

BOOKS24X7 COM INC
Form 424B3
November 22, 2010
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-169857

SSI Investments II Limited

SSI Co-Issuer LLC

Offer to Exchange

\$310,000,000 principal amount of our 11.125% Senior Notes due 2018, which have been registered under the Securities Act, for any and all of our outstanding 11.125% Senior Notes due 2018.

We are offering to exchange, upon the terms and subject to the conditions set forth in this prospectus, all of our 11.125% Senior Notes due 2018, which we refer to as the outstanding notes, for our registered 11.125% Senior Notes due 2018, which we refer to as exchange notes, and together with the outstanding notes, the notes. We are also offering the subsidiary guarantees of the exchange notes, which are described in this prospectus. The terms of the exchange notes are identical to the terms of the outstanding notes except that the exchange notes have been registered under the Securities Act of 1933, and therefore are freely transferable. Interest on the notes will be payable on June 1 and December 1 of each year, commencing on December 1, 2010. The notes will mature on June 1, 2018.

The principal features of the exchange offer are as follows:

We will exchange all outstanding notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer for an equal principal amount of exchange notes that are freely tradable.

You may withdraw tendered outstanding notes at any time prior to the expiration of the exchange offer.

The exchange offer expires at 5:00 p.m., New York City time, on December 22, 2010, unless extended.

Outstanding notes may only be tendered in an amount equal to \$100,000 in principal amount or integral multiples of \$1,000 in excess thereof.

The exchange of outstanding notes for exchange notes pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer. We will pay all expenses incurred by us in connection with the exchange offer and the issuance of the exchange notes.

We do not intend to apply for listing of the exchange notes on any United States securities exchange or automated quotation system.

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Broker-dealers receiving exchange notes in exchange for outstanding notes acquired for their own account through market-making or other trading activities must deliver a prospectus in any resale of the exchange notes.

All untendered outstanding notes will continue to be subject to the restrictions on transfer set forth in the outstanding notes and in the applicable indenture. In general, the outstanding notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding notes under the Securities Act.

You should consider carefully the risk factors beginning on page 12 of this prospectus before participating in the exchange offer.

Neither the U.S. Securities and Exchange Commission nor any other federal or state agency has approved or disapproved of the securities to be distributed in this exchange offer, nor have any of these organizations determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 22, 2010.

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This prospectus contains summaries of the terms of several material documents. These summaries include the terms that we believe to be material, but we urge you to review these documents in their entirety. We will provide without charge to each person to whom a copy of this prospectus is delivered, upon written or oral request of that person, a copy of any and all of this information. Requests for copies should be directed to Charles E. Moran, President and Chief Executive Officer, SkillSoft Limited, 107 Northeastern Boulevard, Nashua, New Hampshire 03062 or by telephone at (603) 324-3000. You should request this information at least five business days in advance of the date on which you expect to make your decision with respect to the exchange offer. In any event, you must request this information prior to December 15, 2010, in order to receive the information prior to the expiration of the exchange offer.

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PROSPECTUS SUMMARY

This prospectus summary contains basic information about SSI Investments II Limited and the exchange offer. It may not contain all the information that may be important to you. Investors should carefully read this entire prospectus, including the information set forth under Risk Factors and in our financial statements and related notes before making an investment decision.

On May 26, 2010, SSI Investments III Limited (SSI III), a wholly owned subsidiary of SSI Investments II Limited (SSI II), completed its acquisition of SkillSoft PLC (the Acquisition), which was subsequently re-registered as a private limited company and whose corporate name changed from SkillSoft PLC to SkillSoft Limited (SkillSoft).

Please note that the information presented for the combined three months ended July 31, 2010 includes the results of operations for the period from May 1 to May 25, 2010 of the Predecessor (as defined below) and the results of operations for the period from May 26 to July 31, 2010 of the Successor (as defined below). The discussion refers to the three and six months ended July 31, 2009 and the combined three and six months ended July 31, 2010, respectively. This presentation does not comply with generally accepted accounting principles in the United States (GAAP), it is not an attempt to present pro-forma results, and may yield results that are not strictly comparable to prior periods as a result of purchase accounting adjustments. However, we believe it provides a meaningful method of comparing the current period to the prior period results.

