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SKILLSOFT PUBLIC LIMITED CO
 Form S-8
 January 22, 2004

As filed with the Securities and Exchange Commission on January 22, 2004
 Registration No. 333-

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

Not Applicable

 (State or other jurisdiction of
 incorporation or organization)

 (I.R.S. Employer
 Identification No.)

107 Northeastern Boulevard, Nashua, NH 03062

 (Address of principal executive offices) (Zip Code)

1995 Employee Share Purchase Plan

 (Full title of the plan)

Charles E. Moran
 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 Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amou Regis F |
|---|----------------------------|--|--|--------------------|
| Ordinary Shares issuable under the 1995 Employee Share Purchase Plan(1) | 800,000 shares(2) | \$8.52(3) | \$6,816,000(3) | \$551 |

- (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, and based on the average of the high and low prices of the American Depositary Shares as reported by the Nasdaq National Market on January 20, 2004, in accordance with Rules 457(c) and (h) of the Securities Act of 1933, as amended.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

STATEMENT OF INCORPORATION BY REFERENCE

This registration statement on Form S-8 is filed to register the offer and sale of an additional 800,000 shares of the registrant's ordinary shares, Euro 0.11 par value per share to be issued under the registrant's 1995 Employee Share Purchase Plan. Each ordinary share is represented by one of the registrant's American Depositary Shares. This registration statement incorporates by reference the registration statements on Form S-8, File Nos. 333-86861 (filed with the Securities and Exchange Commission on September 10, 1999) and 333-73882 (filed with the Securities and Exchange Commission on November 21, 2001).

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The registrant's Articles of Association authorize the registrant to indemnify the directors and officers of the registrant against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer. The registrant's subsidiary, SmartForce USA, which has merged with and into the registrant's subsidiary, SkillSoft Corporation, has entered into indemnification agreements with its directors and officers and directors and officers of the registrant serving at the request of such subsidiary. The indemnification agreements under certain circumstances require the registrant, among other things, to indemnify such officers and directors against certain liabilities that may arise by reason of their status or service as directors or officers (other than liabilities arising from willful misconduct of a culpable nature) and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified. The registrant has obtained directors and officers insurance providing indemnification for certain of the registrant's directors, officers, affiliates or employees for certain liabilities.

ITEM 8. EXHIBITS.

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

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 January 22, 2004.

SKILLSOFT PUBLIC LIMITED COMPANY

By: /s/ Charles E. Moran

Charles E. Moran
Chief Executive Officer

POWER OF ATTORNEY

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 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and 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, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated below.

| SIGNATURE | TITLE | DATE |
|----------------------|------------------------------------|------------------|
| /s/ Charles E. Moran | President, Chief Executive Officer | January 22, 2004 |

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| | | |
|---|---|------------------|
| ----- Charles E. Moran | and Director (Principal Executive Officer) | |
| /s/ Thomas J. McDonald ----- Thomas J. McDonald | Chief Financial Officer (Principal Financial and Accounting Officer) | January 22, 2004 |
| /s/ William T. Coleman III ----- William T. Coleman III | Director | January 12, 2004 |
| /s/ Howard Edelstein ----- Howard Edelstein | Director | January 22, 2004 |
| /s/ Stewart K.P. Gross ----- Stewart K.P. Gross | Director | January 22, 2004 |
| /s/ James S. Krzywicki ----- James S. Krzywicki | Director | January 16, 2004 |
| /s/ Gregory M. Priest ----- Gregory M. Priest | Director | January 22, 2004 |
| /s/ Ferdinand von Prondzynski ----- Ferdinand von Prondzynski | Director | January 12, 2004 |

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EXHIBIT INDEX

| Exhibit Number ----- | Exhibit ----- |
|----------------------------|--|
| 5.1 | Opinion of Binchys, Solicitors |
| 23.1 | Consent of Binchys, Solicitors (included in Exhibit 5.1) |
| 23.2 | Consent of Ernst & Young LLP, independent auditors |
| 24.1 | Power of Attorney (included on the signature pages of this registration statement) |

