

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1999-09-10**  
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### FILER

#### **CBT GROUP PLC**

CIK: **940181** | IRS No.: **000000000** | Fiscal Year End: **1231**  
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REDWOOD CITY CA 94063  
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

CBT Group Public Limited Company  
(Exact name of Registrant as specified in its charter)

Republic of Ireland N.A.  
(State or other jurisdiction of (I.R.S. Employer Identification Number)  
incorporation or organization)

900 Chesapeake Drive  
Redwood City, California 94063  
(Address, including zip code, of Registrant's principal executive offices)

1994 SHARE OPTION PLAN  
1995 EMPLOYEE SHARE PURCHASE PLAN

Gregory M. Priest  
President and Chief Executive Officer

CBT Group Public Limited Company  
900 Chesapeake Drive  
Redwood City, California 94063  
(650) 817-5900  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

Copy to:

Alan K. Austin  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304-1050

<TABLE>  
<CAPTION>

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	Amount of Registration Fee
<S> Ordinary Shares issuable upon exercise of outstanding options under the 1994 Share Option Plan.....	<C> 2,000,000	<C> \$ 25.125(1)	<C> \$ 50,250,000	<C> \$ 13,969

Ordinary Shares issuable upon exercise of outstanding options under the 1995 Employee Share Purchase Plan.....	1,000,000	\$ 21.52(2)	\$ 21,520,000	\$ 5,983
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TOTAL.....	3,000,000		\$ 71,770,000	\$ 19,952
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</TABLE>

- (1) Computed pursuant to Rule 457(h) solely for the purpose of determining the registration fee based on the closing price of the Registrant's American Depository Shares on the Nasdaq National Market on September 8, 1999.
- (2) The exercise price of \$ 21.52 per share is 85% of the average of the high and low prices for the Registrant's American Depository Shares on the Nasdaq National Market on September 8, 1999, computed in accordance with Rule 457(h) under the Securities Act of 1933. Pursuant to the 1995 Employee Share Purchase Plan, shares are sold at 85% of the lesser of the fair market value of such shares on the enrollment date or on the exercise date. Each Ordinary Share is represented by one American Depository Share.

The Company hereby incorporates by reference in this Registration Statement the contents of the Company's earlier Registration Statements on Form S-8 (File Nos. 333-83927, 333-68499, 333-957031, 333-35745, 333-25245, 333-06409, 333-504, and 33-94300)

EXHIBIT INDEX

<TABLE>

<CAPTION>

Exhibit Number	Document
<S>	<C>
5.1	Opinion of Binchys, Solicitors with respect to the securities being registered.
23.1	Consent of Ernst & Young.
23.2	Consent of Binchys, Solicitors (contained in Exhibit 5.1).
23.3	Consent of Arthur Andersen.
24.1	Power of Attorney (See Signatures).

</TABLE>

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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 Redwood City, State of California, on this 7/th/ day of September, 1999.

CBT GROUP PUBLIC LIMITED COMPANY

By: /s/ Gregory M. Priest

-----  
Gregory M. Priest  
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gregory M. Priest and David C. Drummond, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or

any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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:

Signature	Title	Date
<S> ----- /s/ William G. McCabe ----- William G. McCabe	<C> ----- Chairman of the Board	<C> ----- September 7, 1999
----- /s/ Gregory M. Priest ----- Gregory M. Priest	----- President, Chief Executive Officer (Principal Executive Officer) and Director	----- September 7, 1999
----- /s/ John Grillos ----- John Grillos	----- Executive Vice President, Chief Operating Officer and Director	----- September 7, 1999
----- /s/ David C. Drummond ----- David C. Drummond	----- Executive Vice President, Finance and Chief Financial Officer (principal financial officer)	----- September 7, 1999
----- /s/ John P. Hayes ----- John P. Hayes	----- Vice President Finance (principal accounting officer) and Director	----- September 7, 1999
----- /s/ Patrick J. McDonagh ----- Patrick J. McDonagh	----- Director	----- September 7, 1999
----- /s/ James S. Krzywicki ----- James S. Krzywicki	----- Director	----- September 7, 1999

September 7, 1999

The Directors,

CBT Group Public Limited Company,  
Belfied Office Park,  
Clonskeagh,  
Dublin 4  
Dear Sirs,

Registration Statement on Form S-8  
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We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about September 7, 1999 (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of 2,000,000 additional ordinary shares (which will be represented by 2,000,000 American Depositary Shares of the Company) in the capital of the Company reserved for issuance under the 1994 Share Option Plan (the "1994 Plan"), and 1,000,000 additional ordinary shares (which will be represented by 1,000,000 American Depositary Shares of the Company) in the capital of the Company reserved for issuance under the 1995 Employee Share Purchase Plan (the "1995 Plan") (together the "Shares").

As your legal counsel, we have examined the 1994 Plan and the 1995 Plan and are familiar with the proceedings proposed to be taken by you in connection with the issuance of the Shares under the 1994 Plan and the 1995 Plan respectively.

It is our opinion that the Shares will be, if issued in the manner referred to in the 1994 Plan and the 1995 Plan, as the case may be, on application by the Optionees under the said Plans for the Shares pursuant to such Plans and pursuant to the respective agreements that accompany those Plans, legally and validly issued and fully paid.

We consent to the use of this opinion as an exhibit to the Registration Statement on Form S-8 and further consent to the use of our name, wherever appearing in the said Registration Statement, including any Prospectus constituting a part thereof and any amendments thereto.

Yours faithfully,

/s/ BINCHYS

## CONSENT OF ERNST &amp; YOUNG, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) for the registration of an aggregate of 3,000,000 Ordinary Shares which will be represented by American Depositary Receipts pertaining to the 1994 Share Option Plan and 1995 Employee Share Purchase Plan of CBT Group PLC (the "Company") of our reports dated January 19, 1999 with respect to the consolidated financial statements and schedule of CBT Group PLC included in the Company's Annual Report, as amended, on Form 10-KA for the year ended December 31, 1998 filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG

-----  
ERNST & YOUNG

Dublin, Ireland

September 9, 1999

CONSENT OF ARTHUR ANDERSEN LLP, INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Form S-8 Registration Statement of CBT Group PLC of our reports dated January 30, 1998, on the consolidated financial statements of The ForeFront Group, Inc., and subsidiaries as of December 31, 1997, and for each of the two years in the period ended December 31, 1997, and to all references to our Firm included in this Registration Statement. It should be noted that we have not audited any financial statements of The ForeFront Group, Inc. and subsidiaries subsequent to December 31, 1997, or performed any audit procedures subsequent to the date of our report.

Arthur Andersen LLP

Houston, Texas

September 7, 1999