In this prospectus, the terms we, us, our, and other similar terms refer to (a) prior to the Acquisition of SkillSoft, SkillSoft and its subsidiaries (the Predecessor) and (b) from and after the Acquisition of SkillSoft, SSI II and its subsidiaries including SkillSoft (the Successor), unless expressly stated otherwise or the context otherwise requires, in particular, with respect to the historical financial information of the Predecessor. Unless we indicate otherwise or the context otherwise requires, consolidated statements of operations information identified in this prospectus as pro forma gives effect to the consummation of the Transactions, as described under The Transactions, as if they had occurred on February 1, 2009. References in this prospectus to years are to our fiscal years, which end on January 31 (for example, fiscal 2011 is the fiscal year ended January 31, 2011).

Our Company

We are a leading Software as a Service (SaaS) provider of on-demand e-learning and performance support solutions for global enterprises, government, educational institutions and small-to-medium-sized businesses. We believe we are currently the largest company in the world with a sole focus on e-learning. We enable organizations to maximize their performance through a combination of comprehensive e-learning content, online information resources, flexible technologies and support services.

We believe that our comprehensive learning solutions help customers achieve sustainable, measurable business results. These solutions are designed to support all levels of an organization and can be adapted for strategic business initiatives, on-demand information needs and individual job roles. Our courseware solutions help users gain the knowledge they need to perform their jobs and prepare for many popular professional certifications. Furthermore, our complementary content assets demonstrate how to put that knowledge into practice. Referenceware collections cover broad business and technical topics, as well as focused subjects such as engineering, finance, information technology and employee wellness. Generally, our courseware and Referenceware content solutions are based on open standard Web technologies and flexible, low bandwidth architecture, enabling users to access the material they need via personal computer, with the specificity or breadth they require, anytime or anywhere that they may need it.

Our platform solutions are designed to support a broad range of corporate learning needs and respond quickly to business demands. The SkillPort LMS is a flexible, scalable platform that can be rapidly implemented to meet the needs of both small and large business enterprises. We also actively work with other LMS vendors to enable interoperability of our content and technology with their systems. Our customization and authoring tools allow customers to tailor our content to their business needs.

The Transactions

On May 26, 2010, SkillSoft, by means of a scheme of arrangement under Irish law (the Scheme) and related transactions, was acquired by an investor group (the Acquisition) comprised of investment funds sponsored by each of Berkshire Partners LLC (Berkshire Partners), Advent International Corporation (Advent) and Bain Capital Partners, LLC (Bain Capital and, together with Berkshire Partners and Advent, the Sponsors). The Scheme was an arrangement made between SkillSoft and shareholders of SkillSoft under Section 201 of the Companies Act 1963 of Ireland, which was approved by shareholders on May 3, 2010 and sanctioned by the High Court of Ireland on May 20, 2010. As a result, SkillSoft became a wholly-owned subsidiary of SSI Investments III Limited (SSI III), which is wholly-owned by SSI Investments II Limited.

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At the time of the Acquisition, pursuant to the Scheme, the shares of SkillSoft were cancelled or transferred to SSI III in accordance with Irish law. SkillSoft then issued new SkillSoft shares to SSI III in place of those shares cancelled pursuant to the Scheme, and SSI III paid consideration to former SkillSoft shareholders and option holders in consideration for the Acquisition. On June 23, 2010, SkillSoft PLC re-registered under the Companies Acts 1963 to 2009 as a private limited company and its corporate name changed from SkillSoft PLC to SkillSoft Limited.

