3EH=_XHK
9_[I5Q$<0?!]_@YM:#7#S1HU7ZD,'3 *V>PK% M Z8 $*6L:]+SV>$:HE$5G#S<2-,==: ;$)]PS1BINDU>5<-CFSB1F C\ S@= M_@2(3#.4[-1 B%R!)Y;M8HJ!*Q-^
U4+!^,')";H!X1+*D93%=SY(B "WW+G;(V M7YNM7W\MU+OMO%'W-!Q3S3.H"*>6XK&0>7+Z8FK9%F7L7AW2@\7LU173W7#5 MQ"=W--
PK+U):+*1B*R_5Q=92G*>_0>*VTSR/ELW3!!NW/%"5TWWPT[T-_Z& MGC%"K);#$F,; OT_63D+N+/*!CSZI<*X5)AXAMW:@]U1SK3 Y4?GL#**B!/-:0(#U.$MR!!W73T(?
D7;LE+ MIWJP$-NYN7'!2.35BGL X/;MKJ7D_#^P$U26YZBF5A0"\N%R3CU@4;$]X>F@6UTI:M5S5 -S9=&B]F#IVW*9 >;H[M]S!3"5B=8PU>.*Y#;
(H=X#7XZ5+?:8>\]0[Y6Y("U!+BE[3-X9,5)?@9[X,> MKS=WEOG*%0)OZ3SC-(0_OX1'O;/<_Z-P&W]F D5HIPY=*]VSB^]<%RS0! X! M$+0!K_@+/M^\'3I_)WD>FUG/8V*\N(-
O#:9ZP84R-I$K@-*-]MM12[-A;-CN MG-<;2W-,WOP&ABJ_8;C)?+1!/>)8(%@A;V-],.8N[5082D3Z@)*0BK"F]&IP M@XI_ [\W_4BH^/]XIA6-:])++B?,\U*V&\L6;^'W%F*
<6BLAQIF>]Y;L+'[B MG!=O \IBAY$_6;_IU>8S,@C2 EF"I">$]^P,0L(]SYN13\U6A*>$.!RV7 M0SY@]%&O?GY\'N&P/VN?/X*B3FWI@1!4"%661&BHP;"_57RE)M*GMU#9U/AXF
M(28@&,2277WPY@:5^:D;VUO3:^:6;TVXK\N0/ MRFDA5EA4IJ-@5=\LL /47#*HEDF7S:F#5_2M)0Y>-6EPBP230?YNY8=F'*MD.O @<9-@0FPP9_"2I!,*'4A,,5?
MLRD96X9&\>XX7/)"39@+PYCQ8=@]3L3,]RI?D%S>5S.45$5_KXQU3:/FKP%2 M.V<7[MBF(";\]@6Q['2_ZYY=C&!VQ,\[:(]%UP*E]0; @5G""40MTT/HTV
MA0@X>&C\E[&,%LP@:$Y.B<8248]*GM.@(!&75@5ZV80VBS.)'?(MSOT] M?@GG!>?/=Z@FS L 7T6(5PRX' 'I'/?N1 JPA\IH.@:(!4[7RT%&?
AF2'NBWE^1NOU#*?]:L#G(B;J7;>ONULVI]+L MM3J59K?=]_2[KS96M#]:YIEN ;%Q= M75>NFLUJI?GU:[/2O<2_KKK7UZW+K_VK+]PIV!R0+]R \G))9N.'U##$HCAX
M#9H^#%X;I@-&?J2;;/1GBROQ:O7OJ^2S3JK,B>N (]/E9Y5P#X^ONLNR)IC? MMB#[N)ALK]ARAF1O-R8[?U%-*K([WV%*4#:[+3U2I366NKQ)XWC"[NF;5Z@>>ZNBM*HVK;
[[YE6_^Z=@E2N8 T"_I-LN5C" M3VC)]&0#^";27/?2]:/H^4AWX?2\N50B.27KJVYH<4 MD421Q;>(I-,^:\MX_ #0?] 1R7$E2O;;Q&VC'>BLF8^W: .Q9_1GT]ZCEZZ]
MQV'$/0$$=PU].E6EURTB\ED!4#\S(6 MVOT))K[3=M#1T1'E:Q::1L34"+B*FDII1$4Q+ZMYQRG5-;:52+ M*.A+ =6R<0-&8LIX5]0(RT*E%]&)W-
@X8H>VDD^0$>"DHQ.,$)]D(!.L5 /0 MN;(1"M:;Y\NM;B.,@4BL5LS\^4ALJO7$HCLZN?M8HCL4BA>##<.?1\:GD9] MHAA-?
_6Y7QZ^W3P_)IZ "I'!^$PSD2N,1Q7;>@L^6OP,.6?(P[>['W^L/^6U MDF7F'W]YEOO9GSK^:F$"YP-((BZ[<;*B8*R?8+#!0X5>1/X>!XF,A ZWZ\K7 MQ^O^[Y7^S?/UXZ]$-=
[4F>.O-%,)HW,V6$L(M5698#\1E'LL9N' M!:"2L8TFX1=0|,.(&KR)R=!1YQ#07/#XC<4W ^Q'WXYB@F& W-$W\FA-5#,6 M&C$9(<9WA,QD2-B-\<^73^I&]&#:'U&KL)
[Y*KCTG:)L B>5_$.U?U*W;+22 M*.0D\8#$3N9>/*/KQ'J2<;GMP&/7[T1Y?'C4Y"2S* >C"?S8S[,'-* MB?T801^]I]-7MK9]9FPR0EQ.\+E(<+01YC(-69A9L3 _<<243;'Q [^822PV
M%]3B9)$?_LL8OR8D2X2/7L\TX8D$^X8)BTF2:%K %!A3*2X-D!)+XK0F+ M-3T'OXY# 0.M ;E4;<-B]^"1Z82T8TL])Y>+X2H1W'H./ Z+/3#$"L5481+G M%73#062VK&(K%\!
[.QZD.P51#?,;HC%U Y, +C[1XI2F+\B8R)QG3HM!Z M-5A 29;!0R50V0A(EL&E 4N6P>,],=*KKBC3BJ&CXOM +*4?5\/ MD\E'4NE;Z]:53K,NSX0<#?
%:KI;B."HS!']I(6^G+@^*'Y,\D9^*#]IL+Z>:\8 M0BRI"Z?#"W1$)]\ 2Z;"K$WY5BPF!Q&PI*,M'.GO5*O\E]K6HGDF#LPBK%!" M2BXM]2%#O7WD44M&;(:K-
4(JPN$HPD&'+,>59)%4AOFB/Q,JPUXM76>)(Z G MK'65=F_Y6+>D)RR]D4^";]K^$47'+#E1#K:*WU^0<#]NF.6(TBR28/!H"09[M]14[TH>:YW[-B'&O-4O6\T99Z<[IZT]B_
MWAQ!B5.OD)W>W9D(P_P-BT02* D#0P.;O]D\(7Z&RDH\CS7BV)7Q(&M#. M[(."&0]Z>"*7M[[U+6R41#6SI>L;O? 0$AV)A <2 (EHB+L)% 1UL[KBU2$ M?.XSYB-
9V0JSSG/(@Q.U^_XM\^U ME3/I64X42;&LL=%Q)%(D,>X>QN;%I@QT<*4%I7PZB<[IKI!M"U_CMTR6ZE#%KBB16C)(K>O)LWQQ)*>8EACAIC>U9RN,N1$C#,=4\@]Z/4MF2
M/HB$3_O]:-%:H!UQGN'^7Y&,41B+>]?1Z'4@"*)@Q*=XSM&&)421M$TI:#O7 M4#C-! $;57&H9VM2?CMN4Z89<=H<[-&!QP;:< X+K5:+(_[+K5,-8K M]#8'7Q,^>D9&1D8-.';
(-2-\\Y,M(OF=^I3L_E @,7=4E'O2WTN-N& #Y]0- M="9D U(O%L$?,&4>BU&5,-D73AH2)QGTIY(G!R//DA1MD&12Y9Q8Y;WV(0VH9=B2S&K,21M+S96G*A>S+W? MFD-
K0I_\C-]WD>T-UQUE!O4#:73VOZ 4($KD0)V/0I8B3Q1 MP\!B7%R)\.:U\$HN/ *S ,W]LL/(40P ' X(BR+^G=ZVY^]E1ZMI'A.9,YI MUG9??)07T'-:P':[>&2GYL]1H-[-2*
<36=1QD8']WZ)&K/BA[$ M399.)=>>BZ;2]N5< YE6:0H/#]7F;*TY*=G=#UES:DJGF /VD-2<%;4" MFRP$RZXY/:7;[)5?<^3&U H*6D9N=!RKPK5*O)K7M?
@*VO1C35XDKJCD:"61 MDQ>SQ.OF73H7Q]AWG N\$]&$1$584?VQL-XKT',VE&Z]X!3'*@TXDIA3]D&O MM;
($(K%91:YJT%8:C8(#2*D&1Z\&*PHGZ]7Q!K6FTFOE*VVC1ZL)C6.IPN. M'2<;%[FC;^31F]CFIKM3;IA## QQFR3L;R2RZ3%$(O7/I*G=52;FF=C&2#2 M:;]A [&@)1@-
$()QCI^,*)BFVK>$)N"S,C?VN?5" 4O7 P9D1%9?G) MB!1CF')6;G@\W1P:'DH88"T:C5!&TRV^]3)Z6Z(ZCC74&; GF^Z,^?U@M/P/ MQ#"UR>58IR-R 4Z'MM+O!^-
|"&\ S:VX!$IH\+$V[)+L&=%W5#-&7],?BT8 M_Q]C/3XPYZOD>0>H;-(M8MOQKZGZ:\7;(3\ OQ[^";[:V?+ Q4/ M?9Q4O4L3)IZ6J8-E,LI7E2U2?RY V<
MH:VS#@%$\.B*.="/=GP2NI MQOSB(!^P95]]^1@FR/VN?/\ZOS:R@.\+WE*'<7KPR/]EWE$=CN$[YR3TE*P!
M6>>S$[EQ^)$Q[^Q\?)Y!'^I623!#IF6RPQ1S#0%WHE%K/B\KOJ3DJGE./#\ M@AP;/P^.#CO>=&K9KN_!IX;JHN(2R\9?:[;;;W.]8@1(04QL" MGL)N-?*,$80]@"WD!@\,& L]#
(ZS!N\=$;ZWZ3 !15FTP8K#/S]C(^0=6EF=.?P?)S7/-Q1(C+4 M_Y^]=VU.'$GVA]__/T6%9^<<<X1P(W'OQ]CC"W7;W],YTV\?VG(WGU0DA%::V MA<3J8LQ\^B>S2A("! @,DA
UL;.#0:I; C(K,RLK,TQBA8T'GEB89"D$&X<& MNSIBK68QFQ* -SP;S]L(-WT^9X7T*4@"P;$B_3IF6Q?#!\5R+<+I#"R,=8*V _MZ,SB
<%#HD<+F\Y@@;*3<=XQ@%#!WDU)0/01[::B(%8\6E&!*6[W?/8"/)5;"UU(DYV2CL<6W5+YTZ$GRZ:,; H'K^!Q&F>,[H*ARL?2=;[Q*
M4F6,I6$:P6'NSWIRY_:&,&Z41&8@^]J34(8S JS".#.+]F*E#GO]0% 1OHK] MHV ,19GV[[]^>7I8F^4W4: EJOXRU\)P4'.=2?S3XF^H]Y#[KS_^^KXYE_#2 M3+?
P*L\&L,XBPPLC:)!%8XU=: M_S'T>QM$Z]]=?;VN?'FZO_ZA=?WFZ??@ MLF2B3[WH= !)8M.Y-?M(AKP"V0>BH5<[#/+YI<[_@?>6XQ_"G\[>IU+K}YMT M:J&;?#^T>KK[_">S?
\:]@#@#&VZ*]XB60ZV/?I.E(EIS!-)Z-.#W\Y^\1WC M; [QDW Q&%8F0^P*PN,3BU_&,)_>B]N6%Z#"+DVS-(%FZ.^%2]XDV:.K9)\
M%K'@TC/YN/INF*='52[-6$M#\V3'GL5S\T=PJQY8>& AK^\H8^Y M5T0N].K?5)OU-HG MK:[=:HUM7%XXZ(A<4-;]W\X^?;]WVS $RE()$Z.1)Z4]P)FP?70>!Q<;I!!16]EEN%6P?
K; IVT!%XIF7;N7<< M#/ .#8]Z1>:NZ^O':]M,1C9&\)%9+FMOB B^?0TC]JYYP!HUG_3776]NM1V1 M4Y9,.V&8IR642DF)<^0P]RIU61GPE&&>EODI)7 -<<-
<[7:5KBQQ<,HX3\O3 ME))MYLAQWE.5;DLM%*V'5E"9/U0:1D): *]LA$Q+RSA94 M!.D0!WO#YV]S5WL^AS=[RB4K&G6EU2F7])"0/S3DTQ(@935J*@#YCM+KY9Q.
M0T*^8,BGI3K*;N L"&3(9 V6 MG&N:6&*A=PSZF3P%6U=B@=C4CZ^V5L,4E'F%>]T5L25;E5O((Y-U=0<#ZWE$=]GFK;'Q(G<.=22SV'*;F8 5\ (WUEGJF#424E
MSU243#S>$60VIY(XRV2ZG6.ZWBVS.4EX%0.OF M,IK3+K6G7)HZ"U1W-:6>][T&F1!C-S/C-G"=,57(=V::%B6WNN?S8*KK@0LS MKX3=49KKE1M$0-
H5 :U,C=OOM!U8\%QVJWYK:R, M$N*XE7^^E8%1/ARW&TJW+NV,T\)QV]WHK4R+\N&X4U>T3KF\ M/ (@8X6%<>R*#CM(M*52P2TE%:S52H)(/%\
M:#RGW=G>RK(H,9X[2],A+8S3PO.*P^7L%D:)\;R]2K=7+A5- OK0@%YQP)S= MU"@SH)M*0RN7+U.>;]RP.;X]IM?N=8,-F%$)B^,$,TGVZN]*(_[L]@OB((1!
MN81)2^DV"LYQ)5.O5H]A5D019#>02LPP:B?GLC*28:K,"O.W+-;8*5E&,SN MW94Y\27'[)EC5ISN9S?QRLPQJ[JS2UFF]MZ+U:=VQS*W=X4S4X+-<61&-(7-[
MORTSI>2*H^:*%;$=,K>WY(H3YHH5<0\RM[?DBA/FBA71$S*W]]NX8D-N[V1F MW9+E_$0^H [WP-KUW2G1#?X)FL1TT2/'I:*O-2F;U/]O(A6T,XBL1/ZR
M;EEAAG"/C%WJ83:HG+-V7_;=]V"M]H&-KV[H@+HN3"SD,,#2+,E4I=*(9TA+ M'R]&1#"4!2 ,GY(,6<+?F/L[DLLD V MC6A>V]>)>)3L_K5M_LGT/K.
!CR#]Q.T_,ERC)]G8L_1.HU&KP,[#@7A/X8F M?3>@A>8+7[7\ZW.$'S2P(C,BPFEV6^NRJ.V5\YR M#G!;A3#SQ+>X%ZYJ&;2[MW2\5E-;B MD(8N]&]6S-(:-&7571:S;5'J=W2\-
MO665\G=[9P=I+GSXB5D6"$$/:"(8\]Q#X;E.[VOZPDL*L&Y@L+58QJY/ ^\FL M]L-I5'? 9@]9W;,:8O,B1T?1+T?#B;8 M#L=@+K@Q:T9[Y5&QZ'X.L??
*R=E&E,KPY^LX7LN6,6A7C@\-M8>X)-0W^Y[: MDP6Y!3-3(.L9]+M3W8<7@HM7Z<;S5N,QR8 #>$F*]F8_Z$$4 M;;VK;-/9XL WSU*A@6[XM9$A)CZG(LV
8E3A_>Y1YAK"=HZ3Y%EZ/IC)@-' M_8 8\1WBP\|?= KINWL;$WGVA_4WS7+6%MIMW>/ MC]IFHS725F&D"5::8]:YH^^=9-79U>>5W'@0MELUJP,QXTZ|[>[32>'E%2-8
MRYEI5PVV\|>D44.]Q&\C5Y[*K-?YHO.W/_5K8#>_M,_^P"']PJ9?NC^FE^F-RiG6>KPMW5;ECI1WWWS!|6/@H8 ,602Y@TIM$LV&V, ,+|W/(]*%O?E+@#1X7 +1,-` S$P(*38X# M&$]
APF^0T9B?,D&^&LC_96-X?@;=P&G3Z>(G"W8M@,SFC$[.5' WOIX0MR-MM_R^BQ^% $.QR?MVZ<"BL!M<[KG!:.Q.!X)!^;^1# M'947-M9Q72=.8)F\M9V;CA-&C&;T-
SSHNL:+S. $J<98"_86MF;JOP^Q\G=D8/^XZ0 5Z |X+6_WLC*#?Z07Y:WF2?$8<9?"=M5R?\%VDI=KYZ,W-3^\[P?*LWSAA MV !>]:6,85[QK(/)/@!H;NGU%YU9X4SX$P9SC6 $,+-
A'2L 3O2T_D3#'IJ4 M"@:W<$&]" M8R--@CJECU*=G,VZ)E6'BN;\3Q1$@_!:3L\301QIKZ,#UD4+,. M"<+264!&M]SR@<&B!0.Z7O;&EI2=:G8/X7I%?(N&9-)0L'K\),A
M&A%*0#I)Z21'*(CF>D-]DJ(OM+I*RL)7]!G0668SXFTO'Z'$ T0S["[T@U_/] MZORD&DB.$^&3(C"$!#= VA$[NQ>>L*3!+=,8S Q=>\8# Z8^;T\"E_PFH;4SY
MIOSB6*#KXK#&KO,"TXNWB:3,1[&/__LX"^P/!0T& 4RH]5^.SHV%N6/<6) MF52I=XRRYPWBN\0R2 MET'W,,UPO=&;W' \S)YYV6!1*S\>:LB.#9+/)"LT,(M$)0IE/&N3.;"TFE-
47+;AO -=-85TJ4(:X6.+C6!@OBB4/%'Y+=U<(R^49 MH41:;F4F=+,T&;45ASFM613;\<6JB%(F29EFI1Y]=C5"FI1F]>S0]V'8 MIUOCWA#O?2[\-P.-(L5,]A(% M?]U__?
+T$(N9)%P,O 7OSK@21$\4:C;7PG!0# D=9@-8NWNV!=FBL<8.XX4_YCX/8X%Y?_WUMQ;IX?;ZC]KUEZ?;!S"D MK(D^].*# R2)3>?6[",94G$ H:'I&Y[/_5+G_\![2T=WX4]G[U.I]?
M-,K7P M0&, M'JZ^_PGLW &O9C,&UOZ%%?18C;M]=$!/B]9>,=) NADZ**O_1??,<[F M$#\)%X/AJ3UB5O >GUC\,H;Y_-?SF. 8(# HA#PX(W.FG:&!SRB-H3'+,+; MK6'-%"GXD,
<=623Z+6'#IF;(D/G[IA$<))2I(8G@G=N&F"/!(B5NRB5$NAC+5 M)//W0IZB<0D; UBJ;FQ=ACKG=I' O&?LR #E]-G\@>*F$.T%J1ZX? -%#QP3 M_&@,J1E8]&X0GT+QU M>
(O<"4"0\;S#O(<M3O3_AHJ^.'>]6CSYV>;QU3'MX<5=%WT9+5W3W4]C,"%,@O/;F;9Y%]U'3&@.IV_1F)>O;ZP6%DQ%<>:;!?GD M8595V M>_45@ -,+G8:?IO'WR-/*3?
B>#&F^+=Q _B+_Z"*LD5))A*"]$L4:$Y]FM%O%IZ^4N-\;[CN'P;UV7+@?L%=[MUOZFKK,(>7Z(HWV4D*\Y%=D!'XKY!L2\A+R)85|+QODRXS7(U%-RG65/+>T
M$9[O,@/#4]%:.2H+)4-)V7UY +9-]]VI5\$HF8$#F7]!'NXHS5X.V3R/?DX5B@TJV!XW, RONAX M?U$$>R@P/U_S3&Y?DKM*R5T90P;*S:K'N_>8O%)[GKA3^P[O
MRR+&%^[2'4W0\"R!WY!D .?X[!PK.R-]J3(H?!+W-5+

