

SMARTFORCE PUBLIC LTD CO

Form 8-K

November 14, 2002

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 4, 2002

### SmartForce Public Limited Company

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(Exact name of registrant as specified in charter)

Republic of Ireland

000-25674

Not Applicable

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(State or other jurisdiction of incorporation)  
20 Industrial Park Drive, Nashua, New  
Hampshire 03062

(Commission  
File Number)

(IRS Employer  
Identification No.)

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (603) 324-3000

N/A

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(Former name or former address, if changed since last report)

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### Item 5. Other Events.

On September 4, 2002, SmartForce Public Limited Company, a public limited liability company organized under the laws of the Republic of Ireland (the Registrant), amended and restated the following agreements with The Bank of New York, the depository of the Registrant's ordinary shares: (1) Amended and Restated Deposit Agreement, dated as of April 13, 1995, as amended and restated as of April 11, 1996, as further amended and restated as of March 9, 1998, as further amended and restated as of May 22, 1998, as further amended and restated as of September 4, 2002, among the Registrant, The Bank of New York and the Owners and Beneficial Owners of American Depositary Receipts, (2) Amended and Restated Restricted Deposit Agreement, dated as of November 30, 1995, as amended and restated as of April 11, 1996, as further amended and restated as of March 9, 1998, as further amended and restated as of May 22, 1998, as further amended and restated as of September 4, 2002, among the Registrant, The Bank of New York and the Owners and Beneficial Owners of Restricted American Depositary Receipts, and (3) Restricted Deposit Agreement (B), dated as of June 8, 1999, amended and restated as of September 4, 2002, among the Registrant, The Bank of New York and the Owners and Beneficial Owners of Restricted American Depositary Receipts (collectively, the Deposit Agreements). Each of the Deposit Agreements was amended to conform the Deposit Agreements to current Irish law, replace references to Irish pounds with references to Euros and replace references to CBT Group plc with references to SmartForce plc (f/k/a CBT Group plc), among other ministerial changes.

### Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

#### (c) Exhibits:

Exhibit No.	Description
4.1	Amended and Restated Deposit Agreement, dated as of April 13, 1995, as amended and restated as of April 11, 1996, as further amended and restated as of March 9, 1998, as further amended and restated as of May 22, 1998, as further amended and restated as of September 4, 2002, among the Registrant, The Bank of New York and the Owners and Beneficial Owners of American Depositary Receipts.
4.2 Amended and Restated Restricted Deposit Agreement, dated as of November 30, 1995, as amended and restated as of April 11, 1996, as further amended and restated as of March 9, 1998, as further amended and restated as of May 22, 1998, as further amended and restated as of September 4, 2002, among the Registrant, The Bank of New York and the Owners and Beneficial	

Owners of  
Restricted  
American  
Depository  
Receipts.4.3  
Restricted  
Deposit  
Agreement  
(B), dated as  
of June 8,  
1999,  
amended and  
restated as of  
September 4,  
2002, among  
the Registrant,  
The Bank of  
New York and  
the Owners  
and Beneficial  
Owners of  
Restricted  
American  
Depository  
Receipts.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 14, 2002

**SMARTFORCE PUBLIC LIMITED COMPANY**  
(Registrant)

By: /s/ Charles E. Moran

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Charles E. Moran  
President and Chief Executive Officer

EXHIBIT INDEX

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