

SKILLSOFT PUBLIC LIMITED CO

Form 4

September 05, 2008

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TOWNSEND MARK**

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)  
**300 INNOVATIVE WAY, SUITE**  
**301**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/03/2008**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**EVP Technology**

(Street)  
**NASHUA, NH 03062**

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)           | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| American<br>Depository<br>Shares <sup>(1)</sup> | 09/03/2008                              |                                                             | M                                       | 100,000                                                                 | A \$ 4.06                                                                                                          | 510,130                                                                 | D                                                                 |
| American<br>Depository<br>Shares <sup>(1)</sup> | 09/03/2008                              |                                                             | S <sup>(2)</sup>                        | 100,000                                                                 | D \$<br><sup>(3)</sup> 11.0008                                                                                     | 410,130                                                                 | D                                                                 |
| American<br>Depository<br>Shares <sup>(1)</sup> |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 57,050                                                                  | I See<br>Footnote<br><sup>(4)</sup>                               |

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<br>Derivative<br>Security<br>(Instr. 3)        | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                            |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount of<br>Number of<br>Shares                           |
| Option to<br>Purchase<br>Ordinary<br>Shares <sup>(5)</sup> | \$ 4.06                                                            | 09/03/2008                              |                                                             | M                                    | 100,000                                                                                                   | <sup>(6)</sup> 08/16/2012                                      | Ordinary<br>Shares <sup>(5)</sup> 100,000                           |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                    |
|----------------------------------------------------------------------|----------------------------------|
|                                                                      | Director 10% Owner Officer Other |
| TOWNSEND MARK<br>300 INNOVATIVE WAY<br>SUITE 301<br>NASHUA, NH 03062 | EVP Technology                   |

## Signatures

/s/Greg Porto (for Mark  
Townsend) 09/05/2008

                     \*\*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. Townsend's Rule 10b5-1 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 \$11.00 - \$11.02. 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) Held by the MCM Irrevocable Trust, of which the Reporting Person's spouse is trustee. The Reporting Person disclaims beneficial ownership in these securities to the extent to which such person does not have an actual pecuniary interest in these securities.

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- (5) 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.
- (6) 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.

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