*MP99"003#B_(MT+PQU.UGRGG_$7=MZ/;NA;HVZBKD"Y9LYRF*.5&CRBZ/=U\>_M0DYZ%U9Q-V#HCITH*3+?,<^@Ul,1GQYCN^% M@TC!6S0FGNZ9I#Q AOH+B#,<;1\+HPB\V$[QUS:B>]@C/l8ISKUB^6:?P2XP^)Vu4S Y(2#:#WBY#1,3<)/\!T2W;*_[%P+02 *G_V\]\F;' M-$^CC">,XI!8; =I\ 46!A; TP$!L5 ->+QTD=PRMI3X5.'9L0;7U)$L+K*L(MR6"-4MA'IV'OZP_#!&)(QC,,Q+U:#IP18VJDF) M4D(XHC5/>NQ5/,<1!=W9.(#M-$MEKFR)*PKD8@)5'7,3U_@:68Z'A,DB%,KI-M]5E;\PE,#RD@ONK,_A,&?&;7WA@CWKJ!)GM6K!>IH*VQI-@ZL6R^WFV%RY(IQ6;F{0FU5CL==;T(BPJ{s;)+D?GB2&BAC7 M9O8)T:|>!6IP'4!HS#BG<6Q :%_TUG.`,:(E8%-6GTUIOW1LS-CFZU>GJGTU.MTC9\FI6L1%>!25%-8;C[INS=]Y0'GLB2#9A0##97\(FJ\8FJE5F?3XP'U+JX MV&+D(_+"E.584-'473.N9S%R3&IY4=&=%3^'13#X0LQ*_9B(U*AB)2P/J"BN MTW=@&^[RWH.E-&+5"0 O<%*8D)MU]QS24D/ZH?BE,/=\'\?.N2RNO\VD)1X;@D4- EG, M9" .;[Y&7]\P.A[HIUF& M2XM1;$=WW,#"IV/#V[]H30KO<64;4 +L".H: MYV;;H(=F]2-RB=[P(}-(-P>+T=&9P6M5JGE*i=%Q*;3]P9$0!}5FY*6@9(^)M.E-';>;*Z31L;U:T]QO@O8N0ZF&-F-"/<<= $>%3D7L2NI_[U7*PfC?(B62Y M@O#A"!U)K?B_/42@26WAFK%Y2*%@(=U"G!!O2*&__<%E986&L)&> 25/,7L> MNQ(+F*A?/-MF>;GBD_51/B6T0#RM@P4! <-L$((@MN@K+_W(M<$0,QX*<*RJ MP1]#/12'@KA06";7OBR0/Q?H*+ IT>?;Q1/+C\=!'&*/D91;0,%|>:G@,$" M%VQ*CA2/\W<%%?MW]&HAM%*3*|SOTP M7NQ72DOHV#A2I/;R)3Q[2;^;]O/125D;D89AAO0N2HB?&Q"+,QJ$V?A1B%> M-AK;J1:Q/AZ[SBO?E;$_'MB[^Y30P^+6.-8O"$,;>;>X]^*FITQ8UP4P*YE MX8N{("EON1^-|8+D@OD0)P?G$C.UH>S4X{Q?:8L\R0Q8%*\PIKI%HGM"X4G2[SMKDA/8#M?]K?%M7KB;37M2!\K4EWQFC1B!N*YJ.S2'DKKT&=N0T;*.MR2R14WK'|*6U8$Y,&_3YNB-5L=:EO^ [=C\^%_G"_LZW$5X)/=TS>49=>ZMJ;"V*BA&T;K%0$%M2$D4>O=BRTU8JC-5-UEP6=0 =$#[U?EOGF@6-MV#[>|"M"V_61)WINC0D M!4+[VP2<(1|SI:>;O"((/(H&%RXM25E\&P(^)ZC(H6"L^$;.MBCS)-UF7/@>6[H(4!?N1;\; J(/$D%';>-C02/\)NF)TROGY[N9[=**(UN.< MJ3YT)OQTT@)^PI&!0>& GA*J!4S8$9X7&@:Q>2: \J2R/8C>\%<8//-#V_{^MVBC$G[>OH!AQ_,.JV!3V;6W%"X#*B!=8OIM.PR!G2/RSHC;4Q>S#@Z?Y]<|(%'6KNS1<#6I*^S15_\;;ZX[[K M'+*YQ M?206:N"98P2E0;R#J/7;\6W-[C+.6-.]T?'"GT/YPA2BFSRTW8F MW-@-2P>2_])'XX_DWM)}?.8=I -7RP'ME?P!SUK\+"KE?6%J&;[CUOZ$>3VY M.F>>=Q?DD^,/XX/V-&TI&GFXRPLK_OU4.L7*JXS&%"7GUH]\\%8O&A]M'*4 M"Y41+B_2"TCXC(>%-I^V_DQM@ROKU P$E!=],6&L%'1'78_O^* $3AS7,B=8 M?-[3+5'T&=3WR$$0'Q9&ICX/,] 3)6'[Z'<8H,)O"H<6"]B4VJE_OJ^N833RMAJ46,]6/7ABNO)60!K7%@=X6]9HNPZN1S&-MJ23NK[_>UCX]W%[_4;O^\G3[\"$4KM'=+R2)3>?6[",9AO7G-;R,%&:@^*7,M_X'WE!)3A#^=O4^EUN\WZ=3BIW!H=73W>< F?TS[L5D'NSH4UQ%9.!:'QV6 MJ4>*,P+H9.CBIOF+[QAGWTK5/-M>XZMDGP6L>#2,T7N;0,';,B)..T M,QJ=?%YXJR+N0_%Z1H!\?N,!@S&D M9F#1N\'B44/"\?JI&OZ8?NB@I1XZD$MAF0KIQE5,E\'A-P7&JY MU-5K,&6\TG?OMMP<]_FHGBVK,*SlV/&^^QCWI7]S6S-=%\!/_9LI"P"W.HM@T2!8E' (;^U$YXR1@&V4K^<5HNL)0D1T<,<@W4E4Y(]T+&AP!Y>=UT!=@L=TL7DZIAO>RM M>ET^@F(?E>Q4K5Z0^?,9;Z)=V^9M"%^=T05=L1.SK9-FEN_PMOD2?*%6I#%_MM"'^-7#2EWLE94Y1\47V^2>$=]?]HC:7LXY*OI!|2;.^R)A\MK1\-MT5*5=CUGHVL7OCC&TZ,IWQ:0ZC0,?1EC++22(F$]_U -\L MR(Z*B?^-TQZS3^\B F#X6/@ /H'NV%7 +BS<__),8CPC)X^H>C1$]FM:[?6%=4(M_-T MS1(5@T(2I2DN5QQ2HZZT.N4*0Y+@/C"X&VGA,%N[PHX!W\VEURO>3U8X\$X*MW&DQ+5O[RHIX W.VZHI7 "5PX\$X*W"MJXV[G3"L[N)MG5YVFTNL6[VF3T=$R M.KKR43V-M*B>_&R=/<7V-%2ETY$A;Y(Y]LP<;2$O^=E*>V*.9E-IUG.^-BJ9 MH_K.L:+J44ZVUI28HZTI],REFHE!#YSI 7MV$>K!8.YP!#KM1NWF&2,E)Z M.KM,1DR7, JD1,|E]M=8C04T+6Y.4X7L% <P&4ZAXM]D$ M<%X 7G&2GY.-]6:3"*>9VZ,G\N:6%T1=*5I7+*Y<"HU[XK=;4M.7I2 M&%V17$4KIQS5.FVETRS7K2?IA1+AQ96,@VEFJSV33\+8E]JT6D>0 %]B_+<P MG]WT3#X8;I>59KR02CC8[2 MU(Y5SG&DP89>EL%E\3:N)E6MJ(O^8=O]92&)N.W3@>'V8]LY(Y#K:5H/8G# MT\%AMJ(F^2=5!56^79IH0(G#@^,P6Q&1W"8KBOM$]0I ,&:!=).8/QW;F63BTEM^>7EZJ-*>#QVPU/8K$8Z_1 ME'BL$!]7PC%,F8[\X0A%7QF0>5.1,93.UU%YHTTACA"]-\ES%/48W]L$T[F^ M&Y=Z?A1 (W7MW-EWQ7'K5KV1,0 -P&4ZAXM]D$ M<%X ZG&2GY.-]6:3"*>9VZ,G:N:6%T1=*5I7+*Y<"HU[XK=;4M.7I2 M&%V17$4KIQS5.FVETRS7K2?IA1+AQ96,@VEFJSV33\+8E]JT6D>0 %]B_+<P MG]WT3#X8;I>59KR02CC8[2 MU(Y5SG&DP89>EL%E\3:N)E6MJ(O^8=O]92&)N.W3@>'V8]LY(Y#K:5H/8G# MT\%AMJ(F^2=5!56^79IH0(G#@^,P6Q&1W"8KBOM$]0I ,&:!=).8/QW;F63BTEM^>7EZJ-*>#QVPU/8K$8Z_1 ME'BL$!]7PC%,F8[\X0A%7QF0>5.1,93.UU%YHTTACA"]-\ES%/48W]L$T[F^ M&Y=Z?A1 (W7MW-EWQ7'K5KV1,0 -P&4ZAXM]D$ M<%X ZG&2GY.-]6:3"*>9VZ,G\N:6%T1=*5I7+*Y<"HU[XK=;4M.7I2 M&%V17$4KIQS5.FVETRS7K2?IA1+AQ96,@VEFJSV33\+8E]JT6D>0 %]B_+<P MG]WT3#X8;I>59KR02CC8[2 MU(Y5SG&DP89>EL%E\3:N)E6MJ(O^8=O]92&)N.W3@>'V8]LY(Y#K:5H/8G# MT\%AMJ(F^2=5!56^79IH0(G#@^,P6Q&1W"'8KBOM$]0I ,&:!=).8/QW;F63BTEM^>7EZJ-*>#QVPU/8K$8Z_1 ME'BL$!]7PC%,F8[\X0A%7QF0>5.1,93.UU%YHTTACA"]-\ES%/48W]L$T[F^ M&Y=Z?A1 (W7MW-EWQ7'K5KV1,0 -P&4ZAXM]D$ M<%X ZG&2GY.-]6:3"*>9VZ,G:

