

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>PRIOR MICHAEL T</u> (Last) (First) (Middle) <u>C/O ATN INTERNATIONAL, INC.</u> <u>500 CUMMINGS CENTER</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>EXECUTIVE CHAIRMAN</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2024		M		16,641 ⁽¹⁾	A	\$0	503,968	D	
Common Stock	03/08/2024		F		7,742 ⁽²⁾	D	\$33.06	496,226	D	
Common Stock	03/11/2024		F		3,186 ⁽³⁾	D	\$32.99	493,040	D	
Common Stock								128,847	I	Trustee of Lauren S. Prior 2013 Trust
Common Stock								8,141	I	Trustee of JP 2018 Trust
Common Stock								7,741	I	Trustee of WP 2015 Trust
Common Stock								8,041	I	Trustee of RP 2014 Trust
Common Stock								7,982	I	Trustee of Prior Family Trust 2019

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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Performance-Based Restricted Stock Units	\$0	03/08/2024		M		19,350 ⁽⁴⁾	(5)	(6)	Common Stock	19,350	\$0	0	D

Explanation of Responses:
1. Common stock issued upon vesting of performance-based RSU ("PSU") based on the 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 is 86% of the target number of PSU shares previously reported.
2. Represents shares withheld by the Company for payment of Mr. Prior's tax obligation arising from the vesting of previously granted Performance Stock Units.
3. Represents shares withheld by the Company for payment of Mr. Prior's tax obligations arising from the vesting of previously granted Restricted Stock Units.
4. Each PSU represents a contingent right to receive one share of the Issuer's common stock, subject to the achievement of pre-established relative 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 actually vested represents approximately 86% of the target number of shares reported in columns 5 and 7 of this report. The end of the performance period was March 8, 2024.
5. Refer to existing footnote (4).
6. Refer to existing footnote (4).

[/s/ Michael T. Prior](#)

** Signature of Reporting Person

[03/12/2024](#)

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.

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