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SMARTFORCE PUBLIC LTD CO

Form S-8

April 05, 2001

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As filed with the Securities and Exchange Commission on April 5, 2001
Registration No. 333-_____

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8
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)

N.A.
(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

900 CHESAPEAKE DRIVE
REDWOOD CITY, CALIFORNIA 94063
(ADDRESS, INCLUDING ZIP CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

1996 SUPPLEMENTAL STOCK PLAN

GREGORY M. PRIEST
CHAIRMAN OF THE BOARD, PRESIDENT AND CHIEF
EXECUTIVE OFFICER

SMARTFORCE PUBLIC LIMITED COMPANY
900 CHESAPEAKE DRIVE
REDWOOD CITY, CALIFORNIA 94063
(650) 817-5900
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

Copy to:

STEVEN V. BERNARD
WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CA 94304-1050

CALCULATION OF REGISTRATION FEE

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| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) | PROP AGGRE |
|---|----------------------------|---|---------------|
| Ordinary Shares issuable upon exercise of options under the 1996 Supplemental Stock Plan..... | 3,500,000 | \$19.63 | \$68,70 |
| TOTAL..... | 3,500,000 | \$19.63 | \$68,70 |

(1) Computed pursuant to Rule 457(h) solely for the purpose of determining the registration fee based on the closing price of the Registrant's American Depository Shares on the Nasdaq National Market on April 3, 2001.

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INCORPORATION BY REFERENCE

The registrant hereby incorporates by reference in this Registration Statement the contents of the registrant's earlier Registration Statements on Form S-8 (File Nos. 333-46640, 333-32380, 333-86861, 333-83927, 333-68499, 333-57031, 333-35745, 333-25245, 333-06409, 333-504, and 33-94300).

EXHIBIT INDEX

| Exhibit Number | Document |
|----------------|---|
| 5.1 | Opinion of Binchys, Solicitors with respect to the securities being registered. |
| 23.1 | Consent of Ernst & Young. |
| 23.2 | Consent of Binchys, Solicitors (contained in Exhibit 5.1). |
| 24.1 | Power of Attorney (see Signatures). |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Redwood City, State of California, on this April 5, 2001.

SMARTFORCE PUBLIC LIMITED COMPANY

By: /s/ GREGORY M. PRIEST

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Gregory M. Priest
Chairman of the Board, President and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gregory M. Priest and David C. Drummond, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| SIGNATURE ----- | TITLE ----- | |
|---|---|-------|
| /s/ GREGORY M. PRIEST ----- Gregory M. Priest | Chairman of the Board, President, Chief Executive Officer (Principal Executive Officer) | April |
| /s/ DAVID C. DRUMMOND ----- David C. Drummond | Executive Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer), Director | April |
| /s/ RONALD C. CONWAY ----- Ronald C. Conway | Director | April |
| /s/ JOHN M. GRILLOS ----- John M. Grillos | Director | April |
| /s/ PATRICK J. MCDONAGH ----- Patrick J. McDonagh | Director | April |
| /s/ JAMES S. KRZYWICKI ----- James S. Krzywicki | Director | April |