M8[%!;-9$C8+*#G^%_;U1'PB8;[/>F=>.#+<^M%"@CT2=`7H>_J[MBH?(0&VCX M"E(Y-.E"W3W6_$$3\3S'9)R$D4J&CT;$442#.6&B(9^LE@X\LDK@""ZY=QF|
MP4*=X9VE!8,2*C9P%]08'A.RZH03.E/?0PS$BOA+1/8*;O@'T.RA*HZEXH M'T/# #@%/CFVT'K!1$SM0R%)8UV\F.@/!8:./LY2C}1F9)X#?1M7__^]@4V
/=U.;S@[/%10PL7A%~YC0(+1E[M<7QOO*N$!5!X,%YTS;TM;""?#MT2O&U8=0>%8NAAE,I'#A&X;,.;G@BP_9.-" MU?4<>N1RU+$L9X)KP_A6%8Q&Z)T(Z18;N?
U1I.,D@&+).1/8@'KFF!ZW!0V. M/%)=">^@L_?5H&,9Z'5'8CLO?M0X KJPN\+5?/?SNIG!+>@\/ F.ANB-MWHC_%MKP@-E<24RWH-YLA0@Y'
(M(;3^.H.)]YNQH2,2*S<;S.]5QU&'WO?:EEZFJEP.]/[CLYSQ1L@:@WU/"+7EM)QN,F(X@HU*U^ M.],V^W?V'&;"%P.EZ32IK5D9M_ EJR[L?%!(%IXR">^%DSPT$6KE (/>2 M;
<#RR%[E3B)EB-Q)) J*WTG2*2/MK0K >\L]LDQC=6<54$YMU8N5<4X/?H4]\I?3@AW_2^N\HJP%%V)6EU"EWE M';8FNSH*6I7#
W+$74D9>#Q=21EX/%\6AU/5X73;CN+M2R\%_E;K/&_O;'(.M*K4FX6D%B^\M7JWG\'^N'URE??:%>2YDW/1I-5L(6%27XQT9OT?
C$]XR4@/EH21=%]5'T!E0\;Q.JU.,VX+.EO9#TE>---]+QFX M?3Q=25H=3U>%!P/+KLI(*WG12,K D^E*RL#CZ4KZGBZ*IQ6,LIBBR@+<=!H
MJ^7T=8O\83L3BV]8\:1RD15E.X@XNVK4E58G%]_PB3B\2TCBCM+K]22)[^RF M[2A-K5N4HI[8T2UY5Z]']BY:,&*BH>&[7%:TKQ7.5&;C35'K=8H*\2K?N%27Q
MN=I4VKV8%&FY!>>P!N3!7#EY>'*QE;5 M=R.UKO2P'LD)BHW""^Z_X=M13>F*%EL@ZA- "X^PT95;INLI5U:E?Y'(}?H.] M(R-QMO*8S>4[L5?
=)!%>LVIHDXVVTNH69/'X]^/%K.Y,N>=P14)62&27S%NEJ26&FY M655YL](Z,:73+,G)M81.E:%YK@+4M)*<9$0%*" *]*C;VJM<%;N-0,#\![%%TYQW;58$LW4GW-H
MSD\\;-8+:+#X;W1"O^K_"-NE/2>#AB@P< SY M_CTR%A6*XS8!S\{-]&,9E_^]27=T!P?0?B7C[.]:VAQYD=G7Y'GZLV))D MX/8OCLLA_^@?:[
LE%B(5.+$BT3#18+'=.!)>%2WB9(R>M(&)) ML'1G"WFOAO)>2,3/*#-M0(IM.X%M(.VY"4I2%2/O7#A!L@Q\$,(§)2?8PMP MAA0RD"B^(R89"D*@$1=R@$F,_*/9(C!""]]""6G;
8SM;W@+D0="^@6(#1,& MXX2\G^">YL,,):=H$Y+J4V2\4'@\&",2A;@VP#\]'W#PS@SR[SL2'G<)/F/H;Q M@_G*4!!3GI S:A[_HJ)6R>GV0<2P*
[OHM+PD9Q=/08C>\'V*Z[[.B[46^HW!-]MI*,QTU&$%&X9_]VIT==IV7/73)P>40>Y0VK253\@:V M2]V-[<;B05_-K@[*RGD77"D+*U>,C*+VTQ=\LI-
]Y"ZEL%WGB.91*F#WQP]'OXE#T=NY0!,0DG-SEYH#QS396 MB0LP[NCP+)"6M$$*QT]@IR'1(]&S&WK,;ZA0Q-Y)##$D,I8:AST/=?LY!DU^' MGY+Y""1^I/XCT2/U'XF>DJ-
'ZC\20U70?]VM9mH;I4ZSP_5T^!FO7/'+0MEEP MYRLT-4,)$LF<7334IT=DI*K=ER=(9G^!FW6EV2XF>9VD=Q%L,SI*KU=8E?1] MD.]S:24'4WI66&5-
3'G2ZNW(RLZC:,;25CL5,0W)VNHO6D8G8R]#Y7 M5:71[,F=NJH[=?.BF(1UE2XA\,.\$FEE WKX^%RZAEHO=%9@&AA?Y"YS!OZ$ M)\](O/N992NIG!>C;$6F,
T[&#;%)/POW,I7E<0=I=N6)*[TM]@IW4YA>3U+ ML^15I>]FNDG2/?&TXKE15Y]]H@R6DJU[11FX@744BZEU5[IUKRB)SYM*HS N
MECOPP7=@[:*PTY_=W0XG&Q@X2"T+4WFBCT&DWIY/@RH="WT[Q13=*MVZ-M5Y?$356>K51YX],ZTG%49?K6+S8$,\W.L2#]"@IVBE-;2K7M%N;?;.M5AH-
Z5>H,HG/&TJC752\DO0K')RZ%X7YC*H;S7 PM\)7:E-7M[A,03='S&:\ M6 W6TY&^A3Q/M'M*HU=4&%#)UKVB)-9:2KTK25SIS:^EM'LR:*&]U-6TPGP+ M,FCAX*[?
IM*I2^]^E1FX55<;7>G=KS*)<0?N%'6+5>[A[*.MNW]5NFKO8H/C2/H6CE8\MQM*0^92]C0#=T \MV5L2I5)?*XV.ME7IAAW1R"SXX>;L7A86ER-'"%[9T+QG\"YC'N6\##P!6;[]-
D5O@:76KI/,7NI M)YT.N7!/3YI?U:9OO^,&K/;N)W=I5I:T;FRALG)94YTJI.U7F7TUI.%)"E>9 MPH6%#)9LS2M*WN\1,B0A:V[" @_4\]W +.7V<]Y>0Y2XCDF0$W6ZF7LFD-
MF8>MJHI64"J;PDE;=/\5AY:FM.K%>+X*IVS1_>\36?GI YF'W54Z!658*YJR MI>LJ5VVQI196N2,/;TW1X*KZAJ1JBE90($+AI"VZ_XKO2!VEHTHM6B)K_\AJ
M*]UF,>>+15,V=%WE>B&O>X2NL=,,,N)FK@G)V]>3XND6<,<6 FP(2D2ZQ,2-G M@;Q1UL& B,D$>-=I0=B5IG9<]B&K+55IM4KBY\B;U$7W?V)0:[>59D%Y4@HG
M==']'PYJO2F=]X>, =V]1C$Y'U:06@9#'3H8JN+WK"HL0LJX6S7]#44M*"=M MX:0NNO 3VJT:C8[2+"C*OG!2%]W_:4'MO-%4M&:I=`"I&:T\2KR^J21?[M?? MX&?,.?\[_BL
U3%YX/4_$VN]+#V2(>#Z6)T6$2TL1B&R>5]I09__==/ M?YPMKE>]_FL;PL-O.#?Y5Z&W<+Z]+T\/<&/)H1G4]]D,.P.QD(C)%2$ 5Y
MSF3FAYS_R:"61>Z_ OCK^]H^TE=N" *?78GN"=&T:"3O82@O%>//R8_#V =[M?_WUMO:IX?;ZC|KUEZ?;AP]$MR;ZU(N$&5+/JG.+\9$,]5A9#20'"5VWO]3Y
M/_#>DE+K[_">S?\9]F,P;6SHL+K,M9M-:WW*, MG_/8Y%W'C9)+G0Q=.OCM[!??,<[F&&,2+@2SF<\0XH*>^,,3BES$WS'\]3VI. M6O*#3LB#,]+MK*+N"1D7|S^%A;*]R_?
Z558T)#2]D>N3K+RTH$N\792(N617 ME\Y8M*=_9U+#$5=;/Q! +G41&O\)EA!W?>O9EY0.T# ,]Y[=:?0>6GGH3-;*
MQ:+6;G$U@/EMCWF^1\8N@T=A&/@S'8TM9THH\70+OH3G\/YPG]HTP.#9@>,2 M(;2$YQKA"0XS;DR\2,=[RW;N@UMA6W"HP/=8!;SHZ$%?O07O!#\D<\KL'AK MLY?
$)6@1O@Q3&%!<8\,)7 ^[7D:, W?6,XS+ DSPL;X;\X+=8=4-Z.O/,\Q M&+]!/6'^D+PPUP]T2X'F;UQ^N8XS4L2;-H!SA)]\%Z;"1^18 5^R" (TI+"< MEN5,X 0%T@T M8Y&VY_"
(/W0"#S]':=9?X=#Z6)T6$2TL1B&R>5]I09__==/ M?YPMKE>]_FL;PL-O.#?Y5Z&W<+Z]+T\/<&/)H1G4]]D,.P.QD(C)%2$ 5Y
MSF3FAYS_R:"61>Z_ OCK^]H^TE=N" *?78GN"=&T:"3O82@O%>//R8_#V =[M?_WUMO:IX?;ZC|KUEZ?;AP]$MR;ZU(N$&5+/JG.+\9$,]5A9#20'"5VWO]3Y
M/_#>DE+K[_">S?\9]F,P;6SHL+K,M9M-:WW*, MG_/8Y%W'C9)+G0Q=.OCM[!??,<[F&&,2+@2SF<\0XH*>^,,3BES$WS'\]3VI. M6O*#3LB#,]+MK*+N"1D7|S^%A;*]R_?
Z558T)#2]D>N3K+RTH$N\792(N617 ME\Y8M*=_9U+#$5=;/Q! +G41&O\)EA!W?>O9EY0.T# ,]Y[=:?0>6GGH3-;*
MQ:+6;G$U@/EMCWF^1\8N@T=A&/@S'8TM9THH\70+OH3G\/YPG]HTP.#9@>,2 M(;2$YQKA"0XS;DR\2,=[RW;N@UMA6W"HP/=8!;SHZ$%?O07O!#\D<\KL'AK MLY?
$)6@1O@Q3&%!<8\,)7 ^[7D:, W?6,XS+ DSPL;X;\X+=8=4-Z.O/,\Q M&+]!/6'^D+PPUP]T2X'F;UQ^N8XS4L2;-H!SA)]\%Z;"1^18 5^R" (TI+"< MEN5,X 0%T@T M8Y&VY_"
(/W0"#SJ

