

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2003-05-14**
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ISSUER

SKILLSOFT PUBLIC LIMITED CO

CIK: **940181** | IRS No.: **000000000** | Fiscal Year End: **0131**
SIC: **7372** Prepackaged software

Mailing Address
*107 NORTHEASTERN
BOULEVARD
NASHUA NH 03062*

Business Address
*107 NORTHEASTERN
BOULEVARD
NASHUA NH 03062
603-324-3000*

REPORTING OWNER

MORAN CHARLES E

CIK: **1240189**
Type: **4** | Act: **34** | File No.: **000-25674** | Film No.: **04815240**

Mailing Address
*SKILLSOFT
107 NORTHEASTERN BLVD
NASHUA NH 03062*

Business Address
*107 NORTHEASTERN BLVD
NASHUA NH 03062
6033243000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person MORAN CHARLES E			2. Issuer Name and Ticker or Trading Symbol SKILLSOFT PUBLIC LIMITED CO [SKIL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2003					
SKILLSOFT, 107 NORTHEASTERN BLVD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
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)
			Code	V	Amount	(A) or (D)	Price			
American Depositary Shares ⁽¹⁾							11	I	By Spouse	
American Depositary Shares ⁽¹⁾							2,367	I	By Trust ⁽²⁾	
American Depositary Shares ⁽¹⁾	05/14/2004	05/14/2004	M		4,212	A	\$4.06	4,212	D	
American Depositary Shares ⁽¹⁾	05/14/2004	05/14/2004	S ⁽³⁾		4,212	D	\$11.9939	0	D	
American Depositary Shares ⁽¹⁾	05/14/2004	05/14/2004	M		2,277	A	\$4.06	2,277	D	
American Depositary Shares ⁽¹⁾	05/14/2004	05/14/2004	S ⁽³⁾		2,277	D	\$11.9816	0	D	
American Depositary Shares ⁽¹⁾	05/14/2004	05/14/2004	S ⁽⁴⁾		2,609	D	\$12.2228	611,032	I	Trust ⁽⁵⁾
American Depositary Shares ⁽¹⁾	05/14/2004	05/14/2004	S ⁽⁶⁾		976	D	\$11.71	208,878	I	Trust ⁽⁷⁾
American Depositary Shares ⁽¹⁾	05/14/2004	05/14/2004	S ⁽⁸⁾		976	D	\$11.71	208,878	I	Trust ⁽⁹⁾
American Depositary Shares ⁽¹⁾	05/14/2004	05/14/2004	S ⁽¹⁰⁾		976	D	\$11.71	208,878	I	Trust ⁽¹¹⁾
American Depositary Shares ⁽¹⁾	05/14/2004	05/14/2004	S ⁽¹²⁾		976	D	\$11.71	208,878	I	Trust ⁽¹³⁾
American Depositary Shares ⁽¹⁾	05/17/2004	05/17/2004	M		4,212	A	\$4.06	4,212	D	
American Depositary Shares ⁽¹⁾	05/17/2004	05/17/2004	S ⁽³⁾		4,212	D	\$11.95	0	D	
American Depositary Shares ⁽¹⁾	05/17/2004	05/17/2004	M		2,277	A	\$4.06	2,277	D	
American Depositary Shares ⁽¹⁾	05/17/2004	05/17/2004	S ⁽³⁾		2,277	D	\$11.9816	0	D	
American Depositary Shares ⁽¹⁾	05/17/2004	05/17/2004	S ⁽⁴⁾		2,609	D	\$11.91	608,423	I	Trust ⁽⁵⁾

American Depositary Shares ⁽¹⁾	05/17/2004	05/17/2004	<u>S</u> ⁽⁶⁾	976	D	\$12.01	207,902	I	Trust ⁽⁷⁾
American Depositary Shares ⁽¹⁾	05/17/2004	05/17/2004	<u>S</u> ⁽⁸⁾	976	D	\$12.01	207,902	I	Trust ⁽⁹⁾
American Depositary Shares ⁽¹⁾	05/17/2004	05/17/2004	<u>S</u> ⁽¹⁰⁾	976	D	\$12.01	207,902	I	Trust ⁽¹¹⁾
American Depositary Shares ⁽¹⁾	05/17/2004	05/17/2004	<u>S</u> ⁽¹²⁾	976	D	\$12.01	207,902	I	Trust ⁽¹³⁾

