

SMARTFORCE PUBLIC LTD CO

Form S-4 POS

November 14, 2002

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As filed with the Securities and Exchange Commission on November , 2002

Registration No. 333-90872

**SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SMARTFORCE PUBLIC LIMITED COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Republic of Ireland
(State or Other Jurisdiction of
Incorporation or Organization)

7372
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer Identification Number)

**20 Industrial Park Drive
Nashua, NH 03062
(603) 324-3000**
(Address, Including Zip Code, and Telephone Number, Including
Area Code of Registrant's Principal Executive Offices)

**Charles E. Moran
20 Industrial Park Drive
Nashua, NH 03062
(603) 324-3000**
(Address, Including Zip Code, and Telephone Number, Including Area Codes of Agent For Service)
With Copies to:

**Patrick Rondeau, Esq.
Wendell C. Taylor, Esq.
Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
(617) 526-6000**

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EXPLANATORY NOTE

Pursuant to a Registration Statement on Form S-4 (File No. 333-90872) (the Registration Statement), SmartForce Public Limited Company (the Registrant) registered ordinary shares, par value 0.11 per share (Registrant Shares) under the Securities Act of 1933, as amended, in connection with the merger of a wholly owned subsidiary of the Registrant with and into SkillSoft Corporation, a Delaware corporation. This Post-Effective Amendment No. 1 to the Registration Statement is being filed for the purpose of deregistering 12,939,980 Registrant Shares that remained unissued immediately following consummation of the merger and the conversion of all issued and outstanding shares of common stock, par value \$0.001 per share of SkillSoft Corporation into Registrant Shares pursuant thereto.

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SIGNATURES

Pursuant to Rule 478 promulgated under the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereby duly authorized, in the City of Nashua, State of New Hampshire, on this 14th day of November, 2002.

SMARTFORCE PUBLIC LIMITED COMPANY

By: /s/ Charles E. Moran

Charles E. Moran
President and Chief Executive Officer