

Edgar Filing: SMARTFORCE PUBLIC LTD CO - Form 8-K

SMARTFORCE PUBLIC LTD CO

Form 8-K

April 08, 2002

=====

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

April 2, 2002

Date of Report (date of earliest event reported - January 16, 2002)

SMARTFORCE PUBLIC LIMITED COMPANY

(Exact name of Registrant as specified in its charter)

| | | |
|--|--------------------------|--|
| Republic of Ireland | 0-25674 | Not Applicable |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification Number) |

900 Chesapeake Drive
Redwood City, California 94063

(Address of principal executive offices, including zip code)

(650) 817-5900

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Item 5. Other Events

On April 2, 2002, SmartForce Public Limited Company ("SmartForce") announced that SmartForce and Centra Software Inc. ("Centra") have mutually agreed to terminate the Agreement and Plan of Merger among SmartForce, Atlantic Acquisition Corp., a wholly-owned subsidiary of SmartForce ("Merger Sub"), and Centra, dated as of January 16, 2002.

Pursuant to the Termination Agreement, dated as of April 2, 2002, the

Edgar Filing: SMARTFORCE PUBLIC LTD CO - Form 8-K

Merger Agreement was terminated immediately. A copy of the Press Release issued April 2, 2002 and the Termination Agreement are attached as exhibits hereto.

Item 7. Exhibits.

- (a) [Not applicable.]
- (b) [Not applicable.]
- (c) Exhibits. The following exhibits are being filed herewith.

| Exhibit Number ----- | Description ----- |
|----------------------------|--|
| 99.1 | Press Release, dated April 2, 2002, announcing the termination of the Agreement and Plan of Merger among SmartForce, Centra and Merger Sub |
| 99.2 | Termination Agreement, dated as of April 2, 2002, by and among SmartForce, Merger Sub and Centra. |

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 hereto duly authorized.

SMARTFORCE PLC

Date: April 7, 2002

By: /s/ Gregory M. Priest

Gregory M. Priest
President and Chief Executive Officer

SMARTFORCE PLC

EXHIBIT INDEX TO FORM 8-K

| Exhibit Number ----- | Description ----- |
|----------------------------|--|
| 99.1 | Press Release, dated April 2, 2002, announcing the termination of the Agreement and Plan of Merger among SmartForce, Centra and Merger Sub |
| 99.2 | Termination Agreement, dated as of April 2, 2002, by and among SmartForce, Merger Sub and Centra. |