

PRONDZYNSKI FERDINAND VON
 Form 4
 September 09, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 PRONDZYNSKI FERDINAND VON

2. Issuer Name and Ticker or Trading Symbol
 SKILLSOFT PUBLIC LIMITED CO [SKIL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 DUBLIN CITY UNIVERSITY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/08/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

DUBLIN IRELAND, L2 9
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

Edgar Filing: PRONDZYNSKI FERDINAND VON - Form 4

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------------|------------------|--------------------|---|--------|---------------------|--------------------|-----------------------------------|-------------------------------------|
| | | | | (A) | (D) | | | | |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 20.68 | 09/08/2009 | D ⁽²⁾ | | 25,000 | ⁽²⁾ | 11/26/2011 | Ordinary Shares ⁽¹⁾ | 25,000 |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 20.68 | 09/08/2009 | A ⁽²⁾ | 25,000 | | ⁽²⁾ | 11/26/2011 | Ordinary Shares ⁽¹⁾ | 25,000 |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 8.65 | 09/08/2009 | D ⁽³⁾ | | 10,000 | ⁽³⁾ | 01/01/2014 | Ordinary Shares ⁽¹⁾ | 10,000 |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 8.65 | 09/08/2009 | A ⁽³⁾ | 10,000 | | ⁽³⁾ | 01/01/2014 | Ordinary Shares ⁽¹⁾ | 10,000 |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 5.65 | 09/08/2009 | D ⁽⁴⁾ | | 10,000 | ⁽⁴⁾ | 01/01/2015 | Ordinary Shares ⁽¹⁾ | 10,000 |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 5.65 | 09/08/2009 | A ⁽⁴⁾ | 10,000 | | ⁽⁴⁾ | 01/01/2015 | Ordinary Shares ⁽¹⁾ | 10,000 |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 5.5 | 09/08/2009 | D ⁽⁵⁾ | | 10,000 | ⁽⁵⁾ | 01/01/2016 | Ordinary Shares ⁽¹⁾ | 10,000 |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 5.5 | 09/08/2009 | A ⁽⁵⁾ | 10,000 | | ⁽⁵⁾ | 01/01/2016 | Ordinary Shares ⁽¹⁾ | 10,000 |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 6.21 | 09/08/2009 | D ⁽⁶⁾ | | 10,000 | ⁽⁶⁾ | 01/01/2017 | Ordinary Shares ⁽¹⁾ | 10,000 |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 6.21 | 09/08/2009 | A ⁽⁶⁾ | 10,000 | | ⁽⁶⁾ | 01/01/2017 | Ordinary Shares ⁽¹⁾ | 10,000 |

| | | | | | | | | | |
|---|---------|------------|------------------|--------|----------------|------------|--------------------------------|--------|--|
| Shares ⁽¹⁾ | | | | | | | | | |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 9.56 | 09/08/2009 | D ⁽⁷⁾ | 20,000 | ⁽⁷⁾ | 01/01/2018 | Ordinary Shares ⁽¹⁾ | 20,000 | |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 9.56 | 09/08/2009 | A ⁽⁷⁾ | 20,000 | ⁽⁷⁾ | 01/01/2018 | Ordinary Shares ⁽¹⁾ | 20,000 | |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 7.14 | 09/08/2009 | D ⁽⁸⁾ | 20,000 | ⁽⁸⁾ | 01/01/2019 | Ordinary Shares ⁽¹⁾ | 20,000 | |
| Option to Purchase Ordinary Shares ⁽¹⁾ | \$ 7.14 | 09/08/2009 | A ⁽⁸⁾ | 20,000 | ⁽⁸⁾ | 01/01/2019 | Ordinary Shares ⁽¹⁾ | 20,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PRONDZYNSKI FERDINAND VON DUBLIN CITY UNIVERSITY DUBLIN IRELAND, L2 9 | | X | | |

Signatures

/s/ Greg Porto (for Ferdinand Von Prondzynski) 09/09/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Each issued and outstanding Ordinary Share of the issuer, or option to purchase an ordinary share of the issuer, is represented by one (1) ADS.
- (2) The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted November 26, 2001 and provides for vesting in four equal annual installments commencing November 26, 2002.
- (3) The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted January 1, 2004 and provides for vesting in four equal annual installments commencing January 1, 2005.
- (4) The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a

Edgar Filing: PRONDZYNSKI FERDINAND VON - Form 4

replacement option. The option was originally granted January 1, 2005 and provides for vesting in four equal annual installments commencing January 1, 2006.

(5) The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted January 1, 2006 and provides for full vesting on the first anniversary date of January 1, 2007.

(6) The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted January 1, 2007 and provides for full vesting on the first anniversary date of January 1, 2008.

(7) The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted January 1, 2008 and provides for full vesting on the first anniversary date of January 1, 2009.

(8) The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted January 1, 2009 and provides for full vesting on the first anniversary date of January 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.