8OY70KP13;3T"E(7!)T-BLO4@2%(",0NSWDO#/&-M-91E26.TXMPU%L:RRTPAE*7+#[.*N:?G5M" -#.@?M'H>^#=.,]-W;)@2,CGG0L@O(WR++#&LX;^7882>-2' M\2@+B3*P[##$9O)N RS?.,LO=W2[!.*,]^-^JP;]MV-BPL7*E4]M8 [7!OWW]-M[MP R]>"C>MJD6O&OJ[@43>.M7&L]>]J+51Y[LYTLO9_LI%JP(-;8/G&RSU9 M,!HXX$8*&F#YOI_U;RW7]%XOV)@N@98M9&>)TE/-M-ZS:2$\#K-K(4$DR5 5@U8KE"'KY:>*?1GJ;.^*>1GJH+3Q/ -#)4A_AGN^:LN8,W5YCKM?"7;\;W=(_ Q16KQ2V$Y2Z 6;M MLW >W\!2:AZ]RJO-M=[<2>[\&G95$;=?T"D,:S/9EBK@#R\-JQ=Y>)AKU56 MWK;QF;.0Z%:*E]-LUQ85V(=1+&A;B/6@0Q\0%-.6B=;MX%,984_fI;5[&UT^K! M/SP'Z]U>1E33>R"Q>]TKL')[`/G!-,&UZG9:[=\(9BN##,>5E9W1V+2HF*WG M>UO0>PQCQQJ6T/((2*2QV[B8OZ]CBV >1K9F?>Q9,HBP4C!.5M?"A]=Q\)GG ML,<4&L[$2J-4IUC5UE>@1EB*N+/W/A2VA.X(60U:Y6*[B ^K]SK'O/]8OP_8]?G;]CQT9<"*3VD:H1?2%#/PXL M/+O23Q3X(5@H:TS1#\X,414]J4RT&0ZYQ'!ER?KR'2I L*R=4AA[M@(%Z72[MK;TL+ CAB9 YP \2] N&0(.C@(6P%=;861ODP [!EKB.-47(S1LZ|&^XO#<: MBT^^&=C8\FBR^ ;X@A((YG(@W0^HZ9 M(7W"=#!P+$? 5QA\&%]"X2(\+#O_GGK9[&%CH]XQY"+Q$(P>V<(B]V%L/G]$WO)V',$<1+!F!.2==?"@=R M$).G]<>]WGL>,Y6Q,3)0G#0GRW:!R\7CL$I@ 8N3A]/M^$%#!,87L1_TH6!K=*A69'JA&E"#C M" ,D>Z PAVY0:FTYE@Q9B8<<<35:3,$;D&*YJ?PV=0:^]D+, &3\@Y]SGT 6(R M? R;T4!!#X$/8$G]I&!+D"=-6YMJE=Q5,)TTLC/"9:\=2&&&L8(GH S>(*,BN M4(P4),: 2GSR$9G2=F?,K^SU!PS*@3)?CPBY(&]G5;*"+$LN?_"L"UR<(T M/9#]"4(MN" [+5D81"77%4S0#2\[9+0)1HU|FN7LK*>[$)&, +PM4UWCFGJ, M.8$04Z!PD)D@B^OH4/$*&B=@9AA#E$!I NEY)G'R%YFA.Y. M3T'93P2KN3$=%Y]O(K2B>")1_HK'#M4B(5-0$$B,]U2ZLTON!YS0Y4_0N=.?M:'PP*4Y/%;#5]6>U4IBP@N=2N!,3$6!"4$+RlH.,]T=^,&X9>30:4QS!9P@D M4B2:3508U=7LCVDW?8XDD4C7Q2-'_6-()8/"R17-]0_?1?,>IAWA.%Q<2(*E M9^P,-!$2QX[+ ["RZ"0-\;UUV*(^37L$QI=&;.2QMF5$:TKZTA#C M3'C &2YWA@P E%C? MW>3PUK@I;<&-$;]HIY,!KMZ_B&*>:.PAK%A=QMXF M>#S)6'1SPK+?:M1M>74]18P?SU.A*-E] L\Q85V(D<1=+9M:9FV(%@6^#% M>,U?K)5Y?3H$5;!)=: [{+=\1J8A9W3$(Y]!6H2>#'&TK_;2L_)P0-E#2;$:S M[] UK3<0Z:C,16(%'-"W7T.C81RA@B*2-1[NUK#C"PP6!+^EI @W'RAJR MS'_;ZHBOK&>)Z-^(\T1%1!,; ,:U@%KYS!" (381&?U*/+C)<556A@"8)5"H-X9<9QY]_P0!4"GY*&8K0\?-&,/DI ;7DF)26KPL8Q9!? MMJVTKY#?K @<*L*JCL1^TWQ3,!U!:A#+ ^6,$B\%L,(F_I]%21/MUM!,;[BR M] ,CB1GEK<,+XL3>AYGQOSPLJ+4.*7HK\;TEC34Q/GCHY 3YE,.40:3$H15N\OBD^>.+X)RP58F*$R]*03&2^20BD^>7H5+G+QV3DKG7_95A+5%&I<>]V36VN^6L\!?P M=A5VNA&KEQ:K[;UN586]B9R+G4/ROX,DBG8\AIL3F[8&GL,CCXNK9G MDS *MG.1B?PU#Z_L5HP>*8?LQGEF8T8SJ9/NG' -F9}?H[.\DL)M5WQZ>)ZM_-+]V M$M7=-O8Z*RF\^AB)*JUH8-E'QOCFQ5'F;%BF9LU,QN3.^Q>UH,?"!.],+WAV4 MB0?EH3N>NC&8.WZWB,3]QH&ZW1GO45^QL(+&P"7E:!#W.9(G^1+ ^E]FY)K2 MO*], S;H5E2VW!2>#@!C-]G^]5- W_[\Z6_0EE%/&AHX6WAE?*P8H(4K&V>,U%;EBB2N@QYI-V-Y6 MU!ARL=K9C71,_[%GXR\>@MYE*4?WDGO%("L>]\YUYB*V MVMM^O-=`YXR!UM?=F5Z? +#W&UWC8/.R@*Q15=87[5YK;^4[!CM]LI<<",CKU)& M.MO&0; M]3B9Q;X'U-NIDTQ>_]0.-/1L- FI'T"(R&@]\F<9W91(\S@ $$6% +3\. MPN2>I[[72="::@;R.79/0U#W3G? X/MBMUY4.\HDFPD8P*FD!8TH7@%!/:4)=0 M!M(+ ^>.PXX5Q0-C)E@_+3O.:OJ;7/(FXQ# J0Q>AQ2M506RZ?$4.ONS3/0ZZ-ML]$&O$5%TH9F:5G M.^]K=Y]OR2M<>"D) [T@H2'@D%RQ'O2AX3(/%YIHJ-U[.1_]65!&>[]%B MCHJ[&Z0HK695Z7Q0"QI5DN 2"YR/Q">;1$G'>$TSX^TOMR)8.IA*!7ALL9"$Q(18UT7 S!)/T=+*&RU\,=0%)K*H]@^8HY%AXJ+A&MDN M#7@03%JL1BUOO]A3[OX]MT2)%,S8\D/+&=&,:+PAUK-; L&+$? MRDRA#84DK: 1WZ5% "Q_U$>X;<8>5(@/%2[#^M> ^;Q,R M,CN$R/08P%Y/',: 2/>1>;N P:K;E(X,;8B)H0UQ-H62DJ4[R!"]*GHP>*) MXQW>H1-&?D#&"@D<. BT38^A6OL@C@R-K(";T07WI>O ?)$Z?9RR&?H>.:44 M%-AR BL> (0:XA7Q,.T 1KR=#QQJBVQK1+5!.A[U8.C*SCZC%)09!%.<)G)2 M+B/:&.DJ%B!6'P@s$4>&#[(\R@X38 M^G1>OK#;LT7?(2TSTN\7;U*A3,#_@[K)8ANHIU95 >F$_ N]%9^ M<#]D;SZ;>*H>#TZ #D%X:KO8HEPN'DK2?CW?CH,U69V!0Q$ &A8MN/RBG62] MV2L6#05W$RQ#UC)%NKKWY?6XU]C 1@5HKPQTEOQ/O/\)\#.YIX%IB@/DYN>62 MYRD^):#W9G3: (5WTZEV&A0@"J1 X029:B$-8F;K"=09R=L/EQI&3<-$^_-SX M]&8F;37QO#AX@M@/;P7@CJ?*N&"V2>T<@)BP.(.UE2]SP_NG$%O>$B1'@,$8 M;\Y@A?3LZ0* (!V$P%IW0L]5^#VUZXZ(1PZK<.8Q\0P&5A1)Y4APE/9_3WMT MY'!PK]+E-DQOZ@!W3VAO)/,8Y>/4C@FID2'Z<7H&P75&#CMH@(_Z4Y+0!D0D MS'Q(3Q_'| (;,D127^,EC\HW_S'YUQG PMVA3^)07>@]FB-[W/Z4TG=XH ;Z M6T==/44*Z7,6T0.4\(ED2V7U^C<<"2%+!I&)&8W Q 1)\|,>S1Q\&L"B&T+* MOV,SB+BZ*87U R[-3 DN AY*9-! (%E):0-%6#Y)^E'2C3%%:@6-.?(E%+YQ7 MO# &N0_5<9B,M,,;BO66HT\6)_8.(THB588),FP'4)THTK666\M' O M/K@6:B1!M#,*X _E*.FAA54 2- R!BE]T,P^> [/9S)_#>TU5]9\TP,5;S;|\ M\V?WFNF[>RKK/_*.S?S-D-G[TR/'MMUTK[;;VGNA&SVS'4?^.*VPWMI_?*\K M$J>#W;V#]W==T[%K@MW>$RY*E;?:/H75H+@U"\TL*_"T]W!M[MZ$UQF43W$Q@H'9FY%'^-O,D<61=4"*BW$NS3R8AJRWVH&M6AW\Q5PS"K,Z,$127_Y/NX< $QYI.KSX?]JMQN@-ES!_P MQ9 =U@A.R$EA(XW>]3+:,]XF$=WL- 0*5AJ104>W*P>B,3/X]VTJV:/FYO/T%L']^/O>H)ZW/KRTXU!KB$/G[&%(3C\D] M093>[$T;C<"F0!OQAH8Y!GW Q59Z7)O.:YKW921H/T.(RD#=9V)VRM"KGQB2 M3;FR&Q]5%G7_/6I:Q52G<66-ZF3G_7_H8A6?W1WDHZ<..K^A+5K9FV!\75=3(8-S!M0:URJ63ZN+4,.0GK7E?+NRP>?K3NT\7EN MI[_2S0R]V:,OKZTUZ.I?,A'I@<]7P .^E)]21Z5 Z(P\W 7"(Y T/*2VX/J8 M/I:Q\-],(';>X/W,E,@[&?LB1&BF>.M*/(:#^S1^@/;K8M+4WZJ5W)=^!!*=>D2M[/%C;8*=*]APHE"NF81:1,?9*YYJA12^G6GDHF MAIRJ=)V?N'$*WWF4$$IN'-(YL-IEHY>3,,Z',G1)\]JR1^E>JQH[YI+VD97).NG@B0QC>T'=MSDZ22+,0SQJ*++ST M34>Q4"^2F\:$10^+L+[T)"P%I:DI//1\3>4M NY^X PB6F99A&"/ W.&/J=5 M^I(dIPY+$GFQ,30ZM#!$6A>Y?(XH/4"N/3#,@G"&E61-6^)4[RH3?+/T3)>L M3N809")+,Q0$@Z,.*G-V-SVBB4.2SJ?3)D76.JHG%MPKSQ O=\|U'4T!N%U" MN+-X+^<45BU H6S%B<#W_%B=RE159)QU=,MG%,\L:E,IUQ1B"R=;/<0"*#R3+I6<>5CIBN8"VRNYP+,:7?&!K+K!5]@+,!UCO3^WK#A9TI'/OWC,_ MMC<$W9A6GQ4[X1F@T^G5\3?1:XE_SC\?G5Z=7AU^G^.Q>'WS_C%5_WWY]/+ MHZ]GES\NCB_%X;>S'U?BV^%G\=7XN+T\L_U72S24798=*DZ/%3XAU*!@1/^ M3&*A>^]6S5X1YR6;/]#%H1LN[Y*TO\KK@^[HPF;65 QCHBF(^;+UP3 M MR5?^_HY-O#O/ZPULYV^]DZ/^SI842NJW4.6O]OQ"6$C@>?D^;E5(6,FLSD$F M_HZJ[P@IK&JZ<W^:@OD&L70++.5QFVO@4JG.<%&R4+!XINP\GS\4DH1AM3 M'"%/AQ)SQ^D2#4O/OA5G6-3.(_]&KJR\O&ZI A&!TF9U-VQ^D##P-0U.,G\\)Z" M>B:$<-(A-<)|\BU<:H.B|&G5I4_R6ES7B&\FD,|:*)S-M#04%?G #"CM,](% M60I8S7#(Y\KP R[L,ZAZQPK#T]<@5Q\07%W"' M=ODQ_..#I.9/=8K;U\J33BQ,9F4IG)CC[.T$M+QQ&&J+BH= (A],QUK#B\D80 M_ZDLXMAW^+05'LN3O-&K/L_)M#KWFCFRA3M?MY1$@(74K[U6CV]Q(+"*5]!X\I+=;Z1 PKA3O5% M35_5FN&3(IM+M TWRM@!E40I:4#Q]7+B;9\9Y)>O9Q,>+^-S^B6R(/3B[4 M3@5F5R'YT>O^\N^'1C+K[VUN]46FE+P&;D]%>/%1TA42'?KC9^J6YTXO4/-MN:AD9[' W3T/(RWKN9<.#OJ[T\E3WJCT@O M*GQ;*7CNG2QQBVF[O%EM[>D>"CJZXSUEAM1;2L>*:*2NG^1%W/?RKECE(XLM M4R/=6>D^R](ML35AZW=A7]Y2"Q2H;I;KQ>_/Z)+? *QVBW1.%*L,A@6F MC;*FB5K "66X(JS\K:C&I4ZJ!0UW:NC"+.6B0J MVIMT@SM)?NC*KX/8LU3DF?RF?.UDZ..U,W_BR33[@1<>'-LQJ2Z/6D#^.%VY MA T/FP$8)FI"_F-V;1)4C.0U12OOEAF# H0[VWOY)YGYEK_G'G2FUXF%O%0 M9:;/5-Q'WFA3!^ 6H9 MX]E0T%R^!GT$@3H0UE.4-,1AC#6#W.O7IQX]$<1CO)YZ">^98]QGY=_5Y2%U M99Y'XJA:O#@SBN4I@8:.)A?4XXS0U9"'R59W4-?P0UT++)6'M95[1VL3#6]1#'0KP?^E@_FDHB=!/=G_I?&]+':.B;N>]_W; M0B>@;_W,2!D[YH[>P15]IQ3AX ID_&X$*_;VBD,II31I=Q+)0HOV\>&"F] M K/TDCTNGW=75[O#)/F>?I'+P" _+7\K4;[?$T=GW]XNSKY>4I3^ _,#LZ_HR) M^23T?KYL?$5V-#*GU19&,/ 4W?QS+L8!CARGYYI MSZG)VF.%$O(6IWCZ1,: M\]],1$7/YA(C#N-;6B8XJ5F%9D/F2)MN8(#5]515!()326EN96D^3FBN$ K^ M%8,=ZW4,T6UWMS,EOC+]3+ N3S*&M&I]")XH4 =3L.WD= Q>M7 L9YP,DR\@ MZ0EE72+\H@B>%36EBF]/=_D%\]3GC56A?D5I>'!]**R>(@%Q6$2&]#B_/A, MXU,P-,O0D0-QDOBPV>>/3I+G]6(C7<=EIW(1(UA&U+N=78V)3?7V;'57RGM M+F$L7$Q&'&MO=?QRIHXZV[H.PI)Z,\&*88G2%:I1Z32H""L0VR?-(RJ6AO;"W!U MC53-+O1*9;4[W-4FX2&*%X_E7R9C$$B9COY^@ITYJSS*;T-9*6=YH'>Z0K) M=>!-ZJ<$/@3,-66+JE"MMM51I,.FR9E27+'#TG2+R6ORK;;VYQ[-]H)79I! MWP0'M'5VZ\HIF3)]$2%;9 $,&@R@>#]XC8Y*YZD.R)U@ R=8R;,3WOI3Z"KI MRS9I]$RE+ <=H2NFHZ43\MIG'/==O\H=_76@HY02M(% B$=11(4;,.7^5M>1 M2:T&"??!.;6^,QU*=0D<)S&=++#V*QE)83 :I/]OOL:K.(>0MY%1K8F<_*ZQ1/FY*<-'Z MTWQ<8"=Q ;KP[\%[_DZI4BX>8,>DR_6D%4UT0>!\L&2T+D50,%HB/4ET:/E-M\(MOH%W$F 6K%;HV##"S1-#FW[<^_8#R,7(WTI7[P"Q;GT!?.,UQ/&M(MJ;JH\7^9:$YR@C#9=QAR'5,W0T],YM!M[*TT+-.R&4[!W(\,H4N89[_S? 7S M*(,^A&|G\PZ,Y/K*G/Y#+,%,.+[FJY'M45S?#>]F44#/[=/-*&G0=EL$K^6Y. MQ$9]3- 4HCTY91>A=T:^*^8.SL@@0-\).A6B,?3:&.QU_("/")A[O.,!?N M,8O#Y) !]BED,&B<4&3Q2Y#46;@2;DJHM%02M _>7A=G5W\<7XC3 M!R=G%\|.KT[/OM? QR/8BJE'!Q81JZ[_Y(_"=EOAZ_.7P*V?4CS^??O]RV:H[MG1;63+3\ &\UJWHT@51WA@4&.WBZ(5QPGFT>@IH #_1M+,XW:B#JY-ZG2AR2 M1S=UYI)QJYDB2I8? V&MHY/OOBJ^3YO$'L0Q5)ON* E;CK)!2YH$NLS<[_3$ M*7P6'31=YZ!^XI3#0""'S@G\NUEC9"H-+L ;BKFRB@/Q'@?X=MN@VB3@Y/+HZ MNUBU|E6;EIDBIE}$,:E3L!+CR24_^;RHK \X%2F(:9^+,(A!3[)>@+:.9%- M5&EH+QJ8GDF&UEC8#27^R"G<:-?U(576XI VD%57N*9\!F1.Q MXSS&=]"7M9$@6PY,5*!$>M(O"B]%?CX^.?SQ]>I2_#@_^PZB\OWT[^(C,961 MCI?K<:W$ ZNC)*+!?]\R+!3BD;Z??C\&0G!R#_(O%P(^WT042UOYO=/%; [>Y6NZ,^]FWU.AO"@TCA M]PUIV>^^18%{)8-1>#:X"NS#(+B"ES]A%F2#CUEU]WJ@X/VAI 02HS15@:Q MU!FTEY6WL+AQ;-N,"891 MZAU/ALXM/Y?;V!OCA?R^'!UKB-SQJ:U06EO.[=;0L6$E_L[J='WVP?=_=V9 M8U:+GMM;\KG|)9\IV/CH^3/WF'+_@:51("E0[&Y.HHU4SS+M/TQYA%PV4!5 MM[CHE4Y@X.[K751[B(A'2L0S)Z5UZI- /<++GV.RZ#+K3];Y.O3K%)#8Y.W=&2K(-G_]!V;NI8+ MRMNST0.XBW?=_Q8-/=,?.

