SKILLSOFT PUBLIC LIMITED CO

Form 4

September 04, 2008

FORM 4		OMB APPROVAL		
1 Offin 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB Number:	3235-0287	
Check this box if no longer	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF	Expires:	January 31, 2005	
subject to Section 16. Form 4 or	SECURITIES SECURITIES	Estimated a burden hour	rs per	
Form 5	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,	response	0.5	

5. Relationship of Reporting Person(s) to

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCDONALD THOMAS J		Symbol SKILLSOFT PUBLIC LIMITED CO [SKIL]				Iss	Issuer (Check all applicable)			
(Last) SKILLSOF		Middle)	3. Date of (Month/D 09/02/20	-	ransaction			Director X Officer (give tillow) CFO & F		Owner (specify
NORTHEA	STERN BLVD							55 5 55	· · · · · · · · · · · · · · · · · · ·	
	(Street)			ndment, Da hth/Day/Yea	ate Original	l	Ap	Individual or Join plicable Line) _ Form filed by Ond _ Form filed by Mor	e Reporting Per	son
NASHUA, I	NH 03062						Per	rson	te than one rep	orung
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative S	Securi	ties Acquir	ed, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transacti Code (Instr. 8)	owr Dispos (Instr. 3,	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	20,000	A	\$ 4.06	85,414	D	
American Depositary Shares (1)	09/02/2008			S(2)	20,000	D	\$ 10.8577 (3)	65,414	D	
American Depositary Shares (1)	09/03/2008			M	30,000	A	\$ 4.06	95,414	D	
American	09/03/2008			S(2)	20,000	D	\$	75,414	D	

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Depositary Shares (1)					10.9063 (4)			
American Depositary Shares (1)	09/03/2008	S(2)	10,000	D	\$ 11.0017	65,414	D	
American Depositary Shares (1)	09/03/2008	M	20,000	A	\$ 6.36	85,414	D	
American Depositary Shares (1)	09/03/2008	S(2)	20,000	D	\$ 11.0017	65,414	D	
American Depositary Shares (1)	09/04/2008	M	25,000	A	\$ 4.06	90,414	D	
American Depositary Shares (1)	09/04/2008	M	10,000	A	\$ 6.36	100,414	D	
American Depositary Shares (1)	09/04/2008	S(2)	35,000	D	\$ 11.0049 (5)	65,414	D	
American Depositary Shares (1)						1,953	I	See Footnote (6)
American Depositary Shares (1)						1,953	I	See Footnote (7)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	/. Title and	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration D	ate	Underlying S	Securities
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						Date	Expiration		or
						Exercisable	Date	Title	Number
				Code V	(A) (D)				of Shares

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Pu Or	otion to rchase dinary ares (8)	\$ 4.06	09/02/2008	M	20,000	<u>(9)</u>	08/16/2012	Ordinary Shares (8)	20,000
Pu Or	otion to rchase dinary ares (8)	\$ 4.06	09/03/2008	M	30,000	<u>(9)</u>	08/16/2012	Ordinary Shares (8)	30,000
Pu Or	otion to rchase dinary ares (8)	\$ 6.36	09/03/2008	M	20,000	(10)	09/27/2011	Ordinary Shares (8)	20,000
Pu Or	otion to rchase dinary ares (8)	\$ 4.06	09/04/2008	M	25,000	<u>(9)</u>	08/16/2012	Ordinary Shares (8)	25,000
Pu Or	otion to rchase dinary ares (8)	\$ 6.36	09/04/2008	M	10,000	(10)	09/27/2011	Ordinary Shares (8)	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

MCDONALD THOMAS J SKILLSOFT 107 NORTHEASTERN BLVD NASHUA, NH 03062

CFO & EVP Operations

Signatures

/s/Greg Porto (for Thomas McDonald) 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. McDonalds's Rule 10b5-1 Sales Plan adopted in April 2008, as amended.
- The price reported represents the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$10.7801 \$10.9002. 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) The price reported represents the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$10.8601 \$10.94. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer

Reporting Owners 3

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or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- The price reported represents the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$11.00 \$11.0201. 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.
- (6) Held by the family 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.
- These shares represent the aggregate number of shares held by Mr. McDonald as custodian for his daughter under the Uniform Gifts to

 (7) Minors Act. Mr. McDonald disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr.

 McDonald is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- (8) 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.
- (9) 100% of the shares subject to this option were fully vested at 08/16/2006.
- (10) 100% of the shares subject to this option were fully vested at 09/27/2005.

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.