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In order to finance the Acquisition, SSI Investments II Limited (the Issuer) and SSI Co-Issuer LLC (the Co-Issuer and together with the Issuer, the Issuers) issued the outstanding notes and the Issuer received an equity contribution (the Equity Contribution), directly or indirectly, from the Sponsors. In addition, in connection with the Acquisition, the Issuer entered into a new senior secured credit facility providing for a term loan in an initial aggregate principal amount of \$325,000,000 and a revolving credit facility in an initial aggregate principal amount of \$40,000,000 (collectively, the Senior Credit Facilities). The net proceeds from the sale of the outstanding notes were used by the Issuers, together with the borrowings under the Senior Credit Facilities and the Equity Contribution, to make a contribution to the share capital of SSI III, which used such proceeds to pay consideration to former SkillSoft shareholders and option holders in consideration for the Acquisition, and to pay certain transaction fees and expenses related to the Transactions.

On June 25, 2010, following the satisfaction of certain Irish regulatory requirements, the Issuer, pursuant to the terms of the Senior Credit Facilities, executed and delivered a novation and assumption agreement with SkillSoft pursuant to which, among other things, (a) the Issuer assigned and transferred to SkillSoft all of its rights and obligations as borrower (but not as a guarantor) under the Senior Credit Facilities and (b) the Issuer was released from all of its obligations and liabilities as borrower (but not as a guarantor) under the Senior Credit Facilities.

Also on June 25, 2010, SkillSoft, pursuant to the terms of the Senior Credit Facilities, executed and delivered a novation and assumption agreement with SkillSoft Corporation (the US Borrower) pursuant to which, among other things, (a) SkillSoft assigned and transferred to the US Borrower all of its rights and obligations as borrower (but not as a guarantor) under the Senior Credit Facilities (such assignment, the Final Debt Assumption), (b) the US Borrower will be the continuing borrower from and after the time of the Final Debt Assumption, and (c) SkillSoft was released from all obligations and liabilities as Borrower (but not as a Guarantor) under the Loan Documents. The transactions contemplated by the novation and assumption agreements described above are referred to in this prospectus as the Senior Debt Pushdown. See Description of the Exchange Notes Brief Description of the Exchange Notes and the Guarantees The Guarantees.

The offering and sale of the outstanding notes, the Equity Contribution, the initial borrowings under our new Senior Credit Facilities, and the Acquisition of SkillSoft are collectively referred to in this prospectus as the Transactions. For a more complete description of the Transactions, see The Transactions, Description of Other Indebtedness, and Description of the Exchange Notes.

Equity Sponsors

Investment funds sponsored by each of Berkshire Partners, Advent International and Bain Capital are the principal stockholders of SSI Pooling, L.P., the indirect parent company of the Issuer, which we refer to as Parent. The Sponsors own, indirectly through their holdings in Parent, all of the equity interests of SkillSoft.

Berkshire Partners

Berkshire Partners is an active investor in the private equity market, managing approximately \$6.5 billion of capital over seven funds. Berkshire Partners is currently investing from its seventh fund, which totals \$3.1 billion in committed capital, and has completed more than 90 acquisitions or growth capital investments during its nearly 25 year investment history. Berkshire Partners has a long history of successfully investing in business services companies, including NEW/Asurion (a provider of extended service plans and value added wireless subscription services) and Acosta (a provider of sales and marketing services to the consumer packaged goods industry).

Advent International

Advent International is comprised of over 140 investment professionals located in 18 offices around the world. Over its 25 year history, Advent has raised \$24 billion of cumulative capital and currently manages a portfolio of over 100 companies. During this period, Advent has backed numerous management teams in knowledge-based industries including: Financial Dynamics (an international business communications consultancy), Alexandermann (specialist staffing in information technology and financial markets), HumanGroup (temporary outsourced staffing services), Kroton (one of Brazil's largest private education companies) and WSiP (the largest educational publisher in Poland).

Bain Capital Partners

Bain Capital, LLC is a global private investment firm whose affiliates, including Bain Capital Partners, manage several pools of capital including private equity, venture capital, public equity, high-yield assets and mezzanine capital with approximately \$65 billion

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in assets under management. Bain Capital has a team of almost 300 professionals dedicated to investing and to supporting its portfolio companies. Since its inception in 1984, funds sponsored by Bain Capital have made private equity investments and add-on acquisitions in over 300 companies in a variety of industries around the world. Bain Capital has a long history of investments in the software, business services and education industries, including SunGard, Applied Systems, Houghton Mifflin, Gartner Group, UGS, LinkedIn, The Princeton Review, SolarWinds, and FleetCor. Headquartered in Boston, Bain Capital has offices in New York, London, Munich, Hong Kong, Shanghai, Tokyo and Mumbai.

