

SKILLSOFT PUBLIC LIMITED CO
Form SC 13G/A
February 13, 2004

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Amendment #2
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

Skillsoft Public Limited Company
(Name of Issuer)

American Depositary Shares
Each representing an Ordinary Share, nominal value Euro 0.11 per share
(Title of Class of Securities)

830928107
(CUSIP Number)

December 31, 2003
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule 13G is filed:

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

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*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 purposes 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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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Gotham Partners, L.P.

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

(a) []

(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY -0-

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
-0-

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
-0-

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
0.0%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Gotham Partners III, L.P.

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

(a) []

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the laws of the State of Delaware ("Gotham Advisors"), which serves as investment manager to Gotham Partners International, Ltd. ("Gotham International"), a company organized under the laws of the Cayman Islands, with respect to the shares of ADS directly owned by Gotham International; and

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of Gotham, Gotham III and Gotham Advisors is 110 East 42nd Street, 18th Floor, New York, New York, 10017. The address of the business office of Gotham International is c/o Goldman Sachs (Cayman) Trust, Limited, Harbour Centre, 2nd Floor, P.O. Box 896, George Town, Grand Cayman, Cayman Islands, British West Indies.

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Item 2(c). Citizenship:

Gotham and Gotham III are limited partnerships organized under the laws of the State of New York. Gotham Advisors is a limited liability company organized under the laws of the State of Delaware.

Item 2(d). Title of Class of Securities:

American Depositary Share, \$0.11 par value (the "ADS") each of which represents one ordinary share, nominal value Euro 0.11 per share.

Item 2(e). CUSIP Number:

830928107

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,

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- (e) [] Investment Adviser in accordance with Rule 13d-1 (b) (1) (ii) (E),
- (f) [] Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- (g) [] Parent Holding Company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G),
- (h) [] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940,
- (j) [] Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

Not applicable.

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Item 4. Ownership.

A. Gotham Partners, L.P.

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0.0% The percentages used herein are calculated based upon the 99,993,573 shares of ADS issued and outstanding as of October 31, 2003.
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

B. Gotham Partners III, L.P.

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

C. Gotham International Advisors, L.L.C.

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [X]

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

Not applicable

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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.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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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SIGNATURES

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

DATED: February 2, 2004

GOTHAM PARTNERS, L.P.

By: Section H Partners, L.P.
its general partner

By: DPB Corporation,

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a general partner of Section H
Partners, L.P.

By: /s/ David P. Berkowitz
David P. Berkowitz
President

GOTHAM PARTNERS III, L.P.

By: Section H Partners, L.P.
its general partner

By: DPB Corporation,
a general partner of Section H
Partners, L.P.

By: /s/ David P. Berkowitz
David P. Berkowitz
President

GOTHAM INTERNATIONAL ADVISORS, L.L.C.

By: /s/ David P. Berkowitz
David P. Berkowitz
Senior Managing Member