PRONDZYNSKI FERDINAND VON

Form 4

September 09, 2009

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

OMB Number:

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0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PRONDZYNSKI FERDINAND VON

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

SKILLSOFT PUBLIC LIMITED CO [SKIL]

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction

X Director 10% Owner

(Month/Day/Year)

09/08/2009

Officer (give title Other (specify below)

DUBLIN CITY UNIVERSITY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Applicable Line)

DUBLIN IRELAND, L29

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

(A) or

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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

1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Conversion Security or Exercise any

5. Number of **Transaction**Derivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Sha
Option to Purchase Ordinary Shares (1)	\$ 20.68	09/08/2009		D(2)			25,000	(2)	11/26/2011	Ordinary Shares (1)	25,00
Option to Purchase Ordinary Shares (1)	\$ 20.68	09/08/2009		A(2)		25,000		(2)	11/26/2011	Ordinary Shares (1)	25,00
Option to Purchase Ordinary Shares (1)	\$ 8.65	09/08/2009		D(3)			10,000	(3)	01/01/2014	Ordinary Shares (1)	10,00
Option to Purchase Ordinary Shares (1)	\$ 8.65	09/08/2009		A(3)		10,000		(3)	01/01/2014	Ordinary Shares (1)	10,00
Option to Purchase Ordinary Shares (1)	\$ 5.65	09/08/2009		D <u>(4)</u>			10,000	<u>(4)</u>	01/01/2015	Ordinary Shares (1)	10,00
Option to Purchase Ordinary Shares (1)	\$ 5.65	09/08/2009		A(4)		10,000		<u>(4)</u>	01/01/2015	Ordinary Shares (1)	10,00
Option to Purchase Ordinary Shares (1)	\$ 5.5	09/08/2009		D <u>(5)</u>			10,000	<u>(5)</u>	01/01/2016	Ordinary Shares (1)	10,00
Option to Purchase Ordinary Shares (1)	\$ 5.5	09/08/2009		A(5)		10,000		<u>(5)</u>	01/01/2016	Ordinary Shares (1)	10,00
Option to Purchase Ordinary Shares (1)	\$ 6.21	09/08/2009		D <u>(6)</u>			10,000	<u>(6)</u>	01/01/2017	Ordinary Shares (1)	10,00
Option to Purchase Ordinary	\$ 6.21	09/08/2009		A(6)		10,000		<u>(6)</u>	01/01/2017	Ordinary Shares (1)	10,00

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Shares (1)									
Option to Purchase Ordinary Shares (1)	\$ 9.56	09/08/2009	D <u>(7)</u>		20,000	<u>(7)</u>	01/01/2018	Ordinary Shares (1)	20,00
Option to Purchase Ordinary Shares (1)	\$ 9.56	09/08/2009	A <u>(7)</u>	20,000		<u>(7)</u>	01/01/2018	Ordinary Shares (1)	20,00
Option to Purchase Ordinary Shares (1)	\$ 7.14	09/08/2009	D(8)		20,000	(8)	01/01/2019	Ordinary Shares (1)	20,00
Option to Purchase Ordinary Shares (1)	\$ 7.14	09/08/2009	A(8)	20,000		(8)	01/01/2019	Ordinary Shares (1)	20,00

Reporting Owners

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

Signatures

/s/ Greg Porto (for Ferdinand Von Prondzynski) 09/09/2009

**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) Each issued and outstanding Ordinary Share of the issuer, or option to purchase an ordinary share of the issuer, is represented by one (1) ADS.
- The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted November 26, 2001 and provides for vesting in four equal annual installments commencing November 26, 2002.
- The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted January 1, 2004 and provides for vesting in four equal annual installments commencing January 1, 2005.
- (4) The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a

Reporting Owners 3

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replacement option. The option was originally granted January 1, 2005 and provides for vesting in four equal annual installments commencing January 1, 2006.

- The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted January 1, 2006 and provides for full vesting on the first anniversary date of January 1, 2007.
- The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted January 1, 2007 and provides for full vesting on the first anniversary date of January 1, 2008.
- The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted January 1, 2008 and provides for full vesting on the first anniversary date of January 1, 2009.
- The two reported transactions involved an amendment of an outstanding option, extending the post-termination exercise period of the option from three months to twelve months, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted January 1, 2009 and provides for full vesting on the first anniversary date of January 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.