

SKILLSOFT PUBLIC LIMITED CO

Form 4

April 28, 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 \*  
MORAN CHARLES E

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)  
04/24/2008

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

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	(A) or (D)	Price	
American Depositary Shares <sup>(1)</sup>	04/24/2008		M		246,200	A	\$ 4.06 246,200	D
American Depositary Shares <sup>(1)</sup>	04/24/2008		S <sup>(2)</sup>		20,195	D	\$ 10.05 226,005	D
American Depositary Shares <sup>(1)</sup>	04/24/2008		S <sup>(2)</sup>		1,700	D	\$ 10.06 224,305	D
American Depositary Shares <sup>(1)</sup>	04/24/2008		S <sup>(2)</sup>		2,800	D	\$ 10.07 221,505	D

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Depository Shares <u>(1)</u>							
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	49,805	D	\$ 10.1	171,700	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	700	D	\$ 10.11	171,000	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	500	D	\$ 10.12	170,500	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	20,500	D	\$ 10.15	150,000	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	51,905	D	\$ 10.2	98,095	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	3,600	D	\$ 10.205	94,495	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	1,762	D	\$ 10.21	92,733	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	2,400	D	\$ 10.22	90,333	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	11,779	D	\$ 10.23	78,554	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	10,700	D	\$ 10.24	67,854	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	1,000	D	\$ 10.245	66,854	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	36,833	D	\$ 10.25	30,021	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	100	D	\$ 10.255	29,921	D
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	7,600	D	\$ 10.26	22,321	D

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American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	200	D	\$ 10.265	22,121	D	
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	5,100	D	\$ 10.27	17,021	D	
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	1,400	D	\$ 10.28	15,621	D	
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	2,300	D	\$ 10.29	13,321	D	
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	601	D	\$ 10.3	12,720	D	
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	12,638	D	\$ 10.31	82	D	
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(2)</sup>	82	D	\$ 10.34	0	D	
American Depository Shares <u>(1)</u>	04/24/2008	<u>S</u> <sup>(3)</sup>	50,000	D	\$ 10.3	199,853	I	See Footnote <u>(4)</u>
American Depository Shares <u>(1)</u>						209,358	I	See Footnote <u>(5)</u>
American Depository Shares <u>(1)</u>						209,358	I	See Footnote <u>(6)</u>
American Depository Shares <u>(1)</u>						209,358	I	See Footnote <u>(7)</u>
American Depository Shares <u>(1)</u>						209,358	I	See Footnote <u>(8)</u>

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.**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Ordinary Shares <sup>(9)</sup>	\$ 4.06	04/24/2008		M	246,200	<sup>(10)</sup>	08/16/2012	Ordinary Shares <sup>(9)</sup>	246,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORAN CHARLES E SKILLSOFT 107 NORTHEASTERN BLVD NASHUA, NH 03062	X		President and CEO	

## Signatures

/s/Greg Porto (for Charles E. Moran) 04/28/2008

<sup>(9)</sup>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.
- (3) Sale made pursuant to Susan M. Moran 1994 Trust Rule 10b5-1 Sales Plan adopted in April 2008.
- (4) Held by the Susan M. 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.
- (5) 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 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) 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 Person disclaims beneficial ownership of these securities to the extent to which such person does not have an actual pecuniary interest in these securities.
- (7) 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 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)

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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.

- (9) 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.
- (10) 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 occurring on April 24, 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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