

SKILLSOFT PUBLIC LIMITED CO

Form S-8

November 21, 2006

Table of Contents

As filed with the Securities and Exchange Commission on November 21, 2006

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8**

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

SkillSoft Public Limited Company
(Exact Name of Registrant as Specified in Its Charter)

Republic of Ireland
(State or Other Jurisdiction of Incorporation
or Organization)

Not Applicable
(I.R.S. Employer
Identification No.)

107 Northeastern Boulevard
Nashua, New Hampshire
(Address of Principal Executive Offices)

03062
(Zip Code)

2002 Share Option Plan
(Full Title of the Plan)
Charles E. Moran
President and Chief Executive Officer
SkillSoft Public Limited Company
107 Northeastern Boulevard
Nashua, New Hampshire 03062
(Name and Address of Agent For Service)

(603) 324-3000
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered (2) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|-----------------------------|---|---|----------------------------|
| Ordinary Shares issuable under the 2002 Share Option Plan (1) | 1,400,000 | \$5.88(3) | \$8,232,000(3) | \$881 |

(1) Each Ordinary Share is represented by one of the Registrant's American Depositary Shares.

- (2) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's American Depositary Shares as reported on the Nasdaq National Market on November 14, 2006.

TABLE OF CONTENTS

STATEMENT OF INCORPORATION BY REFERENCE

Item 5. Interests of Named Experts and Counsel.

Item 8. Exhibits.

SIGNATURES

POWER OF ATTORNEY AND SIGNATURES

INDEX TO EXHIBITS

EX-5.1 OPINION OF MAPLES AND CALDER, SOLICITORS

EX-23.2 CONSENT OF ERNST & YOUNG LLP

Table of Contents

STATEMENT OF INCORPORATION BY REFERENCE

This registration statement on Form S-8 is filed to register the offer and sale of an additional 1,400,000 shares of the Registrant's ordinary shares, Euro 0.11 par value per share, to be issued under the Registrant's 2002 Share Option Plan. Each ordinary share is represented by one of the Registrant's American Depositary Shares. This registration statement incorporates by reference the registration statement on Form S-8, File No. 333-133292 (filed with the Securities and Exchange Commission on April 13, 2006).

Item 5. Interests of Named Experts and Counsel.

Maples and Calder, Solicitors has opined as to the legality of the securities being offered by this registration statement. Jennifer Caldwell, a partner of Maples and Calder, Solicitors, serves as Secretary to the Registrant.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashua, State of New Hampshire, on this 21st day of November, 2006.

SKILLSOFT PUBLIC LIMITED
COMPANY

By: /s/ Charles E. Moran
Charles E. Moran
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of SkillSoft Public Limited Company, hereby severally constitute and appoint Charles E. Moran, Thomas J. McDonald and Patrick J. Rondeau, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable SkillSoft Public Limited Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|----------------------|
| /s/ Charles E. Moran Charles E. Moran | President, Chief Executive Officer and Director (Principal executive officer) | November 21, 2006 |
| /s/ Thomas J. McDonald Thomas J. McDonald | Chief Financial Officer (Principal financial officer) | November 21, 2006 |
| /s/ Anthony Amato Anthony Amato | Chief Accounting Officer (Principal accounting officer) | November 21, 2006 |
| /s/ P. Howard Edelstein P. Howard Edelstein | Director | November 21, 2006 |
| /s/ Stewart K.P. Gross Stewart K.P. Gross | Director | November 21, 2006 |
| /s/ James S. Krzywicki | Director | |

| | | |
|----------------------------------|----------|----------------------|
| James S. Krzywicki | | November 21, 2006 |
| /s/ William F. Meagher, Jr. | Director | November 21, 2006 |
| William F. Meagher, Jr. | | |
| /s/ Ferdinand von Prondzynski | Director | November 21, 2006 |
| Ferdinand von Prondzynski | | |

-2-

Table of Contents

INDEX TO EXHIBITS

| <u>Number</u> | <u>Description</u> |
|---------------|--|
| 5.1 | Opinion of Maples and Calder, Solicitors |
| 23.1 | Consent of Maples and Calder, Solicitors (included in Exhibit 5.1) |
| 23.2 | Consent of Ernst & Young LLP |
| 24 | Power of attorney (included on the signature pages of this registration statement) |