

SKILLSOFT PUBLIC LIMITED CO
Form 4
May 22, 2008

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

OMB APPROVAL

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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 *
NINE JERALD A JR

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2008

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

SKILLSOFT, 107
NORTHEASTERN BLVD
(Street)

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

NASHUA, NH 03062

(City) (State) (Zip)

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 (D) or Price | | |
| American Depository Shares ⁽¹⁾ | 05/20/2008 | | M | | 40,000 A \$ 4.06 | 90,321 | D |
| American Depository Shares ⁽¹⁾ | 05/20/2008 | | S ⁽²⁾ | | 100 D \$ 10.31 | 90,221 | D |
| American Depository Shares ⁽¹⁾ | 05/20/2008 | | S ⁽²⁾ | | 600 D \$ 10.33 | 89,621 | D |
| American Depository Shares ⁽¹⁾ | 05/20/2008 | | S ⁽²⁾ | | 900 D \$ | 88,721 | D |

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| | | | | | | | | |
|---------------------------------------|------------|-------------|-------|---|----|-------|--------|---|
| Depository Shares <u>(1)</u> | | | | | | 10.34 | | |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 1,494 | D | \$ | 10.35 | 87,227 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 456 | D | \$ | 10.36 | 86,771 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 3,400 | D | \$ | 10.37 | 83,371 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 2,831 | D | \$ | 10.38 | 80,540 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 4,200 | D | \$ | 10.39 | 76,340 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 8,819 | D | \$ | 10.4 | 67,521 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 5,600 | D | \$ | 10.41 | 61,921 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 1,800 | D | \$ | 10.42 | 60,121 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 1,100 | D | \$ | 10.43 | 59,021 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 3,300 | D | \$ | 10.44 | 55,721 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 700 | D | \$ | 10.45 | 55,021 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 500 | D | \$ | 10.46 | 54,521 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 100 | D | \$ | 10.48 | 54,421 | D |
| American Depository Shares <u>(1)</u> | 05/20/2008 | <u>S(2)</u> | 200 | D | \$ | 10.49 | 54,221 | D |

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| | | | | | | | |
|---|------------|------------------|--------|---|-------------|--------|---|
| American Depository Shares ⁽¹⁾ | 05/20/2008 | S ⁽²⁾ | 1,700 | D | \$ 10.5 | 52,521 | D |
| American Depository Shares ⁽¹⁾ | 05/20/2008 | S ⁽²⁾ | 600 | D | \$ 10.51 | 51,921 | D |
| American Depository Shares ⁽¹⁾ | 05/20/2008 | S ⁽²⁾ | 450 | D | \$ 10.52 | 51,471 | D |
| American Depository Shares ⁽¹⁾ | 05/20/2008 | S ⁽²⁾ | 650 | D | \$ 10.53 | 50,821 | D |
| American Depository Shares ⁽¹⁾ | 05/20/2008 | S ⁽²⁾ | 200 | D | \$ 10.54 | 50,621 | D |
| American Depository Shares ⁽¹⁾ | 05/20/2008 | S ⁽²⁾ | 300 | D | \$ 10.55 | 50,321 | D |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | M | 20,000 | A | \$ 4.06 | 70,321 | D |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | S ⁽²⁾ | 1,500 | D | \$ 10.3 | 68,821 | D |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | S ⁽²⁾ | 600 | D | \$ 10.31 | 68,221 | D |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | S ⁽²⁾ | 1,100 | D | \$ 10.32 | 67,121 | D |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | S ⁽²⁾ | 700 | D | \$ 10.33 | 66,421 | D |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | S ⁽²⁾ | 300 | D | \$ 10.34 | 66,121 | D |

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

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(9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase Ordinary Shares ⁽³⁾ | \$ 4.06 | 05/20/2008 | | M | 40,000 | ⁽⁴⁾ 08/16/2012 | Ordinary Shares ⁽³⁾ | 40,000 |
| Option to Purchase Ordinary Shares ⁽³⁾ | \$ 4.06 | 05/21/2008 | | M | 20,000 | ⁽⁴⁾ 08/16/2012 | Ordinary Shares ⁽³⁾ | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NINE JERALD A JR SKILLSOFT 107 NORTHEASTERN BLVD NASHUA, NH 03062 | | | Chief Operating Officer | |

Signatures

/s/Greg Porto (for Jerald Nine) 05/22/2008

__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. Nine's Rule 10b5-1 Sales Plan adopted in April 2008.
- (3) 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.
- (4) 100% of the shares subject to this option were fully vested at 8/16/2006.

Remarks:

This Form 4 is the first of two Forms 4 filed by the Reporting Person related to transactions beginning on May 20, 2008. 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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