

PRONDZYNSKI FERDINAND VON  
Form 4  
May 27, 2010

**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 \*  
PRONDZYNSKI FERDINAND VON

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)  
05/26/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

DUBLIN CITY UNIVERSITY, DUBLIN 9

(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

IRELAND, L2 9

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
American Depository Shares <sup>(1)</sup>	05/26/2010		D		10	D	0.00

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Ordinary Shares <sup>(3)</sup>	\$ 20.68	05/26/2010		D		25,000		<sup>(4)</sup>	11/26/2011	Ordinary Shares <sup>(3)</sup>	25,000
Option to Purchase Ordinary Shares <sup>(3)</sup>	\$ 8.65	05/26/2010		D		10,000		<sup>(5)</sup>	01/01/2014	Ordinary Shares <sup>(3)</sup>	10,000
Option to Purchase Ordinary Shares <sup>(3)</sup>	\$ 5.65	05/26/2010		D		10,000		<sup>(6)</sup>	01/01/2015	Ordinary Shares <sup>(3)</sup>	10,000
Option to Purchase Ordinary Shares <sup>(3)</sup>	\$ 5.5	05/26/2010		D		10,000		<sup>(7)</sup>	01/01/2016	Ordinary Shares <sup>(3)</sup>	10,000
Option to Purchase Ordinary Shares <sup>(3)</sup>	\$ 6.21	05/26/2010		D		10,000		<sup>(8)</sup>	01/01/2017	Ordinary Shares <sup>(3)</sup>	10,000
Option to Purchase Ordinary Shares <sup>(3)</sup>	\$ 9.56	05/26/2010		D		20,000		<sup>(9)</sup>	01/01/2018	Ordinary Shares <sup>(3)</sup>	20,000
Option to Purchase Ordinary Shares <sup>(3)</sup>	\$ 7.14	05/26/2010		D		20,000		<sup>(10)</sup>	01/01/2019	Ordinary Shares <sup>(3)</sup>	20,000
Option to Purchase Ordinary Shares <sup>(3)</sup>	\$ 10.48	05/26/2010		D		20,000		<sup>(11)</sup>	01/01/2020	Ordinary Shares <sup>(3)</sup>	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRONDZYNSKI FERDINAND VON DUBLIN CITY UNIVERSITY DUBLIN 9 IRELAND, L2 9	X			

## Signatures

/s/Greg Porto (for Ferdinand von Prondzynski) 05/27/2010

\_\_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 ("ADS") 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.  
These ADSs are held in the Reporting Person's name, and were disposed of pursuant to the Transaction Agreement regarding a scheme of arrangement (the "Transaction Agreement") between issuer and SSI Investments III Limited ("SSI") in exchange for a cash payment of \$112.50 (\$11.25 per ADS), subject to applicable tax withholding and an ADS cancellation fee.
- (2) Each issued and outstanding Ordinary Share of the issuer, or option to purchase an ordinary share of the issuer, is represented by one ADS.
- (3) This option was 100% fully vested on 11/26/05. Pursuant to the terms of the Transaction Agreement, this option, the exercise price of which exceeds the transaction consideration of \$11.25 per share, was cancelled with no consideration paid to the Reporting Person.  
This option, which was 100% vested on 1/1/08, was cancelled pursuant to the Transaction Agreement, in exchange for a cash payment of \$26,000.00 representing the difference between the exercise price of the option and the consideration of \$11.25 per share paid pursuant to the Transaction Agreement, subject to applicable tax withholding.
- (4) This option, which was 100% vested on 1/1/09, was cancelled pursuant to the Transaction Agreement, in exchange for a cash payment of \$56,000.00 representing the difference between the exercise price of the option and the consideration of \$11.25 per share paid pursuant to the Transaction Agreement, subject to applicable tax withholding.
- (5) This option, which was 100% vested on 1/1/07, was cancelled pursuant to the Transaction Agreement, in exchange for a cash payment of \$57,500.00 representing the difference between the exercise price of the option and the consideration of \$11.25 per share paid pursuant to the Transaction Agreement, subject to applicable tax withholding.
- (6) This option, which was 100% vested on 1/1/08, was cancelled pursuant to the Transaction Agreement, in exchange for a cash payment of \$50,400.00 representing the difference between the exercise price of the option and the consideration of \$11.25 per share paid pursuant to the Transaction Agreement, subject to applicable tax withholding.
- (7) This option, which was 100% vested on 1/1/09, was cancelled pursuant to the Transaction Agreement, in exchange for a cash payment of \$33,800.00 representing the difference between the exercise price of the option and the consideration of \$11.25 per share paid pursuant to the Transaction Agreement, subject to applicable tax withholding.
- (8) This option, which was 100% vested on 1/1/10, was cancelled pursuant to the Transaction Agreement, in exchange for a cash payment of \$82,200.00 representing the difference between the exercise price of the option and the consideration of \$11.25 per share paid pursuant to the Transaction Agreement, subject to applicable tax withholding.
- (9) This option, which vests 100% on 1/1/11, was cancelled pursuant to the Transaction Agreement, in exchange for a cash payment of \$15,400.00 representing the difference between the exercise price of the option and the consideration of \$11.25 per share paid pursuant to the Transaction Agreement, subject to applicable tax withholding.
- (10) \$15,400.00 representing the difference between the exercise price of the option and the consideration of \$11.25 per share paid pursuant to the Transaction Agreement, subject to applicable tax withholding.
- (11)

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

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