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skil:InstructorledTrainingMember 2024-05-012024-07-31 0001774675 skil:InstructorledTrainingMember 2023-05-012023-07-31 0001774675 skil:InstructorledTrainingMember 2024-02-012024-07-31 0001774675 skil:InstructorledTrainingMember 2023-02-012023-07-31 0001774675 skil:TalentDevelopmentSolutionsSegmentMember 2024-07-31 0001774675 skil:TalentDevelopmentSolutionsSegmentMember 2024-01-31 0001774675 skil:GlobalKnowledgeSegmentMember 2024-07-31 0001774675 skil:GlobalKnowledgeSegmentMember 2024-01-31 0001774675 country:US 2024-04-30 0001774675 country:US 2024-01-31 0001774675 us-gaap:NonUsMember 2024-04-30 0001774675 us-gaap:NonUsMember 2024-01-31 0001774675 us-gaap:WarrantMember 2024-05-012024-07-31 0001774675 us-gaap:WarrantMember 2023-05-012023-07-31 0001774675 us-gaap:WarrantMember 2024-02-012024-07-31 0001774675 us-gaap:WarrantMember 2023-02-012023-07-31 0001774675 us-gaap:EmployeeStockOptionMember 2024-05-012024-07-31 0001774675 us-gaap:EmployeeStockOptionMember 2023-05-012023-07-31 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shareSKILNYSEYesYesAccelerated Filertruetruefalsefalse82302591226520001363080007491000102150001100420001856380006087300053170000301058000385331000431900066390003170710003170711388680000-13214780001089100010891000-15873000-13050000141422000205587000112639200012736340001322230001411870002600160002767410003247100040467000669420007829100014993000178630003049900031932800-25298000-43160000-60680000-418000-9340001799000-1309000-0-793000-0-3645000-650600069350001240000720500010450008710001973000151600016415000162550003269300032191000-41622000-33888000-70841000-81814000-2056000-1889000-3639000-6273000-39566000-31999000-67202000-75541000000-682000-39566000-31999000-67202000-76223000-4.84-4-8.26-9.39000-0.09-4.84-4-8.26-9.488180000805000813500008042000-39566000-31999000-67202000-76223000064000496000-28230001371000-39502000-31503000-70025000-7485200082643088151410001521587000-972193000-2845000-14794000531756000091280000009128000225380000008131 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0814000158368000000047637-0-0397000-0-0-0397000000006400006400000-3956600000-3956600008504829-2997771000155686500013888680000-10891000-15873000141422000-67202000-76223000633710007746600063390001495500014040002761000108000010240002293000480800056000400-0-682000-6271000-69130000-364500012400007205000-75004000-731720003016000520000135100014500060300042410009568000-17379000-2539000-1081000-56962000-55825000349700019850003990003406000879600059510000-5137000-9195000-1449400047900088100008046000-45740003990003202000320200082550000-11730000-2427000-472000-16380000-247110001465230001775560001301430001528450001226520001479270007491000491800013014300015284500032486000328040001430000511100
(1) Description of Business and Basis of Presentation

Description of Business

Skillsoft Corp. (together with its consolidated subsidiaries, “Skillsoft”, “we”, “us”, “our” and the “Company”) has been listed on the New York Stock Exchange under the ticker symbol “SKIL” since June 14, 2021. Through a portfolio of high-quality content, an AI-enabled platform that is personalized and connected to customer needs, and a broad ecosystem of partners, Skillsoft drives continuous growth and performance for employees and their organizations by overcoming critical skills gaps, unlocking human potential, and developing the workforce.

With more than 150,000 expert-led skills-building courses in modalities ranging from video and audio to instructor-led training, coaching, practice labs, and a generative Artificial Intelligence (“GenAI”)-powered conversation simulator, Skillsoft offers transformative learning experiences for leaders to frontline workers, readers to hands-on learners.

References in the accompanying footnotes to the Company’s fiscal year refer to the fiscal year ended January 31 of that year (e.g., fiscal 2024 is the fiscal year ended January 31, 2024).

SumTotal

Refer to Note 4 “Discontinued Operations” in our fiscal 2024 Form 10-K for information regarding the SumTotal business and its 2022 sale.

Reverse Stock Split

On September 29, 2023, we effected a 1-for-20 reverse stock split of our common stock and proportionately decreased the number of authorized shares of common stock. All fiscal 2024 shares, outstanding options, warrants, restricted stock unit (“RSU”), and per share information throughout this Form 10-Q have been retroactively adjusted to reflect the reverse stock split. The shares of common stock retain a par value of $0.0001 per share. Accordingly, an amount equal to the par value of the decreased shares resulting from the reverse stock split was reclassified from “Common stock” to “Additional paid-in capital”.

Basis of Financial Statement Preparation

The accompanying condensed consolidated financial statements include the accounts of Skillsoft and its wholly owned subsidiaries. These financial statements are unaudited. However, in the opinion of management, the condensed consolidated financial statements reflect all normal and recurring adjustments necessary for their fair statement. Interim results are not necessarily indicative of results expected for any other interim period or a full year. We prepared the accompanying unaudited condensed consolidated financial statements in accordance with the instructions for Form 10-Q and Article 10 of Regulation S-X and, therefore, include all information and footnotes necessary for a complete presentation of operations, comprehensive income (loss), financial position, changes in shareholders’ equity (deficit) and cash flows in conformity with accounting principles generally accepted in the United States of America (“GAAP”). The financial statements contained in these interim financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the 2024 Form 10-K.

Certain amounts reported in prior years have been reclassified to conform to the presentation in the current year. These reclassifications had no effect on total assets, total liabilities, total stockholders’ equity, or net income (loss) for the prior years.

The Company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”), and has and may in the future take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We will cease to qualify as an emerging growth company as of January 31, 2025. As a result, beginning with our Form 10-K for fiscal 2025, we will be subject to the provisions of Section 404(b) of the Sarbanes-Oxley Act and our independent registered public accounting firm will formally attest to the effectiveness of our internal controls over financial reporting.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All material intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from our estimates.

200.0001
(2) Summary of Significant Accounting Policies

The Company’s significant accounting policies are discussed in Note 2—Summary of Significant Accounting Policies included in the 2024 Form 10-K and should be read in connection with the reading of these interim unaudited financial statements.

Recently Issued Accounting Guidance

In December 2023, the FASB issued ASU 2023-07, Improvements to Reportable Segment Disclosures, which will require disclosure of significant segment expenses and other segment items. The Company will adopt this guidance effective in our Form 10-K for the fiscal year ending January 31, 2025. We are currently evaluating the impact of this amended disclosure guidance.

In December 2023, the FASB also issued ASU 2023-09, Improvements to Income Tax Disclosures, which will require additional information in the rate reconciliation table and additional disclosures about income taxes paid. The Company will adopt this guidance effective January 1, 2025. We are currently evaluating the impact of this amended disclosure guidance.

Recently Issued Accounting Guidance

In December 2023, the FASB issued ASU 2023-07, Improvements to Reportable Segment Disclosures, which will require disclosure of significant segment expenses and other segment items. The Company will adopt this guidance effective in our Form 10-K for the fiscal year ending January 31, 2025. We are currently evaluating the impact of this amended disclosure guidance.

In December 2023, the FASB also issued ASU 2023-09, Improvements to Income Tax Disclosures, which will require additional information in the rate reconciliation table and additional disclosures about income taxes paid. The Company will adopt this guidance effective January 1, 2025. We are currently evaluating the impact of this amended disclosure guidance.
(3) Intangible Assets

Intangible assets consisted of the following (dollars in thousands and weighted average remaining life in years):

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</td><td style="font-family: Garamond, Times, serif; font-size: 10pt;">
</td><td colspan="14" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">
July 31, 2024
</td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;">
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January 31, 2024
</td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;">
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Weighted Average Remaining Life
</td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;">
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</td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">
<p style="font-family: Garamond,

Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Gross Carrying Amount </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Accumulated Amortization </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Net Carrying Amount </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Weighted Average Remaining Life </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gross Carrying Amount </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Accumulated Amortization </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Net Carrying Amount </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 20%;"> Developed software/courseware </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">2.2</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">359,094</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">203,997</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">155,097</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">2.7</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">355,247</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">172,578</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">182,669</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Customer contracts/relationships </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">9.1</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">268,729</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">78,116</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">190,613</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">9.5</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">269,300</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">59,091</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">210,209</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Trademarks and trade names </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">11.9</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">52,742</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">8,190</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">44,552</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">12.4</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">52,863</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">6,184</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">46,679</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Publishing rights </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">1.9</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">41,100</td><td style="width: 1%; 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margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">19,432</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Backlog </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">1.4</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">49,700</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">47,534</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">2,166</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family:

Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">1.9</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">49,700</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">45,941</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">3,759</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Skillsoft trademark </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">Indefinite</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">76,545</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">76,545</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">Indefinite</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">76,545</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">76,545</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Total intangible assets </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">847,910</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">363,616</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">484,294</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"><em style="font: inherit;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">844,755</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">305,462</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">539,293</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   Amortization expense related to the existing finite-lived intangible assets is expected to be as follows (in thousands) for the fiscal years ended January 31,   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 85%;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Amortization Expense </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2025 (six months remaining) </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">63,348</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2026</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">123,499</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2027</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">77,986</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2028</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">37,548</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2029</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">27,854</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Thereafter</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">77,514</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Total future amortization</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">407,749</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   Amortization expense related to intangible assets in the aggregate was $31.8 million, $63.4 million, $39.2 million and $77.5 million for the three and six months ended July 31, 2024 and the three and six months ended July 31, 2023, respectively.   Impairment Review Requirements and Assumption Uncertainty   The Company reviews intangible assets subject to amortization if any adverse conditions exist or a change in circumstances has occurred that would indicate impairment or a change in remaining useful life. The Company reviews indefinite lived intangible assets, including goodwill, on the annual impairment test date (January 1) or more frequently if there are indicators of impairment.   In connection with the impairment evaluation, the Company may first consider qualitative factors to determine whether the existence of events or circumstances indicates that it is more likely than not (i.e., a likelihood of more than 50%) that the fair value of a reporting unit is less than its carrying amount. Performing a quantitative goodwill and indefinite lived intangible impairment test is not necessary if an entity determines based on this assessment that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount. If the Company fails or elects to bypass the qualitative assessment, the goodwill impairment test must be performed. <p style="font-family:

Garamond, Times, serif; font-size: 10pt; margin: 0pt;"> This test requires: <table border="0" cellpadding="0" cellspacing="0" style="font-family: Garamond, Times, serif; font-size: 10pt; width: 100%; margin-left: auto; margin-right: auto;"><tbody><tr style="font-family: Garamond, Times, serif;"><td style="vertical-align: top; width: 4%; font-family: Garamond, Times, serif;"> </td><td style="vertical-align: top; width: 4%; font-family: Garamond, Times, serif;"> 1. </td><td style="vertical-align: top; width: auto; font-family: Garamond, Times, serif;"> For our identifiable intangibles subject to amortization: </td></tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="font-family: Garamond, Times, serif; font-size: 10pt; width: 100%; margin-left: auto; margin-right: auto;"><tbody><tr style="font-family: Garamond, Times, serif;"><td style="vertical-align: top; width: 11.7%; font-family: Garamond, Times, serif;"> </td><td style="vertical-align: top; width: 4%; font-family: Garamond, Times, serif;"> a. </td><td style="vertical-align: top; width: auto; font-family: Garamond, Times, serif;"> If management believes there are unfavorable changes to assumptions and factors that occurred that would indicate impairment or a change in the remaining useful life; </td></tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="font-family: Garamond, Times, serif; font-size: 10pt; width: 100%; margin-left: auto; margin-right: auto;"><tbody><tr style="font-family: Garamond, Times, serif;"><td style="vertical-align: top; width: 11.7%; font-family: Garamond, Times, serif;"> </td><td style="vertical-align: top; width: 4%; font-family: Garamond, Times, serif;"> b. </td><td style="vertical-align: top; width: auto; font-family: Garamond, Times, serif;"> An estimate of the undiscounted future cash flows attributable to the amortizable intangibles are projected and compared to the carrying values; </td></tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="font-family: Garamond, Times, serif; font-size: 10pt; width: 100%; margin-left: auto; margin-right: auto;"><tbody><tr style="font-family: Garamond, Times, serif;"><td style="vertical-align: top; width: 11.7%; font-family: Garamond, Times, serif;"> </td><td style="vertical-align: top; width: 4%; font-family: Garamond, Times, serif;"> c. </td><td style="vertical-align: top; width: auto; font-family: Garamond, Times, serif;"> If the undiscounted future cash flows are less than the carrying values; </td></tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="font-family: Garamond, Times, serif; font-size: 10pt; width: 100%; margin-left: auto; margin-right: auto;"><tbody><tr style="font-family: Garamond, Times, serif;"><td style="vertical-align: top; width: 11.7%; font-family: Garamond, Times, serif;"> </td><td style="vertical-align: top; width: 4%; font-family: Garamond, Times, serif;"> d. </td><td style="vertical-align: top; width: auto; font-family: Garamond, Times, serif;"> The fair values for identifiable intangibles, including any indefinite lived intangibles, are fair valued using the income approach; and </td></tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="font-family: Garamond, Times, serif; font-size: 10pt; width: 100%; margin-left: auto; margin-right: auto;"><tbody><tr style="font-family: Garamond, Times, serif;"><td style="vertical-align: top; width: 11.7%; font-family: Garamond, Times, serif;"> </td><td style="vertical-align: top; width: 4%; font-family: Garamond, Times, serif;"> e. </td><td style="vertical-align: top; width: auto; font-family: Garamond, Times, serif;"> If the fair values of the identifiable intangibles are less than their carrying values, an impairment equal to the difference is recorded. </td></tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="font-family: Garamond, Times, serif; font-size: 10pt; width: 100%; margin-left: auto; margin-right: auto;"><tbody><tr style="font-family: Garamond, Times, serif;"><td style="vertical-align: top; width: 4%; font-family: Garamond, Times, serif;"> </td><td style="vertical-align: top; width: 4%; font-family: Garamond, Times, serif;"> 2. </td><td style="vertical-align: top; width: auto; font-family: Garamond, Times, serif;"> Next a comparison of the carrying value of the reporting unit to its estimated fair value is completed. If the carrying value of a reporting unit exceeds its fair value, an impairment loss equal to the difference is recorded, not to exceed the amount of goodwill allocated to the reporting unit. </td></tr> </tbody></table>   The fair value of our reporting units is determined using a weighted average valuation model of the income approach (discounted cash flow approach) and market approach. The income approach requires management to make certain assumptions based upon information available at the time the valuations are performed. Actual results could differ from these assumptions. We pay particular attention to ensure the assumptions used are reflective of what a market participant would have used in calculating fair value considering the then current economic conditions.   In determining reporting units, the Company first identifies its operating segments, and then assesses whether any components of these segments constitute a business for which discrete financial information is available and where management regularly reviews the operating results.   The Company completed the qualitative assessment discussed above for the six months ended July 31, 2024 and concluded that there were no indicators of impairment for our reporting units.   A roll forward of goodwill is as follows (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 55%; border-bottom: 1px solid rgb(0, 0, 0);"> Description </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Talent Development Solutions </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Global Knowledge </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Consolidated </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Goodwill January 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">287,650</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">29,421</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">317,071</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Increase (decrease)</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Goodwill July 31, 2024</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">287,650</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">29,421</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">317,071</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Accumulated impairment, July 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">698,405</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">84,694</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size:

10pt; padding: 0; margin: 0">783,099</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> </tbody> </table> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="14" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> July 31, 2024 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="14" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> January 31, 2024 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Weighted Average Remaining Life </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gross Carrying Amount </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Accumulated Amortization </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Net Carrying Amount </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Weighted Average Remaining Life </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gross Carrying Amount </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Accumulated Amortization </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Net Carrying Amount </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 20%;"> Developed software/courseware </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">2.2</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">359,094</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">203,997</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">155,097</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">2.7</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">355,247</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">172,578</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">182,669</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Customer contracts/relationships </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">9.1</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">268,729</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">78,116</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">190,613</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">9.5</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">269,300</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">59,091</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">210,209</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Trademarks and trade names </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">11.9</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">52,742</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">8,190</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">44,552</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">12.4</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">52,863</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">6,184</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">46,679</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Publishing rights </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">1.9</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">41,100</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">25,779</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">15,321</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">2.4</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">41,100</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left:

