

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>BENINCASA JUSTIN D</u>  (Last) (First) (Middle) <u>C/O ATN INTERNATIONAL, INC.</u> <u>500 CUMMINGS CENTER</u>  (Street) <u>BEVERLY MA 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) <p style="text-align: center;"><b>CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/25/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/25/2022	03/25/2022	A		10,700 <sup>(1)</sup>	A	\$0	67,196	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
Performance-Based Restricted Stock Units	\$0	03/25/2022		A		10,700 <sup>(2)</sup>		(3)	(3)	Common Stock	10,700 <sup>(2)</sup>	\$0	10,700 <sup>(2)</sup>	D	

**Explanation of Responses:**

- The securities described are restricted stock units and will vest in four equal installments on each of March 25, 2023, 2024, 2025 and 2026. Upon vesting, Mr. Benincasa will receive a number of shares of common stock equal to the number of restricted stock units that have vested.
- Each performance-based RSU ("PSU") 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.
- Between zero (0) and 150% of the PSUs will generally vest, if at all, as of the end of the performance period on March 25, 2025.

/s/ Justin D. Benincasa

03/29/2022

\*\* 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.