

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

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* Nisenbaum Inna (Last) (First) (Middle) C/O KEYPATH EDUCATION INTERNATIONAL, INC 1501 WOODFIELD RD, SUITE 204N (Street) SCHAUMBURG IL 60173 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/04/2024	3. Issuer Name and Ticker or Trading Symbol Keypath Education International, Inc. [None]	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer Other (give title below) (specify below) Interim CAO	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock⁽¹⁾	7,807	D	

**Table II – Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	08/27/2024	08/27/2027	Common Stock	46,349	\$2.55⁽²⁾	D	
Restricted Stock Units	(3)	(4)	Common Stock	23,874	(5)	D	

Explanation of Responses:

1. Consists of shares of common stock, par value \$0.01 per share ("Common Stock"), of Keypath Education International, Inc. (the "Issuer") underlying issued and outstanding CHES Depositary Interests ("CDIs") that are listed by the Issuer for trading on the Australian Securities Exchange. CDIs are convertible at the option of the holder thereof into shares of Common Stock on a 1-for-1 basis.

2. The exercise price of AUD3.50 per share is reported in column 4 in U.S. Dollars using a foreign exchange rate of 1 U.S. Dollar to 1.37497 Australian Dollars on the grant date. Once exercisable, each stock option may be exercised to purchase CDIs pursuant to the terms and conditions set forth in the Stock Option Award Agreement, dated as of August 27, 2021 by and between the Issuer and the Reporting Person.

3. The Reporting Person was awarded 35,811 RSUs on November 30, 2022, of which 11,937 vested on September 1, 2023, 11,937 will vest on September 1, 2024, and 11,937 will vest on September 1, 2025.

4. Not applicable.

5. The restricted stock units ("RSUs") were granted under the 2021 Equity Incentive Plan of the Issuer. Each RSU represents a contingent right to receive one CDI as of the vesting date.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Eric Israel, attorney-in-fact

** Signature of Reporting Person

05/06/2024

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 5(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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Eric Israel, Holli Simcoe, and Amy Henderson, or any of them acting singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "*Attorney-in-Fact*"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- (1) Prepare, execute, and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Keypath Education International, Inc., a Delaware corporation (the "*Company*"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;
- (3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact's discretion.

The undersigned hereby grants the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of May, 2024.

/s/ Inna Nisenbaum

Signature

Inna Nisenbaum

Print Name