0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">21,668</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">19,432</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Backlog </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">1.4</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">49,700</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">47,534</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">2,166</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">1.9</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">49,700</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">45,941</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">3,759</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Skillsoft trademark </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">Indefinite</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">76,545</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 7%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">76,545</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Total intangible assets </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">847,910</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">363,616</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">484,294</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"><em style="font: inherit;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">844,755</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">305,462</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 7%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">539,293</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>
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font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2026</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">123,499</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2027</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">77,986</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2028</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">37,548</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2029</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">27,854</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Thereafter</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">77,514</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Total future amortization</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">407,749</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table> 6334800012349900077986000375480002785400077514000407749000318000006340000039200000775000000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 55%; border-bottom: 1px solid

rgb(0, 0, 0);"> Description </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Talent Development Solutions </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Global Knowledge </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Consolidated </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Goodwill January 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">287,650</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">29,421</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">317,071</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Increase (decrease)</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Goodwill July 31, 2024</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">287,650</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">29,421</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">317,071</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Accumulated impairment, July 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">698,405</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">84,694</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">783,099</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> </tbody></table>

28765000029421000317071000000287650000294210003170710006984050008469400078309900 (4)   Taxes   For the three and six months ended July 31, 2024, for continuing operations, the Company recorded a tax benefit of $2.1 million and $3.6 million, respectively, on a pretax loss of $41.6 million and $70.8 million, respectively. For the three and six months ended July 31, 2023, for continuing operations, the Company recorded a tax benefit of $1.9 million and $6.3 million, respectively, on a pretax loss of $33.9 million and $81.8 million, respectively. For each period, the tax benefit reflects the effect of non-deductible items, current period changes in the Company's valuation allowance on its deferred tax assets and the impact of foreign tax rate differential.</p> -2100000-3600000-41600000-70800000-1900000-6300000-33900000-81800000 <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">(<em style="font: inherit;">5) Restructuring</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">On <em style="font: inherit;"> July 11, 2024, the Company announced a comprehensive resource reallocation plan. In connection with this and other strategic initiatives implemented during the <em style="font: inherit;">three and <em style="font: inherit;">six months ended <em style="font: inherit;"> July 31, 2024 and <em style="font: inherit;"> July 31, 2023, the Company's management approved and initiated plans to reduce its cost structure and better align operating expenses with existing economic conditions and the Company's operating model.</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">The following is a summary of restructuring charges by segment for the <em style="font: inherit;">three and <em style="font: inherit;">six months ended <em style="font: inherit;"> July 31, 2024 and <em style="font: inherit;"> July 31, 2023 (in thousands):</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;"><em style="font: inherit;">Three Months Ended July 31,</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; 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1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,416</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,773</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,252</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,279</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Total </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">11,299</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,501</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">12,266</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">7,719</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   These restructuring charges are presented separately in the accompanying condensed consolidated statements of operations. The restructuring charges for the six months ended July 31, 2024 and July 31, 2023 are substantially all related to severance costs of terminated employees and lease termination and lease impairment charges. As of July 31, 2024 and January 31, 2024, the Company had restructuring charge liabilities of $8.0 million and $3.3 million, respectively. Management anticipates further restructuring charges during the remainder of fiscal <em style="font: inherit;">2025 as the identified resource reallocation measures initiated in mid-<em style="font: inherit;"> July 2024 are fully implemented.</p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;"><em style="font: inherit;">Three Months Ended July 31,</p> </td><td style="font-family: Garamond, Times, serif; 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8883000727000100140005440000241600017730002252000227900011299000250100012266000771900080000003300000 (6) Leases, Commitments and Contingencies   Leases   The Company's lease portfolio includes office space, training centers, and vehicles to support its research and development activities, sales operations and other corporate and administrative functions in North America, Europe and Asia. The Company's leases have remaining terms of one year to ten years. Some of the Company's leases include options to extend or terminate the lease prior to the end of the agreed upon lease term. For purposes of calculating lease liabilities, lease terms include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options.   All of the Company's leases are classified as operating leases. Our right-of-use ("ROU") assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the expected lease term. As the Company's operating leases generally do not provide an implicit rate, the Company uses an estimated incremental borrowing rate in determining the present value of future payments. The incremental borrowing rate represents an estimate of the interest rate the Company would incur at the acquisition date to borrow an amount equal to the lease payments on a collateralized basis over the term of a lease within a particular location and currency environment. The weighted average incremental borrowing rate for its operating leases as of July 31, 2024 and January 31, 2024 was 5.9% and 5.7%, respectively.   The operating leases are included in the captions "Right of use assets", "Lease liabilities", and "Long-term lease liabilities" on the Company's condensed consolidated balance sheets. The weighted-average remaining lease term of the Company's operating leases is 6.3 years as of July 31, 2024. Lease costs for minimum lease payments are recognized on a straight-line

basis over the lease term. The lease costs were $1.4 million and related cash payments were $1.4 million for the six months ended July 31, 2024. The lease costs were $2.9 million and related cash payments were $1.4 million for the <em style="font: inherit;">six months ended <em style="font: inherit;"> July 31, 2023. Lease costs are included within the content and software development, selling and marketing, and general and administrative lines on the condensed consolidated statements of operations, and the operating leases related cash payments were included in the operating cash flows on the condensed consolidated statements of cash flows. Short-term lease costs and variable lease costs are not material.</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">See Note <em style="font: inherit;">5 for a discussion related to restructuring charges associated with lease termination and lease impairment charges.</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;">The below reconciles the undiscounted future minimum lease payments under non-cancellable leases to the total lease liabilities recognized on the condensed consolidated balance sheet as of <em style="font: inherit;"> July 31, 2024 (in thousands):</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 85%;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Fiscal year ended January 31:</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-indent: 9pt;">2025 (six months remaining)</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">1,804</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2026 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">2,134</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; 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Prosus N.V., et al. The plaintiff, a Company shareholder, alleges that the Company's directors and controlling shareholders breached their fiduciary duties to plaintiffs by causing the Company to acquire Codecademy at an above-market price. Plaintiff seeks monetary damages as compensation for the harm caused by the alleged breaches. We currently cannot estimate any possible loss that may result from this action.   In addition, the Company is, from time to time, party to general legal proceedings and claims, which arise in the ordinary course of business including those relating to commercial and contractual disputes, employment matters, intellectual property, and other business matters. When appropriate, management consults with legal counsel and other appropriate experts to assess claims. If, in management's opinion, we have incurred a probable loss as determined in accordance with GAAP, an estimate is made of the loss and the appropriate accrual is reflected in our condensed consolidated financial statements. Currently, there are no material amounts accrued. While it is not possible to quantify the financial impact or predict the outcome of all pending claims and litigation, management does not anticipate that the outcome of any current proceedings or known claims, either individually or in aggregate, will materially affect the Company's financial position, results of operations or cash flows.   Guarantees   The Company's software license arrangements and hosting services are typically warranted to perform in a manner consistent with general industry standards that are reasonably applicable and substantially in accordance with the Company's product documentation under normal use and circumstances. The Company's arrangements also include certain provisions for indemnifying customers against liabilities if its products or services infringe a third party's intellectual property right. The Company has entered into service level agreements with some of its hosted application customers warranting certain levels of uptime reliability and such agreements permit those customers to receive credits against monthly hosting fees or terminate their agreements in the event that the Company fails to meet those levels for an agreed upon period of time.   To date, the Company has not incurred any material costs as a result of such indemnifications or commitments and has not accrued any liabilities related to such obligations in the accompanying condensed consolidated financial statements.
0.0590.057P6Y3M18D14000001400000290000014000000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 85%;"> Fiscal year ended January 31: </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2025 (six months remaining) </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">1,804</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2026 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">2,134</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2027 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">1,583</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr>

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18040002134000158300015100001326000315800011515000174600097690002613000715600097690000 (7) Long-Term Debt   Debt consisted of the following (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> July 31, 2024 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> January 31, 2024 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr>
<tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 70%;"> Term Loan - current portion </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">6,404</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">6,404</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr>
<tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Current maturities of long-term debt </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 3px double rgb(0, 0, 0);">6,404</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">6,404</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td></tr>
<tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr>
<tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Term Loan - long-term portion </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;">$</td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">584,995</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">588,197</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr>
<tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Original issue discount - long-term portion </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">(6,242</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">(6,942</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr>
<tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Deferred financing costs - long-term portion </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">(3,389</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(3,768</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td></tr>
<tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Long-term debt </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">575,364</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">577,487</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>

  The Company's debt outstanding as of July 31, 2024 matures as shown below (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 85%;"> Future principal payments due for fiscal years ended January 31: </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr>
<tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2025 (six months remaining) </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family:

Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">3,202</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2026 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">4,803</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2027 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">6,404</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2028 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">8,005</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2029 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">568,985</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Thereafter </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Total payments </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">591,399</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Current portion </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">(6,404</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Unamortized original issue discount and issuance costs </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">(9,631</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Long-term portion </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">575,364</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   Refer to Note 14 “Long-Term Debt” in our 2024 Form 10-K for information regarding the Company's term loan and accounts receivable facility.   The reserve balance associated with the accounts receivable facility was $5.0 million on July 31, 2024 and is classified as restricted cash on the condensed consolidated balance sheet. The interest rate on borrowings outstanding under the accounts receivable facility was 8.46% at July 31, 2024. As of July 31, 2024, $40.4 million was drawn under the accounts receivable facility and is classified as a current liability on the balance sheet. </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">July 31, 2024</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">January 31, 2024</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 70%;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Term Loan - current portion</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; 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font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">(6,242</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">(6,942</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Deferred financing costs - long-term portion</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">(3,389</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(3,768</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Long-term debt</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">575,364</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">577,487</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table> 6404000640400064040006404000584995000588197000624200069420003389000376800057536400057748700 0<table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 85%;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Future principal payments due for fiscal years ended January 31,</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-indent: 9pt;">2025 (six months remaining)</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">3,202</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td>

</tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2026 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">4,803</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2027 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">6,404</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2028 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">8,005</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> 2029 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">568,985</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Thereafter </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Total payments </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">591,399</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Current portion </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">(6,404</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Unamortized original issue discount and issuance costs </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">(9,631</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Long-term portion </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">575,364</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr></tbody></table>
3202000480300064040008005000568985000059139900064040009631000575364000500000000.0846404000000 (8) Shareholders’ Equity   Common Stock   As of July 31, 2024, the Company’s authorized share capital consisted of 18,750,000 shares of Class A common stock and 10,000,000 shares of preferred stock, with a par value $0.0001 each, and 8,504,829 shares of Class A common stock were issued and 8,205,052 shares were outstanding. As of July 31, 2024, the Company had no shares of preferred stock or Class C common stock outstanding. Except as required by law, holders of shares of Class C common stock are not entitled to vote any such shares.   Subject to applicable law, the Company may declare dividends to be paid ratably to holders of Class A common stock out of the Company’s assets that are legally available to be distributed as dividends in the discretion of the Company’s board of directors. Holders of Class C common stock are generally not entitled to dividends.   Warrants   Refer to Note 16 “Shareholders’ Equity” in our 2024 Form 10-K, for information related to the equity and liability-classified warrants.   Share Repurchase Authorization   On July 10, 2024, the Company’s board of directors authorized Skillsoft to repurchase up to $10 million of its Class A common stock, with an objective to manage potential dilution from future vesting of employee equity grants. The share repurchase authorization will terminate on <em style="font: inherit;"> July 11, 2028 and does <em style="font: inherit;">not obligate the Company to purchase any minimum number of shares of Common Stock, and the authorization <em style="font: inherit;"> may be suspended, modified, or discontinued at any time without prior notice. As of <em style="font: inherit;"> July 31, 2024, no Class A common stock had been repurchased under the share repurchase authorization.</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;">Accumulated Other Comprehensive Income (Loss)</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;">Accumulated Other Comprehensive Income (Loss) associated with foreign currency translation adjustments consisted of the following (in thousands):</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;"> </p> <table cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px; margin-left: 0pt; margin-right: 0pt;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="22" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;">Three Months Ended July 31,</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="10" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;"><em style="font: inherit;">2024</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="10" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;">2023</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Before Tax</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Income Tax</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Net</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; 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font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 28%;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Balance as of beginning-of-period</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(15,937</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(15,937</td><td style="width: 1%; font-family: "Garamond",

Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(13,919</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; 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padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">64</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">496</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">496</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td></tr><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Balance as of end-of-period</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(15,873</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; 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font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(13,423</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td></tr></tbody></table> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="22" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;">Six Months Ended July 31,</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="10" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;">2024</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="10" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;">2023</p> </td><td style="font-family: "Garamond", Times, serif; 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font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Income Tax</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Net</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Before Tax</p> </td><td style="font-family: "Garamond", Times, serif; 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padding-bottom: 1px;"> </td></tr><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 28%;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Balance as of beginning-of-period</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(13,050</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(13,050</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(14,794</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(14,794</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Translation adjustment </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(2,823</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond",

*Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(2,823</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,371</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,371</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Balance as of end-of-period </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(15,873</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(15,873</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(13,423</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td></tr> </tbody></table> *

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font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="10" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Before Tax </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Income Tax </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Net </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Before Tax </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Income Tax </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Net </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 28%;"> Balance as of beginning-of-period </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(15,937</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(15,937</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(13,919</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(13,919</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Translation adjustment </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">64</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; 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font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">496</td><td style="width: 1%; 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style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt;"> <p style="font-
family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Balance as of end-of-period</p> </td><td style="width: 1%;
font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-
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margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(15,873</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-
left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family:
&quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family:
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font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(13,423</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size:
10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt;"> </td><td style="width:
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rgb(0, 0, 0);">(13,423</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td></tr>
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family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><b><em style="font: inherit;"><em style="font:
inherit;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;"><em style="font: inherit;">Six Months Ended July 31,</em></em></em>
</em></em></em></b></p> </td><td style="font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr
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serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><b><em style="font: inherit;"><em style="font: inherit;"><em style="font:
inherit;">2024</em></em></em></b></p> </td><td style="font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td
style="font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt;"> </td><td colspan="10" style="text-align: center; font-family: &quot;Garamond&quot;, Times,
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serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><b><em style="font: inherit;">Income Tax</em></b></p> </td><td style="font-family:
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</b></p> </td><td style="font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family:
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0pt;">$</td><td style="width: 9%; text-align: right; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">(13,050</td><td style="width:
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(14,794</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family:
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serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid
rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid
rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td
style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family:
&quot;Garamond&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family:
&quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(2,823</td><td style="width: 1%; font-family:
&quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times,
serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid
rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid
rgb(0, 0, 0);">1,371</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td
style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family:
&quot;Garamond&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: &quot;Garamond&quot;, Times,
serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times,
serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; padding-
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style="width: 9%; text-align: right; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,371</td>
<td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td></tr> <tr style="background-
color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt;"> <p style="font-family:
&quot;Garamond&quot;, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Balance as of end-of-period</p> </td><td style="width: 1%; font-
family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-
size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: &quot;Garamond&quot;, Times, serif;
font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(15,873</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size:
10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; padding-bottom:
3px;"> </td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td
style="width: 9%; text-align: right; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">—</td>
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&quot;Garamond&quot;, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size:
10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: &quot;Garamond&quot;, Times, serif; font-size:
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style="width: 1%; font-family: &quot;Garamond&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width:
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9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(13,423</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(13,423</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td></tr> </tbody></table> -159370000-15937000-139190000-139190006400006400049600004960000-158730000-15873000-134230000-13423000-130500000-13050000-147940000-14794000-28230000-2823000013710000137100001587300001587300001342300001342300 (9) Stock-Based Compensation   Equity Incentive Plans   In June 2021, Skillsoft adopted the 2020 Omnibus Incentive Plan (“2020 Plan”). The 2020 Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, other equity-based awards, and cash-based incentive awards to employees, directors, and consultants of the Company. Under the 2020 Plan, 655,295 shares were initially made available for issuance. The 2020 Plan includes an annual increase on January 1 each year beginning on January 1, 2022, in an amount equal to 5.0% of the total number of shares of common stock outstanding on December 31 of the preceding calendar year. The Compensation Committee may act prior to January 1 of a given year to provide that there will be no January 1 increase for such year or that the increase for such year will be a lesser number of shares of common stock than provided for in the 2020 Plan. As of July 31, 2024, a total of 1,367,132 shares of common stock were available for issuance under the 2020 Plan.   In May 2024, Skillsoft adopted the Skillsoft Corp. 2024 Employment Inducement Incentive Award Plan (the “Inducement Plan”). The Inducement Plan provides for the inducement grants of nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, other equity-based awards, and cash-based incentive awards to new hires, or individuals being rehired following a bona fide period of non-employment with the Company, in compliance with Section 303A.08 of the New York Stock Exchange Listed Company Manual. As of July 31, 2024, a total of 160,000 shares of common stock were available for issuance under the Inducement Plan.   Stock Options   Under the 2020 Plan, all employees are eligible to receive incentive share options and all employees, directors and consultants are eligible to receive non-statutory share options. The options generally vest over four years and have a term of ten years. Vested options under the plan generally expire not later than 90 days following termination of employment or service or twelve months following an optionee’s death or disability. The fair value of stock options is determined on the grant date and amortized over the vesting period on a straight-line basis.   The following summarizes the stock option activity for the six months ended July 31, 2024:   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Weighted - </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Weighted - </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Average </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Average </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Remaining </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Aggregate </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Exercise </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Contractual </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Intrinsic Value </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Shares </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Price </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Term (Years) </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> (in thousands) </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 52%;"> Outstanding, January 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">88,850</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">215.00</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">7.4</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Granted </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td

