FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washingto

Washington, D.C. 20549	OMB APPR	OVAL
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287
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0.5

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

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

1. Name and Address of Reporting Person* <u>BENINCASA JUSTIN D</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol ATN International, Inc. [ ATNI ]									k all app Direc	ionship of Reportir all applicable) Director Officer (give title		rson(s) to Is  10% Ov Other (s	wner	
(Last)	(Fii N INTERN	rst) (MATIONAL, INC.	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/07/2024									X		below)		below)	эреспу
500 CUMMINGS CENTER					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) BEVERI	(Street) BEVERLY MA 01915													X Form filed by One Reporting Person  Form filed by More than One Reporting Person					
(City)	(St	ate) (Ž	Zip)		Rule 10b5-1(c) Transaction Indication														
Check this box to satisfy the affirmation																uction or writt	ten pla	an that is inter	nded to
		Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	posed of	, or B	enef	iciall	y Own	ed			
1. Title of Security (Instr. 3)  2. Transact Date (Month/Day)				y/Year) Execu		Deemed cution Date, y oth/Day/Year)				es Acquired (A) Of (D) (Instr. 3,		4 and Securi Benefi		ies ially Following	Forn (D) c	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) c (D)	Pri	ice	Transa	action(s) 3 and 4)			(11150.4)
Common Stock 03/07/2					1024			F <sup>(1)</sup>		1,412	D	D \$32		68,255			D		
Common Stock 03/09/2					2024				F <sup>(1)</sup>		1,037	D	\$3	33.06	06 67,218			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)	ve Conversion Date Execution Date, or Exercise (Month/Day/Year) if any		4. Transaction Code (Instr. 8)		of Deriv Secur Acqu (A) or Dispo of (D) (Instr	5. Number of Expiration D Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			te	7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)				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						

## **Explanation of Responses:**

1. Represents shares withheld by the Company for payment of Mr. Benincasa's tax obligation arising from the vesting of previously granted Restricted Stock Units.

/s/ Justin D. Benincasa

03/11/2024

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.