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30, 2005.

ITEM 3.03. MATERIAL MODIFICATION TO RIGHTS OF SECURITYHOLDERS

The disclosure under Item 1.01 above is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

- 4.1 Third Amendment dated November 29, 2005 to Declaration of Subscription Rights dated October 4, 1998

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SkillSoft Public Limited Company

Date: December 1, 2005

By: /s/ Thomas J. McDonald

Thomas J. McDonald
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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