SKILLSOFT PUBLIC LIMITED CO

Form 4

September 04, 2008

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

OMB APPROVAL

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Check this box

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction

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

1(b).

Shares (1)

American

09/02/2008

(Print or Type Responses)

1. Name and Add MORAN CHA	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			SKILLSOFT PUBLIC LIMITED CO [SKIL]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% OwnerX_ Officer (give title Other (specify		
SKILLSOFT, 107 NORTHEASTERN BLVD			09/02/2008	below) below) Chairman of the Board and CEO		
)				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NASHUA, NH 03062				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip)		(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned		

, , , , ,	· · · · · · · · · · · · · · · · · · ·	1 abie	e 1 - 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. Transactio Code (Instr. 8)		ed of (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)		
American Depositary Shares (1)	09/02/2008		M	32,792	A	\$ 4.06	32,792	D			
American Depositary Shares (1)	09/02/2008		S(2)	32,792	D	\$ 10.9001 (3)	0	D			
American Depositary	09/02/2008		S <u>(4)</u>	25,675	D	\$ 10.95	43,683	I	See Footnote		

25,675 D

\$ 10.95

43,683

Ι

 $S^{(6)}$

(5)

See

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Depositary Shares (1)								Footnote (7)
American Depositary Shares (1)	09/02/2008	S(8)	25,675	D	\$ 10.95	43,683	I	See Footnote
American Depositary Shares (1)	09/02/2008	S(10)	25,675	D	\$ 10.95	43,683	I	See Footnote
American Depositary Shares (1)	09/03/2008	S(4)	9,325	D	\$ 10.9512 (12)	34,358	I	See Footnote
American Depositary Shares (1)	09/03/2008	S <u>(6)</u>	9,325	D	\$ 10.9508 (12)	34,358	I	See Footnote
American Depositary Shares (1)	09/03/2008	S(8)	9,325	D	\$ 10.9508 (12)	34,358	I	See Footnote
American Depositary Shares (1)	09/03/2008	S(10)	9,325	D	\$ 10.9512 (12)	34,358	I	See Footnote
American Depositary Shares (1)						99,853	I	See Footnote
American Depositary Shares (1)						11	I	See Footnote
American Depositary Shares (1)						2,367	I	See Footnote

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities	Ι
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(
	Derivative				or Disposed of			
	Security				(D)			

(Instr. 3, 4, and 5)

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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Ordinary Shares	\$ 4.06	09/02/2008	M			32,792	<u>(17)</u>	08/16/2012	Ordinary Shares	32,792

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o wher reame, readiess	Director	10% Owner	Officer	Other				
MORAN CHARLES E SKILLSOFT 107 NORTHEASTERN BLVD NASHUA, NH 03062	X		Chairman of the Board and CEO					

Signatures

/s/Greg Porto (for Charles

Moran) 09/04/2008

**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) American Depositary Shares evidenced by American Depositary Receipts, each of which represents one Ordinary Share of SkillSoft Public Limited Company, nominal value 0.11 (Euro) per Ordinary Share.
- (2) Sale made pursuant to Mr. Moran's Rule 10b5-1 Sales Plan adopted in April 2008.
- The price reported represents the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$10.90 -
- (3) \$10.91. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (4) Sale made pursuant to the Moran Children's Trust DTD 3-4-98 FBO Kelly Moran Rule 10b5-1 Sales Plan adopted in July 2008.
 - Held by the Moran Children's Trust DTD 3-4-98 FBO Kelly Moran, of which the Reporting Person's spouse is trustee. The Reporting
- (5) Person disclaims beneficial ownership of these securities to the extent to which such person does not have an actual pecuniary interest in these securities.
- (6) Sale made pursuant to the Moran Children's Trust DTD 3-4-98 FBO Michael Moran Rule 10b5-1 Sales Plan adopted in July 2008.
 - Held by the Moran Children's Trust DTD 3-4-98 FBO Michael Moran, of which the Reporting Person's spouse is trustee. The Reporting
- (7) Person disclaims beneficial ownership of these securities to the extent to which such person does not have an actual pecuniary interest in these securities.
- (8) Sale made pursuant to the Moran Children's Trust DTD 3-4-98 FBO Katie Moran Rule 10b5-1 Sales Plan adopted in July 2008.
 - Held by the Moran Children's Trust DTD 3-4-98 FBO Katie Moran, of which the Reporting Person's spouse is trustee. The Reporting
- (9) Person disclaims beneficial ownership of these securities to the extent to which such person does not have an actual pecuniary interest in these securities.
- (10) Sale made pursuant to the Moran Children's Trust DTD 3-4-98 FBO Kristin Moran Rule 10b5-1 Sales Plan adopted in July 2008.

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Reporting Owners 3

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Held by the Moran Children's Trust DTD 3-4-98 FBO Kristin Moran, of which the Reporting Person's spouse is trustee. The Reporting Person disclaims beneficial ownership of these securities to the extent to which such person does not have an actual pecuniary interest in these securities.

- The price reported represents the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$10.95 \$10.98. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (13) Held by the Susan M. Moran Revocable Trust, of which the Reporting Person's spouse is trustee. The Reporting Person disclaims beneficial ownership of these securities to the extent to which such person does not have an actual pecuniary interest in these securities.
- (14) Held by Susan M. Moran, the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these securities to the extent to which such person does not have an actual pecuniary interest in these securities.
- (15) Held by the family trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of these securities to the extent to which such person does not have an actual pecuniary interest in these securities.
- (16) 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.
- (17) 100% of the shares subject to this option were fully vested at 08/16/2006.

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.