

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

1. Name and Address of Reporting Person* <u>Mabey Mary</u> (Last) (First) (Middle) <u>C/O ATN INTERNATIONAL, INC.</u> <u>500 CUMMINGS CENTER, SUITE 2450</u> (Street) <u>BEVERLY</u> <u>MA</u> <u>01915</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ATN International, Inc. [ATNI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP AND GENERAL COUNSEL</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/14/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/14/2024</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/12/2024		A		10,140 ⁽¹⁾	A	\$0	39,715	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance-Based Restricted Stock Units	\$0	03/12/2024		A		10,140 ⁽²⁾⁽³⁾		(4)	(4)	Common Stock	10,140 ⁽²⁾	\$0	16,740 ⁽⁵⁾	D	

Explanation of Responses:

1. The securities described are restricted stock units and will vest in four equal installments on each of March 12, 2025, 2026, 2027 and 2028. Upon vesting Ms. Mabey will receive a number of shares of common stock equal to the number of restricted stock units that have vested.
2. This includes an adjustment to add three shares excluded in columns 5 and 7 of Ms. Mabey's previous Form 4 filing on March 14, 2024.
3. Each performance-based RSU ("PSU") represents a contingent right to receive one share of the Issuer's common stock, subject to achievement of pre-established relative total shareholder return ("TSR") goals that were set by the Compensation Committee of the Issuer's Board of Directors, based on comparing the Issuer's TSR relative to the TSR of the Russell 2000 Index, using the average closing price of the shares for the 40 days before and including each of the first and last days of the applicable performance period. The aggregate number of shares issued may range from zero (0) shares to 150% of the target number of shares reported in Columns 5 and 7 of this report.
4. Between zero (0) and 150% of the PSU's will generally vest, if at all, as of the end of the performance period on March 12, 2027.
5. This includes an adjustment to add three shares excluded in column 9 of Ms. Mabey's previous Form 4 filing on March 14, 2024.

/s/ Mary M. Mabey 03/15/2024
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.