

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>03/07/2023</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN AND CEO</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
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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	03/07/2023	03/07/2023	A		25,000 ⁽¹⁾	A	\$0	494,736	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								456,179	D	
Common Stock								3,335	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	Title	Amount or Number of Shares				
Performance-Based Restricted Stock Units	\$0	03/07/2023		A		25,000 ⁽²⁾	(3) (3)	Common Stock	25,000 ⁽²⁾	\$0	25,000 ⁽²⁾	D	

Explanation of Responses:

1. The securities described are restricted stock units and will vest in four equal installments on each of March 7, 2024, 2025, 2026 and 2027. Upon vesting Mr. Prior will receive a number of shares of common stock equal to the number of restricted stocks units that have vested.

2. Each performance-based RSU ("P SU") represents a contingent right to receive one share of the Issuer's common stock, subject to 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 may range from zero (0) shares to 150% of the target number of shares reported in columns 7 and 9 of this report.

3. Between zero (0) and 150% of the P SUs will generally vest, if at all, as of the end of the performance period on March 7, 2026.

[/s/ Andrew S. Fienberg as
attorney-in-fact for Michael T.
Prior, Attorney-in-Fact](#) [03/09/2023](#)

** 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.