

SKILLSOFT PUBLIC LIMITED CO  
Form S-8 POS  
May 26, 2010

As filed with the Securities and Exchange Commission on May 26, 2010

Registration No. 333-138859

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO 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

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(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification No.)

**107 Northeastern Boulevard**

**Nashua, New Hampshire**  
(Address of Principal Executive Offices)

**03062**  
(Zip Code)

**2002 SHARE OPTION PLAN**

(Full Title of the Plan)

**Charles E. Moran**

**President and Chief Executive Officer**

**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)

**Copies to:**

**Patrick J. Rondeau, Esq.**

**WilmerHale**

**60 State Street**

**Boston, MA 02109**



**Explanatory Note:**

SkillSoft Public Limited Company (the Company) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8, File No. 333-99093, as amended by Form S-8, File No. 333-133292 and Form S-8, File No. 333-138859 (collectively, the Registration Statement) to deregister 1,901,076 ordinary shares of the Company that were registered on the Registration Statement and reserved for issuance under the Company's 2002 Share Option Plan and that remain unsold under the Registration Statement.

**SIGNATURE**

Pursuant to Rule 478 under the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashua, State of New Hampshire on May 26, 2010.

SKILLSOFT PUBLIC LIMITED COMPANY

/s/ CHARLES E. MORAN  
**Charles E. Moran**  
**President and Chief Executive Officer**