The Exchange Offer

On May 26, 2010, we completed an offering of \$310.0 million aggregate principal amount of 11.125% Senior Notes due 2018 in a private offering which was exempt from registration under the Securities Act.

If we and the subsidiary guarantors are not able to effect the exchange offer contemplated by this prospectus, we and the subsidiary guarantors will use reasonable best efforts to file and cause to become effective a shelf registration statement relating to the resale of the outstanding notes. We may be required to pay additional interest on the notes in certain circumstances.

The following is a brief summary of the terms of the exchange offer. For a more complete description of the exchange offer, see The Exchange Offer.

Securities Offered

SSI Investments II Limited and SSI Co-Issuer LLC are offering to exchange \$310.0 million aggregate principal amount of 11.125% Senior Notes due 2018.

Exchange Offer

In connection with the private offering, SSI Investments II Limited, SSI Co-Issuer LLC, and the guarantors of the outstanding notes entered into a registration rights agreement with the initial purchasers in which they agreed, among other things, to:

use commercially reasonable efforts to file a registration statement with respect to an offer to exchange the outstanding notes for the exchange notes with the Securities and Exchange Commission, or the SEC, within 270 days after the date of the original issuance of the outstanding notes;

use commercially reasonable efforts to cause the registration statement to become effective no later than 360 days after the issue date; and

in certain circumstances, including if we cannot effect an exchange offer of the outstanding notes, file a shelf registration statement providing for the resale of certain notes.

If we fail to meet any of these deadlines, fail to file the shelf registration statement when required or fail to comply with certain other requirements under the registration rights agreement, each of which we refer to as a registration default, the annual interest rate on the notes eligible to be included in the applicable registration statement will increase by 0.25% per annum. The annual interest rate on the notes will increase by an additional 0.25% per annum for each subsequent 90-day period during which the registration default continues, up to a maximum additional interest rate of 1.00% per year. If the

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registration default is cured, the interest rate on such notes will revert to the original level. See The Exchange Offer Purpose and Effect of the Exchange Offer.

Outstanding notes may only be tendered in an amount equal to \$100,000 in principal amount or integral multiples of \$1,000 in excess thereof.

You are entitled to exchange your outstanding notes in the exchange offer for exchange notes, which are identical in all material respects to the outstanding notes except:

the exchange notes have been registered under the Securities Act and will not bear any legend restricting their transfer;

the exchange notes are not entitled to any registration rights which are applicable to the outstanding notes under the registration rights agreement; and

the liquidated damages provisions of the registration rights agreements are no longer applicable.

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Resale

Based upon interpretations by the Staff of the SEC set forth in no-action letters issued to unrelated third-parties, we believe that the exchange notes may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act, unless you:

are an affiliate of ours within the meaning of Rule 405 under the Securities Act;

are a broker-dealer who purchased the notes directly from us for resale under Rule 144A, Regulation S or any other available exemption under the Securities Act;

acquired the exchange notes other than in the ordinary course of your business;

have an arrangement with any person to engage in the distribution of the exchange notes;
or

are prohibited by law or policy of the SEC from participating in the exchange offer.

However, we have not submitted a no-action letter, and there can be no assurance that the SEC will make a similar determination with respect to the exchange offer. Furthermore, in order to participate in the exchange offer, you must make the representations set forth in the letter of transmittal that we are sending you with this prospectus.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time on December 22, 2010, which we refer to as the expiration date, unless we decide to extend the exchange offer. We do not currently intend to extend the expiration date.

Conditions to the Exchange Offer

The exchange offer is subject to certain customary conditions, some of which may be waived by us. See [The Exchange Offer](#) [Conditions to the Exchange Offer](#).