style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Exercised </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Forfeited </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">(17,649</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">) </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">215.00</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Expired </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">(34,375</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">215.00</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Outstanding, July 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 3px double rgb(0, 0, 0);">36,826</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">215.00</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">5.8</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td><td style="font-family: Garamond, Times, serif;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Vested and exercisable, July 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">29,141</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">215.00</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; 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Time-Based Restricted Stock Units   Restricted stock units (“RSUs”) represent a right to receive one share of the Company’s common stock that is both non-transferable and forfeitable unless and until certain conditions are satisfied. Other than RSUs granted to our non-employee directors, which vest upon the earlier of the anniversary of the grant date and the Company’s next annual meeting of stockholders, RSUs generally vest ratably over a three or four-year period, subject to continued employment through each anniversary. The fair value of RSUs is determined on the grant date and is amortized over the vesting period on a straight-line basis.   The following summarizes the time-based RSU activity for the six months ended July 31, 2024:   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Weighted - </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Aggregate </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Average Grant </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Intrinsic Value </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Shares </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Date Fair Value </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p

style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">(in thousands) </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 55%;"> Unvested balance, January 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">735,998</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">64.77</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">10,319</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Granted </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">462,030</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">15.88</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Vested </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">(178,964</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">76.60</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Forfeited </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">(70,984</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">61.43</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Unvested balance, July 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 3px double rgb(0, 0, 0);">948,080</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">39.03</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">16,307</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td></tr> </tbody></table>   The total unrecognized stock-based compensation costs related to time-based RSUs was $24.5 million, which is expected to be recognized over a weighted-average period of 2.6 years.</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"><i>Market-Based Restricted Stock Units</i></p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">Market-based restricted stock units (“MBRSUs”) vest over a three or four-year performance period, subject to continued employment through each anniversary and achievement of market conditions, specifically the Company's stock price and an objective relative total shareholder return. The fair value of MBRSUs that include vesting based on market conditions are estimated using the Monte Carlo valuation method. Compensation cost for these awards is recognized based on the grant date fair value which is recognized over the vesting period using the accelerated attribution method.</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">The following summarizes the MBRSUs activity for the <em style="font: inherit;">six months ended <em style="font: inherit;"> July 31, 2024:</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"><em style="font: inherit;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Weighted -</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Aggregate</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"><em style="font: inherit;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Average Grant</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Intrinsic Value</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Shares</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Date Fair Value</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">(in thousands)</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 55%;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Unvested balance, January 31, 2024</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">182,742</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">72.60</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">2,562</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Granted </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">10,000</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">12.94</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Vested </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family:

Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Forfeited </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">(18,695</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">61.52</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Unvested balance, July 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 3px double rgb(0, 0, 0);">174,047</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">70.36</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">2,994</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td></tr> </tbody></table>   The total unrecognized stock-based compensation costs related to MBRSUs was $1.3 million, which is expected to be recognized over a weighted-average period of 1.2 years.</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; margin: 0pt; text-align: left;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; margin: 0pt; text-align: left;">Stock-Based Compensation Expense</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;">The following summarizes the classification of stock-based compensation expense in the condensed consolidated statements of operations (in thousands):</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;"><em style="font: inherit;">Three Months Ended July 31,</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;"><em style="font: inherit;">Six Months Ended July 31,</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">2024</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">2023</p> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; 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font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">132</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">238</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">298</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">335</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Content and software development</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">914</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">1,744</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">2,204</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">3,756</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Selling and marketing</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">797</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(667</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">2,053</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">1,015</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">General and administrative (1)</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(2,657</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">4,512</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,784</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">9,849</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Total</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(814</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">5,827</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;

margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">6,339</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">14,955</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr></tbody></table>   (1) Stock-based compensation expense during the three months ended July 31, 2024 was reduced by $6.0 million due to forfeitures of share-based payments, including unvested equity-based awards associated with the former Chief Executive Officer whose employment with the Company ended on May 9, 2024.</p> <p style="margin: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </p> 6552950.0513673213160000P90D <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"><em style="font: inherit;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"><em style="font: inherit;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Weighted -</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"><em style="font: inherit;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"><em style="font: inherit;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Weighted -</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; 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text-align: center; margin: 0pt;"><em style="font: inherit;">Remaining</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Aggregate</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"><em style="font: inherit;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Exercise</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Contractual</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Intrinsic Value</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Shares</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Price</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Term (Years)</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">(in thousands)</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 52%;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Outstanding, January 31, 2024</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">88,850</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">215.00</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">7.4</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Granted </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Exercised </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Forfeited </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">(17,649</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">215.00</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;"><em

style="font: inherit;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Expired </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">(34,375</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">215.00</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; 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font-size: 10pt; padding: 0; margin: 0"> Vested and exercisable, July 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">29,141</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">215.00</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; 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font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Weighted - </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Aggregate </td><td style="font-family: Garamond, Times, serif; 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font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> (in thousands) </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 55%;"> Unvested balance, January 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">735,998</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">64.77</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">10,319</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Granted </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">462,030</td><td style="width: 1%; font-family: Garamond, Times, serif; 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font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">61.43</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Unvested balance, July 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 3px double rgb(0, 0, 0);">948,080</td><td style="width: 1%; font-family: Garamond,

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font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> (in thousands) </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 55%;"> Unvested balance, January 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">182,742</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">72.60</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">2,562</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Granted </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">10,000</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">12.94</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Vested </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Forfeited </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">(18,695</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">61.52</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Unvested balance, July 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 3px double rgb(0, 0, 0);">174,047</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">70.36</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">2,994</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td></tr> </tbody></table>
73599864.771031900046203015.8817896476.67098461.4394808039.0316307000245000002Y7M6D18274272.6256200001000012.94-001869561.5217404770.36299400013000000P1Y2M12D <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> Cost of revenues </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">132</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">238</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-

size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">298</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">335</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Content and software development </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">914</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">1,744</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">2,204</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">3,756</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Selling and marketing </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">797</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(667</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">2,053</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">1,015</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> General and administrative (1) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(2,657</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">4,512</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,784</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">9,849</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Total </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(814</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">5,827</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">6,339</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">14,955</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   (1) Stock-based compensation expense during the three months ended July 31, 2024 was reduced by $6.0 million due to forfeitures of share-based payments, including unvested equity-based awards associated with the former Chief Executive Officer whose employment with the Company ended on May 9, 2024.   132000238000298000335000914000174400022040003756000797000-667000205300010150002657000451200017840009849000-8140005827000633900014955000 (10) Revenue   Revenue Components and Performance Obligations   SaaS Subscription Services   The Company offers subscriptions that provide customers access to a broad-based spectrum of learning options including access to cloud-based Software as a Service (“SaaS”) learning content and individualized coaching. The Company’s cloud-based subscription solutions normally do not provide customers with the right to take possession of the software supporting the platform or to download course content without continuing to incur fees for hosting services and, as a result, are accounted for as service arrangements. Access to the platform and course content represents a series of distinct services as the Company continually provides access to, and fulfills its obligation to, the end customer over the subscription term. The series of distinct services represents a single performance obligation that is satisfied over time. Accordingly, the fixed consideration related to subscription revenue is usually recognized on a straight-line basis over the contract term, beginning on the date that the service is made available to the customer. The Company’s subscription contracts typically vary from one year to three years. The Company’s cloud-based solutions arrangements are mostly non-cancellable, non-refundable, and are invoiced in advance of the subscription services being provided.   Virtual, On-Demand and Classroom   The Company’s virtual, on-demand and classroom training provides customers with technical training. Revenue is recognized in the period in which the services are performed. Billing is in advance of the services being provided or immediately after the services have been provided.   Professional Services   The Company also sells professional services related to its cloud solutions which are typically considered distinct performance obligations and are recognized over time as services are performed. For fixed-price contracts, revenue is recognized based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided (proportional performance method). These services usually consist of implementation, integration, and general consulting. Mostly, the Company’s professional service engagements are short in duration. Billing is commonly in advance of the services being provided.   Disaggregated Revenue and Geography Information   The following is a summary of revenues by type for the three and six months ended July 31, 2024 and July 31, 2023 (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt;

margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> SaaS subscription services </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">95,642</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">98,032</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">188,804</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">191,851</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Virtual, on-demand and classroom </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">30,571</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">37,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">60,289</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">74,980</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Professional services </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">6,010</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">5,156</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">10,923</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">9,910</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Total net revenues </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">132,223</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">141,187</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">260,016</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">276,741</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   Generally, SaaS subscription services revenues are recognized over the service period, while virtual, on-demand, classroom and professional services revenues are recognized at the point they are delivered.   The following sets forth our revenues by geographic region for the three and six months ended July 31, 2024 and July 31, 2023 (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> Revenue: </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> United States </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">88,384</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">92,936</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">173,332</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left:

0pt;">182,023</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Europe, Middle East and Africa </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">32,457</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">35,741</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">63,802</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">70,276</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Other Americas </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">5,545</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">7,331</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">11,896</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">14,327</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Asia-Pacific </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">5,837</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">5,179</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">10,986</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">10,115</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Total net revenues </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">132,223</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">141,187</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">260,016</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">276,741</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   Other than the United States, no single country accounted for more than 10% of revenue for all periods presented.
 Deferred Revenue   Deferred revenue activity for the six months ended July 31, 2024 was as follows (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Deferred revenue as of January 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">284,972</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Billings deferred</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">203,305</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Recognition of prior deferred revenue</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">(260,016</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Deferred revenue as of July 31, 2024</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">228,261</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   Deferred revenue performance obligations relate predominantly to time-based SaaS subscription services that are billed in advance of services being rendered.   Deferred Contract Acquisition Costs   Deferred contract acquisition cost activity for the six months ended July 31, 2024 was as follows (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 85%;"> Deferred contract acquisition costs as of January 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">36,667</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> <p style="margin: 0pt; font-size: 10pt; font-family: Garamond, Times, serif;">Contract acquisition costs</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">8,110</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Recognition of contract acquisition costs</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">(11,130</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px;"> <p style="margin: 0pt; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 9pt;">Deferred contract acquisition costs as of July 31, 2024</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 3px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 3px double rgb(0, 0, 0);">33,647</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 3px; margin: 0px;"> </td></tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Garamond", Times,

serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> SaaS subscription services </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">95,642</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">98,032</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">188,804</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">191,851</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Virtual, on-demand and classroom </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">30,571</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">37,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">60,289</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">74,980</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Professional services</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">6,010</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">5,156</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">10,923</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">9,910</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Total net revenues </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">132,223</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">141,187</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">260,016</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">276,741</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> Revenue: </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; 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1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">92,936</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">173,332</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">182,023</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Europe, Middle East and Africa</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">32,457</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">35,741</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">63,802</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">70,276</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Other Americas</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">5,545</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; 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margin-left: 0pt;">14,327</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Asia-Pacific</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">5,837</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; 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font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">10,115</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> <p style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 18pt;">Total net revenues</p> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">132,223</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">141,187</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">260,016</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">276,741</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>

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<table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 85%;"> Deferred revenue as of January 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">284,972</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Billings deferred</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">203,305</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Recognition of prior deferred revenue</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">(260,016</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Deferred revenue as of July 31, 2024</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">228,261</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>

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<table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 85%;"> Deferred contract acquisition costs as of January 31, 2024 </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">36,667</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> <p style="margin: 0pt; font-size: 10pt; font-family: Garamond, Times, serif;">Contract acquisition costs</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding: 0; margin: 0">8,110</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Recognition of contract acquisition costs</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">(11,130</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px;"> <p style="margin: 0pt; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 9pt;">Deferred contract acquisition costs as of July 31, 2024</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 3px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; font-family: Garamond, Times, serif; font-size: 10pt; text-align: right; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 3px double rgb(0, 0, 0);">33,647</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 3px; margin: 0px;"> </td></tr> </tbody></table>

3666700081100001113000033647000

(11) Fair Value Measurements   ASC Topic 820, Fair Value Measurements and Disclosures (“ASC 820”) establishes a fair value hierarchy that prioritizes the inputs used to measure fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs. Observable inputs are information that reflect the assumptions that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are variables that reflect the Company’s assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin:

