

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) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | | S ⁽²⁾ | 800 | D | \$ 10.35 | 65,321 | D |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | | S ⁽²⁾ | 1,100 | D | \$ 10.36 | 64,221 | D |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | | S ⁽²⁾ | 1,100 | D | \$ 10.37 | 63,121 | D |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | | S ⁽²⁾ | 300 | D | \$ | 62,821 | D |

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| | | | | | | | |
|---------------------------------------|------------|-------------|-------|---|----|-------|----------|
| Depository Shares <u>(1)</u> | | | | | | 10.38 | |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 800 | D | \$ | 10.39 | 62,021 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 2,000 | D | \$ | 10.4 | 60,021 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 600 | D | \$ | 10.41 | 59,421 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 1,400 | D | \$ | 10.42 | 58,021 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 1,300 | D | \$ | 10.43 | 56,721 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 100 | D | \$ | 10.44 | 56,621 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 376 | D | \$ | 10.45 | 56,245 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 1,124 | D | \$ | 10.46 | 55,121 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 200 | D | \$ | 10.47 | 54,921 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 700 | D | \$ | 10.52 | 54,221 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 700 | D | \$ | 10.53 | 53,521 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 800 | D | \$ | 10.54 | 52,721 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 800 | D | \$ | 10.55 | 51,921 D |
| American Depository Shares <u>(1)</u> | 05/21/2008 | <u>S(2)</u> | 400 | D | \$ | 10.56 | 51,521 D |

| | | | | | | | | |
|---|------------|------------------|-----|---|-------------|---------|---|-----------------------------------|
| American Depository Shares ⁽¹⁾ | 05/21/2008 | S ⁽²⁾ | 300 | D | \$ 10.57 | 51,221 | D | |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | S ⁽²⁾ | 200 | D | \$ 10.58 | 51,021 | D | |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | S ⁽²⁾ | 200 | D | \$ 10.59 | 50,821 | D | |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | S ⁽²⁾ | 400 | D | \$ 10.6 | 50,421 | D | |
| American Depository Shares ⁽¹⁾ | 05/21/2008 | S ⁽²⁾ | 100 | D | \$ 10.61 | 50,321 | D | |
| American Depository Shares ⁽¹⁾ | | | | | | 287,399 | I | See Footnote ⁽³⁾ |

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

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 A.
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) Held by the Kimberly M. Nine 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.

Remarks:

This Form 4 is the second 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.

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.