

SKILLSOFT PUBLIC LIMITED CO  
Form 8-A12G/A  
December 01, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-A/A  
AMENDMENT NO. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

SkillSoft Public Limited Company  
(Exact Name of Registrant as Specified in its Charter)

Republic of Ireland  
(State or Other Jurisdiction  
of Incorporation)

N/A  
(IRS Employer  
Identification No.)

107 Northeastern Boulevard, Nashua, NH  
(Address of Principal Executive Offices)

03062  
(Zip Code)

If this form relates to the registration  
of a class of securities pursuant to Section  
12(b) of the Exchange Act and is effective  
pursuant to General Instruction A.(c), please  
check the following box. [ ]

If this form relates to the registration of a  
class of securities pursuant to Section 12(g)  
of the Exchange Act and is effective pursuant  
to General Instruction A.(d), please check  
the following box. [X]

Securities Act registration statement file number to which this form  
relates: Not Applicable  
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:	
Title of Each Class to be so Registered None	Name of Each Exchange on Which Each Class is to be Registered None

Securities to be registered pursuant to Section 12(g) of the Act:

Subscription Rights  
(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

On November 29, 2005, the Board of Directors of SkillSoft Public Limited Company (the "Company") amended the Declaration of Subscription Rights dated as of October 4, 1998, as amended, of the Company (the "Rights Plan") to change the Final Expiration Date of the Rights Plan from October 4, 2008 to November 30, 2005. As a result of such amendment, the Rights Plan terminated as of November 30, 2005.

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The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 4.4 hereto and is incorporated herein by reference.

ITEM 2. EXHIBITS.

Item 2 of the Registration Statement is amended to add the following exhibit thereto:

Exhibit No.	Description
4.4	Third Amendment dated November 29, 2005 to Declaration of Subscription Rights dated October 4, 1998 (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2005)

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

SkillSoft Public Limited Company

Date: December 1, 2005

By: /s/ Thomas J. McDonald

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Thomas J. McDonald  
Executive Vice President and Chief  
Financial Officer

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EXHIBIT INDEX

Exhibit No.	Description
4.1	Rights Declaration, which includes as Exhibit A the Form of Subscription Rights Certificate (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on October 5, 1998).
4.2	Amendment to Declaration of Subscription Rights, dated as of June 10, 2002 (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 18, 2002).
4.3	Second Amendment to Declaration of Subscription Rights, dated as of October 9, 2002 (incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 18,

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2002).

4.4

Third Amendment dated November 29, 2005 to Declaration of Subscription Rights dated October 4, 1998 (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2005).