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Ordinary Shares ⁽¹⁴⁾	\$4.06	05/14/2004	05/14/2004	<u>M</u>			4,212	⁽¹⁵⁾	08/16/2012	Ordinary Shares ⁽¹⁴⁾	4,212	⁽¹⁶⁾	1,110,556	D	
Option to Purchase Ordinary Shares ⁽¹⁴⁾	\$4.06	05/14/2004	05/14/2004	<u>M</u>			2,277	⁽¹⁵⁾	08/16/2012	Ordinary Shares ⁽¹⁴⁾	2,277	⁽¹⁶⁾	1,108,279	D	
Option to Purchase Ordinary Shares ⁽¹⁴⁾	\$4.06	05/17/2004	05/17/2004	<u>M</u>			4,212	⁽¹⁵⁾	08/16/2012	Ordinary Shares ⁽¹⁴⁾	4,212	⁽¹⁶⁾	1,104,067	D	
Option to Purchase Ordinary Shares ⁽¹⁴⁾	\$4.06	05/17/2004	05/17/2004	<u>M</u>			2,277	⁽¹⁵⁾	08/16/2012	Ordinary Shares ⁽¹⁴⁾	2,277	⁽¹⁶⁾	1,101,790	D	

Explanation of Responses:

- American Depositary Shares (ADSs) evidenced by American Depositary Receipts, each of which represents one Ordinary Share, nominal value 0.11 (Euro) per Ordinary Share of SkillSoft Public Limited Company.
- These shares were distributed to a trust by way of inheritance. Mr. Moran is the trustee of the trust and Mr. Moran's children are beneficiaries of the trust.
- Sale made pursuant to Mr. Moran's Rule 10b5-1 Sales Plan adopted in December 2003.
- Sale made pursuant to the Susan M. Moran Revocable Trust DTD 11-23-94 Rule 10b5-1 Sales Plan adopted in December 2003.
- These ADSs were gifted to the Susan M. Moran Revocable Trust DTD 11-23-94 on May 15, 2003. Susan Moran, Mr. Moran's spouse, is the trustee of this trust. Mr. Moran disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Moran is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.
- Sale made pursuant to the Moran Children's Trust DTD FBO Kelly Moran Rule 10b5-1 Sales Plan adopted in December 2003.
- These ADSs are held by the Moran Children's Trust DTD 3-4-98 FBO Kelly Moran. Susan Moran, Mr. Moran's spouse, is the trustee of this trust. Mr. Moran disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Moran is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.

8. Sale made pursuant to the Moran Children's Trust DTD FBO Michael Moran Rule 10b5-1 Sales Plan adopted in December 2003.
9. These ADSs are held by the Moran Children's Trust DTD 3-4-98 FBO Michael Moran. Susan Moran, Mr. Moran's spouse, is the trustee of this trust. Mr. Moran disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Moran is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.
10. Sale made pursuant to the Moran Children's Trust DTD FBO Katie Moran Rule 10b5-1 Sales Plan adopted in December 2003.
11. These ADSs are held by Moran Children's Trust DTD 3-4-98 FBO Katie Moran. Susan Moran, Mr. Moran's spouse, is the trustee of this trust. Mr. Moran disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Moran is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.
12. Sale made pursuant to the Moran Children's Trust DTD FBO Kristin Moran Rule 10b5-1 Sales Plan adopted in December 2003.
13. These ADSs are held by the Moran Children's Trust DTD 3-4-98 FBO Kristin Moran. Susan Moran, Mr. Moran's spouse, is the trustee of this trust. Mr. Moran disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Moran is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.
14. 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.
15. 414,295 of the shares subject to this option vested on August 16, 2003. 138,098 of the shares subject to this option vested on December 16, 2003. The remaining shares subject to the option vest each month thereafter.
16. Not applicable; the transaction being reported is an exercise of an option to purchase Ordinary Shares of the issuer.

Signatures

Greg Porto (For Charles Moran)

** Signature of Reporting Person

05/18/2004

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.