Procedures for Tendering Notes

If you wish to tender your outstanding notes for exchange pursuant to the exchange offer, you must transmit to Wilmington Trust FSB, as exchange agent, on or prior to the expiration date, either:

a properly completed and duly executed copy of the letter of transmittal accompanying this prospectus, or a facsimile of the letter of transmittal, together with your outstanding notes and any other documentation required by the letter of transmittal, at the address set forth on the cover page of the letter of transmittal; or

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if you are effecting delivery by book-entry transfer, a computer generated message transmitted by means of the Automated Tender Offer Program System of The Depository Trust Company, or DTC, in which you acknowledge and agree to be bound by the terms of the letter of transmittal and which, when received by the exchange agent, forms a part of a confirmation of book-entry transfer.

In addition, you must deliver to the exchange agent on or prior to the expiration date, if you are effecting delivery by book-entry transfer, a timely confirmation of book-entry transfer of your outstanding notes into the account of the exchange agent at DTC pursuant to the procedures for book-entry transfers described in this prospectus under the heading "The Exchange Offer Procedures for Tendering Outstanding Notes."

By executing and delivering the accompanying letter of transmittal or effecting delivery by book-entry transfer, you are representing to us that, among other things:

neither the holder nor any other person receiving the exchange notes pursuant to the exchange offer is an "affiliate" of ours within the meaning of Rule 405 under the Securities Act;

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if you are a broker-dealer that will receive exchange notes for your own account in exchange for outstanding notes that were acquired as a result of market-making or other trading activities, then you will deliver a prospectus in connection with any resale of such exchange notes;

the person receiving the exchange notes pursuant to the exchange offer, whether or not this person is the holder, is receiving them in the ordinary course of business; and

neither the holder nor any other person receiving the exchange notes pursuant to the exchange offer has an arrangement or understanding with any person to participate in the distribution of such exchange notes and that such holder is not engaged in, and does not intend to engage in, a distribution of the exchange notes.

See The Exchange Offer Procedures for Tendering Outstanding Notes and Plan of Distribution.

Special Procedures for Beneficial Owners

If you are the beneficial owner of outstanding notes and your name does not appear on a security listing of DTC as the holder of those notes or if you are a beneficial owner of notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender those notes in the exchange offer, you should promptly contact the person in whose name your notes are registered and instruct that person to tender on your behalf. If you, as a beneficial holder, wish to tender on your own behalf you must, prior to completing and executing the letter of transmittal and delivering your notes, either make appropriate arrangements to register ownership of the notes in your name or obtain a properly completed bond power from the registered holder. The transfer of record ownership may take considerable time.

Guaranteed Delivery Procedures

If you wish to tender your outstanding notes and your outstanding notes are not immediately available or you cannot deliver your outstanding notes, the applicable letter of transmittal or any other documents required by the applicable letter of transmittal or comply with the applicable procedures under DTC's Automated Tender Offer Program prior to the expiration date, you must tender your outstanding notes according to the guaranteed delivery procedures set forth in this prospectus under The Exchange Offer Guaranteed Delivery Procedures.

Withdrawal Rights

The tender of the outstanding notes pursuant to the exchange offer may be withdrawn at any time prior to 5:00 p.m., New York City time, on the expiration date.

Acceptance of Outstanding Notes and Delivery of Exchange Notes

Subject to customary conditions, we will accept outstanding notes that are properly tendered in the exchange offer and not withdrawn prior to the expiration date. The exchange notes will be delivered as promptly as practicable following the expiration date.

Effect of Not Tendering in the Exchange Offer

Any outstanding notes that are not tendered or that are tendered but not accepted will remain subject to the restrictions on transfer. Since the outstanding notes have not been registered under the federal securities laws, they bear a legend restricting their transfer absent registration or the availability of a specific exemption from registration. Upon the completion of the exchange offer, we will have no further obligations to register, and we do not currently anticipate that we will register, the outstanding notes under the Securities Act. See The Exchange Offer Consequences of Failure to Exchange.

