

Edgar Filing: SKILLSOFT PUBLIC LIMITED CO - Form SC 13G/A

SKILLSOFT PUBLIC LIMITED CO
Form SC 13G/A
March 10, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

SkillSoft Public Limited Company

(Name of Issuer)

American Depository Shares

(Title of Class of Securities)

830928107

(CUSIP Number)

February 28, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this

Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 830928107

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Liberty Wanger Asset Management, L.P. 36-3820584

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

Not Applicable

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

None

SHARED VOTING POWER

6 10,660,000

SOLE DISPOSITIVE POWER

7 None

8 SHARED DISPOSITIVE POWER

10,660,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,660,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.7%

12 TYPE OF REPORTING PERSON*

IA

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WAM Acquisition GP, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

Not Applicable

(a) []

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(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

None

SHARED VOTING POWER

6 10,660,000

SOLE DISPOSITIVE POWER

7 None

8 SHARED DISPOSITIVE POWER

10,660,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,660,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.7%

12 TYPE OF REPORTING PERSON*

CO

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Liberty Acorn Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

Not Applicable

(a) []

(b) []

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

None

SHARED VOTING POWER

6 9,800,000

SOLE DISPOSITIVE POWER

7 None

8 SHARED DISPOSITIVE POWER

9,800,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,800,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.8%

12 TYPE OF REPORTING PERSON*

IV

Item 1(a)

Name of Issuer:

SkillSoft Public Limited Company

Item 1(b)

Address of Issuer's Principal Executive Offices:

107 Northeastern Boulevard
 Nashua, NH 03062

Item 2(a)

Name of Person Filing:

Liberty Wanger Asset Management, L.P.
 ("WAM")
 WAM Acquisition GP, Inc., the general
 partner of WAM ("WAM GP")
 Liberty Acorn Trust ("Acorn")

Item 2(b)

Address of Principal Business Office:

WAM, WAM GP and Acorn are all located at:

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227 West Monroe Street, Suite 3000
Chicago, Illinois 60606

- Item 2(c) Citizenship:
- WAM is a Delaware limited partnership; WAM GP is a Delaware corporation; and Acorn is a Massachusetts business trust.
- Item 2(d) Title of Class of Securities:
- American Depositary Shares
- Item 2(e) CUSIP Number:
- 830928107
- Item 3 Type of Person:
- (d) Acorn is an Investment Company under section 8 of the Investment Company Act.
- (e) WAM is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940; WAM GP is the General Partner of the Investment Adviser.

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- Item 4 Ownership (at February 28, 2003):
- (a) Amount owned "beneficially" within the meaning of rule 13d-3:
- 10,660,000
- (b) Percent of class:
- 10.7% (based on 99,598,136 shares outstanding as of January 14, 2003, as reported in Form 10-Q filed on January 21, 2003).
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote:
none
- (ii) shared power to vote or to direct the vote:
10,660,000
- (iii) sole power to dispose or to direct the disposition of: none

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(iv) shared power to dispose
or to direct
disposition of:
10,660,000

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of
Another Person:

The shares reported herein have been
acquired on behalf of discretionary clients
of WAM, including Acorn. Persons other than
WAM and WAM GP are entitled to receive all
dividends from, and proceeds from the sale
of, those shares. Acorn is the only such
person known to be entitled to all dividends
from, and all proceeds from the sale of,
shares reported herein to the extent of more
than 5% of the class.

Item 7 Identification and Classification of the Subsidiary
Which Acquired the Security Being Reported on by the
Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the
Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

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Item 10 Certification:

By signing below I certify that, to the best
of my knowledge and belief, the securities referred
to above were acquired and are held in the ordinary
course of business and were not acquired and are not
held for the purpose of or with the effect of
changing or influencing the control of the issuer of
the securities and were not acquired and are not held
in connection with or as a participant in any
transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

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Date: March 10, 2003

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

WAM Acquisition GP, Inc.
for itself and as general partner of
LIBERTY WANGER ASSET
MANAGEMENT, L.P.

By: /s/ Bruce H. Lauer

Bruce H. Lauer
Senior Vice President and Secretary

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

LIBERTY ACORN TRUST

By: /s/ Bruce H. Lauer

Bruce H. Lauer
Vice President, Treasurer and
Secretary

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Exhibit Index

Exhibit 1

Joint Filing Agreement dated as of March 10, 2003
by and among Liberty Wanger Asset Management, L.P.,
WAM Acquisition GP, Inc. and Liberty Acorn Trust

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