0pt;"> The three levels of the fair value hierarchy established by ASC 820 in order of priority are as follows: <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px; font-family: Garamond, Times, serif;"><tbody><tr style="vertical-align: top; font-family: Garamond, Times, serif;"><td style="width: 18pt; font-family: Garamond, Times, serif;"> </td><td style="width: 18pt; font-family: Garamond, Times, serif;"> ● </td><td style="width: auto; font-family: Garamond, Times, serif;"> Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. </td></tr> </tbody></table>   <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; font-family: Garamond, Times, serif; font-size: 10pt;"><tbody><tr style="font-family: Garamond, Times, serif;"><td style="width: 18pt; font-family: Garamond, Times, serif;"> </td><td style="vertical-align: top; width: 18pt; font-family: Garamond, Times, serif;"> ● </td><td style="vertical-align: top; font-family: Garamond, Times, serif;"> Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active. </td></tr> </tbody></table>   <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; font-family: Garamond, Times, serif; font-size: 10pt;"><tbody><tr style="font-family: Garamond, Times, serif;"><td style="width: 18pt; font-family: Garamond, Times, serif;"> </td><td style="vertical-align: top; width: 18pt; font-family: Garamond, Times, serif;"> ● </td><td style="vertical-align: top; font-family: Garamond, Times, serif;"> Level 3: Unobservable inputs that reflect the Company's assumptions about the assumptions that market participants would use in pricing the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available. </td></tr> </tbody></table>   The following summarizes the Company's assets and liabilities that are measured at fair value on a recurring basis as of July 31, 2024 and are categorized using the fair value hierarchy (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Level 1 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Level 2 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> Level 3 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 52%; border-bottom: 1px solid rgb(0, 0, 0);"> Description </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Measurements </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Measurements </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Measurements </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Total </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Cash and cash equivalents </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">122,652</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">122,652</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Restricted cash</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">7,491</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">7,491</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Interest rate swaps - asset (liability)</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">2,442</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">2,442</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Total assets and (liabilities) recorded at fair value</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">130,143</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,442</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">132,585</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   Cash, Cash Equivalents and Restricted Cash   The cost of our cash, cash equivalents and restricted cash agreed to the estimated fair value as of July 31, 2024. Refer to Note 2 "Summary of Significant Accounting Policies - Cash, Cash Equivalents, and Restricted Cash" in our 2024 Form 10-K for additional detail.   Interest Rate Swaps   On June 17, 2022, the Company entered into two fixed-rate interest rate swap agreements to change the Secured Overnight Financing Rate ("SOFR")-based component of the interest rate on a portion of the Company's variable rate debt to a fixed rate (the "Interest Rate Swaps"). The Interest Rate Swaps have a combined notional value of $300.0 million and a maturity date of June 5, 2027. The objective of the Interest Rate Swaps is to eliminate the variability of cash flows in

interest payments on $300.0 million of variable rate debt attributable to changes in benchmark one-month SOFR interest rates. The hedged risk is the exposure to changes in interest payments, attributable to fluctuations in benchmark SOFR interest rates over the interest rate swap term. The changes in cash flows of the interest rate swap are expected to offset changes in cash flows of the variable rate debt. The Interest Rate Swaps are not designated as a cash flow hedge and changes in the fair value of the interest rate swaps are recorded in earnings each period. For the three and six months ended July 31, 2024, the Company recognized a non-cash loss of $6.5 million and a non-cash gain of $1.2 million attributable to the Interest Rate Swaps, respectively. For the three and six months ended July 31, 2023, the Company recognized a non-cash gain of $6.9 million and $7.2 million attributable to the Interest Rate Swaps, respectively.   The inputs for determining fair value of the Interest Rate Swaps are classified as Level 2 inputs. Level 2 fair value is based on estimates using standard pricing models. These standard pricing models use inputs which are derived from or corroborated by observable market data such as interest rate yield curves, index forward curves, discount curves, and volatility surfaces. The counterparties to these derivative contracts are highly rated financial institutions which we believe carry only a minimal risk of nonperformance.   Depending on whether the Interest Rate Swaps are in an asset or liability position as of the end of a reporting period, they are included in either the captions “Other assets” or “Other long-term liabilities” on the Company’s condensed consolidated balance sheets.   Other Fair Value Instruments   The Company currently invests excess cash balances primarily in money market funds invested in United States Treasury securities and United States Treasury securities repurchase agreements, as well as cash deposits held at major banks. The carrying amounts of cash and cash equivalents, trade receivables, trade payables and accrued liabilities, as reported on the condensed consolidated balance sheet as of July 31, 2024, approximate their fair value because of the short maturity of those instruments.   Our long-term debt is a financial instrument, and the fair value of the Company’s outstanding principal as of July 31, 2024 was $476.2 million. This fair value is determined based on inputs that are classified as Level <em style="font: inherit;">2 within the fair value hierarchy.</p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Level 1</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Level 2</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Level 3</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt;"><em style="font: inherit;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; width: 52%; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Description</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Measurements</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Measurements</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><em style="font: inherit;">Total</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Cash and cash equivalents</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">122,652</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;">122,652</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Restricted cash</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">7,491</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">7,491</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Interest rate swaps - asset (liability)</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">2,442</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">2,442</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Total assets and (liabilities) recorded at fair value</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">130,143</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,442</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; 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1226520000012265200074910000074910000244200002442000130143000244200001325850003000000000300000000650000012000006900000720000047620000 (12) Segment Information   ASC 280, Segment Reporting, establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker (“CODM”), in determining how to allocate resources and in assessing performance. The Company’s CODM is its Principal Executive Officer. The Company’s CODM evaluates results using the operating segment structure as the primary basis for which the allocation of resources and financial results are assessed.   The Company has organized its business into two segments: Talent Development Solutions (formerly known as Content & Platform) and Global Knowledge (formerly known as Instructor-Led Training). Both of the Company’s segments market and sell their offerings globally to businesses of many sizes, government agencies, educational institutions and resellers with a worldwide sales force positioned to offer the combinations that best meet customer needs. The

CODM primarily uses revenues and operating income as measures to evaluate financial results and allocation of resources. The Company allocates certain operating expenses to the reportable segments, including general and administrative costs based on the usage and relative contribution provided to the segments. There are no intercompany revenue transactions reported between the Company's reportable segments.   The Talent Development Solutions business engages in the sale, marketing and delivery of its content learning solutions, in areas such as Leadership and Business, Technology and Developer and Compliance. This includes individualized coaching as well as technical skill areas assumed in the Codecademy acquisition. In addition, Talent Development Solutions offers Percipio, an artificial intelligence ("AI")-driven online learning platform that delivers an immersive learning experience through SaaS solutions. It leverages its highly engaging content, curated into nearly 700 learning paths (channels) that are continuously updated to ensure customers always have access to the latest information.   The Global Knowledge business offers training solutions covering information technology and business skills for corporations and their employees. Global Knowledge guides its customers throughout their lifelong technology learning journey by offering relevant and up-to-date skills training through instructor-led (in-person "classroom" or online "virtual") and self-paced ("on-demand"), vendor certified, and other proprietary offerings. Global Knowledge offers a wide breadth of training topics and delivery modalities both on a transactional and subscription basis.   The following presents summary results for each of the segments for the three and six months ended July 31, 2024 and July 31, 2023:   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> Talent Development Solutions </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; 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font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">103,188</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">199,727</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">201,761</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating expenses </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">119,772</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">122,077</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">241,149</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">251,601</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating income (loss) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(18,120</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(18,889</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(41,422</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(49,840</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Global Knowledge </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Revenues </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">30,571</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">37,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">60,289</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt;

margin-left: 0pt;">74,980</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating expenses </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">31,779</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">44,408</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">62,027</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">85,820</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating income (loss) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(1,208</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(6,409</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">1,738</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">10,840</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Consolidated </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Revenues </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">132,223</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">141,187</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">260,016</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">276,741</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating expenses </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">151,551</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">166,485</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">303,176</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">337,421</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating income (loss) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">19,328</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">25,298</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">43,160</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">60,680</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Other income (expense), net </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(418</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(934</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">1,799</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(1,309</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Interest expense, net </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(15,370</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(15,384</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(30,720</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(30,675</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Fair value adjustment of warrants </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">793</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size:

10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">3,645</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Fair value adjustment of interest rate swaps </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(6,506</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">6,935</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">1,240</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">7,205</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> (Provision for) benefit from income taxes </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,056</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,889</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">3,639</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">6,273</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Net income (loss) from continuing operations </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(39,566</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(31,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(67,202</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(75,541</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Gain (loss) on sale of business </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Net income (loss) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(39,566</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(31,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(67,202</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(76,223</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td></tr> </tbody></table>   Talent Development Solutions’ segment depreciation for the three and six months ended July 31, 2024 was $0.5 million and $1.0 million, respectively. Talent Development Solutions’ segment depreciation for the three and six months ended July 31, 2023 was $0.6 million and $1.4 million, respectively.   Global Knowledge’s segment depreciation for the three and six months ended July 31, 2024 was $0.2 million and $0.4 million, respectively. Global Knowledge’s segment depreciation for the three and six months ended July 31, 2023 was $0.5 million and $0.9 million, respectively.</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"> </p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;">The Company’s segment assets primarily consist of cash and cash equivalents, accounts receivable, prepaid expenses, deferred taxes, property and equipment, goodwill and intangible assets. The following sets forth the Company’s segment assets as of <em style="font: inherit;"> July 31, 2024 and <em style="font: inherit;"> January 31, 2024 (in thousands):</p> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"> <em style="font: inherit;">July 31, 2024</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"> <em style="font: inherit;">January 31, 2024</p> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> <p style="margin: 0pt; font-size: 10pt; font-family: Garamond, Times, serif;">Talent Development Solutions</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">1,028,073</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">1,168,671</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> <p style="margin: 0pt; font-size: 10pt; font-family: Garamond, Times, serif;">Global Knowledge</p> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">98,319</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">104,963</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Total assets </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double

rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,126,392</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,273,634</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   The following sets forth the Company's long-lived tangible assets by geographic region as of July 31, 2024 and January 31, 2024 (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> July 31, 2024 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> January 31, 2024 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;"> United States </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;">1,537</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;">3,311</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px;"> Rest of world </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 1px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">2,782</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 1px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 1px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">3,328</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 1px; margin: 0px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Total long-lived tangible assets </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,319</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">6,639</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   0700 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> Talent Development Solutions </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Revenues </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">101,652</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">103,188</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">199,727</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">201,761</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating expenses </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">119,772</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">122,077</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">241,149</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">251,601</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating income (loss) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(18,120</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(18,889</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(41,422</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%;

font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(49,840</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Global Knowledge </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; 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text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">30,571</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">37,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">60,289</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">74,980</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating expenses </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">31,779</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">44,408</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">62,027</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">85,820</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating income (loss) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(1,208</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(6,409</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(1,738</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(10,840</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Consolidated </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; 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text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">141,187</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">260,016</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">276,741</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating expenses </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">151,551</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">166,485</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">303,176</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">337,421</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Operating income (loss) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(19,328</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(25,298</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(43,160</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(60,680</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Other income (expense), net </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(418</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(934</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">1,799</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family:

"Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(1,309</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Interest expense, net </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(15,370</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(15,384</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(30,720</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(30,675</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Fair value adjustment of warrants </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">793</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">3,645</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Fair value adjustment of interest rate swaps </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">6,506</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">6,935</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">1,240</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">7,205</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> (Provision for) benefit from income taxes </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,056</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,889</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">3,639</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">6,273</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Net income (loss) from continuing operations </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(39,566</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(31,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(67,202</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(75,541</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Gain (loss) on sale of business </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(682</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Net income (loss) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(39,566</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(31,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(67,202</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(76,223</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td></tr> </tbody></table>

10165200010318800019972700020176100011977200012207700024114900025160100018120000-18889000-41422000-49840000305710003799900060289000749800003177900044080006200270008582000-1208000-6409000-1738000-10840000132223000141187000260016000276741000151551000166485000303176000337421000-19328000-25298000-43160000-60680000-418000-9340001799000-1309000-15370000-15384000-30720000-30675000-0-793000-0-3645000-6506000693500012400007205000-2056000-1889000-3639000-6273000-39566000-31999000-67202000-75541000000-682000-39566000-31999000-67202000-76223000500000100000060000014000002000004000005000009000000

<table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> July 31, 2024 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> January 31, 2024 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Talent Development Solutions </td><td style="width: 1%; font-family: Garamond, Times,

serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">1,028,073</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0">1,168,671</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> Global Knowledge </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">98,319</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">104,963</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0; margin: 0"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Total assets </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,126,392</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,273,634</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table> 10280730001168671000983190001049630001126392000127363400 0 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Garamond, Times, serif; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> July 31, 2024 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> January 31, 2024 </td><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;"> United States </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;">1,537</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;">3,311</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px; margin: 0px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px;"> Rest of world </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 1px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">2,782</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 1px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 1px; margin: 0px;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; padding-top: 0px; padding-right: 0px; padding-left: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">3,328</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding: 0px 0px 1px; margin: 0px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Garamond, Times, serif; font-size: 10pt;"> Total long-lived tangible assets </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,319</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Garamond, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">6,639</td><td style="width: 1%; font-family: Garamond, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table> 153700033110002782000332800043190006639000 (13) Net Loss Per Share   Basic earnings per share is computed by dividing net income for the period by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income for the period by the weighted-average number of common shares outstanding during the period, plus the dilutive effect of outstanding restricted stock-based awards, stock options, and shares issuable under the employee stock purchase plan using the treasury stock method.   The following sets forth the computation of basic and diluted earnings per share (in thousands, except per share data):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> Net income (loss) from continuing operations </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(39,566</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(31,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(67,202</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(75,541</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Net income (loss) from discontinued operations </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid

rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(682</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Net income (loss) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(39,566</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(31,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(67,202</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(76,223</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; 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font-size: 10pt;"> Weighted average common shares outstanding. </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Ordinary – Basic and diluted </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">8,180</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">8,005</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">8,135</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">8,042</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; 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text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(4.84</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(4.00</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(8.26</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(9.39</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Ordinary – Basic and diluted - Discontinued operations </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(0.09</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Ordinary – Basic and diluted </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(4.84</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(4.00</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(8.26</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0,

0, 0);">(9.48)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td></tr> </tbody></table>   During the three and six months ended July 31, 2024 and July 31, 2023, the Company incurred net losses and, therefore, the effect of the Company's potentially dilutive securities was not included in the calculation of diluted loss per share as the effect would be anti-dilutive. The following contains share/unit totals with a potentially dilutive impact, which excludes the effect of the treasury stock method (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> Common stock underlying warrants </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">3,098</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">3,098</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; 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font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">101</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">72</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">105</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> RSUs </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,002</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,094</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">986</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">877</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Total </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,163</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,293</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,156</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,080</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td></tr></tbody></table> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> <p

style="font-family: "Garamond", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Net income (loss) from continuing operations </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(39,566</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(31,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(67,202</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(75,541</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Net income (loss) from discontinued operations </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(682</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Net income (loss) </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(39,566</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(31,999</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(67,202</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(76,223</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; 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font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">8,180</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">8,005</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">8,135</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">8,042</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; 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vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Net income (loss) per share: </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; 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margin-left: 0pt;">(4.00</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(8.26</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">(9.39</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Ordinary – Basic and diluted - Discontinued operations </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0,

0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(0.09</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td></tr><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Ordinary – Basic and diluted </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(4.84</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(4.00</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(8.26</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(9.48</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td></tr> </tbody></table> -39566000-31999000-67202000-75541000000-682000-39566000-31999000-67202000-76223000818000080050008135000-4.84-4-8.26-9.39000-0.09-4.84-4-8.26-9.48 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Garamond", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="6" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Six Months Ended July 31, </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td colspan="2" style="text-align: center; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt; width: 52%;"> Common stock underlying warrants </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">3,098</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">3,098</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">3,098</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">3,098</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr class="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Stock options </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">63</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">101</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">72</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;">105</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> RSUs </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,002</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,094</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">986</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">877</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Garamond", Times, serif; font-size: 10pt;"> Total </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,163</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,293</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,156</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,080</td><td style="width: 1%; font-family: "Garamond", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td></tr> </tbody></table> 3098000309800030980003098000630001010007200010500010020001094000986000877000416300042930004156000408000 (14) Related Party Transactions   Agreement with Largest Shareholder   <p style="font-family: Garamond, Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; margin:

*0pt;">On January 31, 2022, Skillsoft entered into a commercial agreement to provide off-the-shelf Skillsoft products to the Company's largest shareholder, MIH Learning B.V., and its affiliates for $0.7 million over three years. 700000 (15) Subsequent Events   As previously announced, effective April 16, 2024, the Board of Directors of the Company appointed Ronald W. Hovsepian as the Company's interim Principal Executive Officer and Executive Chairman. On September 4, 2024, the Company entered into a letter agreement with Mr. Hovsepian, pursuant to which he will serve as our Executive Chair and Chief Executive Officer.   In addition to the above, the Company has completed an evaluation of all subsequent events after the balance sheet date of July 31, 2024 through the date this Quarterly Report on Form 10-Q was filed with the SEC, to ensure that this filing includes appropriate disclosure of events both recognized in the financial statements as of July 31, 2024, and events which occurred subsequently but were not recognized in the financial statements. The Company has concluded that no subsequent events have occurred that require disclosure, except as disclosed within these financial statements.   ITEM 5. OTHER INFORMATION.   10b5-1 Trading Plans   During the three and six months ended July 31, 2024, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K. *

VU&@SR\4I +7UQG/! MG=/1 @6J.TZMTGJ!0=6@E7,KL;V<=&$Y=B98N@(6G&(?M&+K5'IG?*=F+Q2* MOCG%'NB%P8!.9US <+[J@3&[+\N[>+V+]_A