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Interest on the Exchange Notes and the Outstanding Notes

The exchange notes will bear interest from the most recent interest payment date to which interest has been paid on the outstanding notes or, if no interest has been paid, from May 26, 2010. Holders whose outstanding notes are accepted for exchange will be deemed to have waived the right to receive interest accrued on the outstanding notes.

Broker-Dealers

Each broker-dealer that receives exchange notes for its own account in exchange for outstanding notes, where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. See Plan of Distribution.

Certain Material United States Federal Income Tax Considerations

The exchange of outstanding notes for exchange notes by tendering holders will not be a taxable exchange for United States federal income tax purposes, and such holders will not recognize any taxable gain or loss or any interest income for United States federal income tax purposes as a result of such exchange. See Certain Material United States Federal Income Tax Considerations.

Exchange Agent

Wilmington Trust FSB, the trustee under the indenture, is serving as exchange agent in connection with the exchange offer.

Use of Proceeds

We will not receive any cash proceeds from the issuance of exchange notes in the exchange offer.

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The Exchange Notes

The following summary is provided solely for your convenience. This summary is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus before deciding to tender your outstanding notes in the exchange offer. For a more detailed description of the exchange notes, including the definitions for certain terms used in this summary, see Description of the Exchange Notes.

Issuers	SSI Investments II Limited and SSI Co-Issuer LLC.
Securities Offered	\$310,000,000 aggregate principal amount of Senior Notes due 2018.
Maturity Date	June 1, 2018.
Interest	Interest on the exchange notes will accrue at a rate of 11.125% per year, payable semi-annually in cash in arrears on June 1 and December 1 of each year, commencing December 1, 2010.
Guarantees	The exchange notes are guaranteed on a senior basis by SSI Investments III Limited and the restricted subsidiaries of SkillSoft (other than immaterial subsidiaries and certain other excluded subsidiaries) that guarantee our Senior Credit Facilities (the Guarantors).
Ranking	The exchange notes are:

our unsecured senior obligations;

pari passu in right of payment to all of our existing and future senior indebtedness (including the Senior Credit Facilities);

senior in right of payment to any of our existing and future subordinated indebtedness;

effectively subordinated to all of our secured indebtedness (including the Senior Credit Facilities) to the extent of the value of the assets securing such Indebtedness; and

guaranteed on a senior unsecured basis by each of the Guarantors.

As of July 31, 2010, we had \$635.0 million in outstanding indebtedness on our consolidated balance sheet, of which \$325.0 million are secured. In addition, we had \$40.0 million of available unused borrowing capacity under the revolving portions of our new Senior Credit Facilities.

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The guarantee of each Guarantor is:

an unsecured senior obligation of such Guarantor;

pari passu in right of payment to all existing and future senior indebtedness of such Guarantor (including its guarantee of the Senior Credit Facilities);

senior in right of payment to any of such Guarantor's existing and future subordinated indebtedness; and

effectively subordinated to all Secured Indebtedness of such Guarantor (including its guarantee of the Senior Credit Facilities) to the extent of the value of the assets of such Guarantor securing such Secured Indebtedness.

As of July 31, 2010, the non-guarantor subsidiaries had no outstanding indebtedness. See "Risk Factors." Your claims to our assets will be structurally subordinated to all of the creditors of any non-guarantor subsidiaries.

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Optional Redemption

We may redeem any of the exchange notes beginning on June 1, 2014, at the redemption prices set forth in this prospectus under Description of the Exchange Notes Optional Redemption. We may also redeem any of the exchange notes at any time prior to June 1, 2014 at a redemption price of 100% of their principal amount plus a make-whole premium and accrued interest. In addition, at any time prior to June 1, 2013, we may redeem up to 35% of the aggregate principal amount of the exchange notes with the net cash proceeds of certain equity offerings at a redemption price of 111.125% of their principal amount plus accrued interest.

Change of Control

If we experience certain kinds of changes of control, we must offer to purchase the exchange notes at 101% of their principal amount plus accrued and unpaid interest (if any).

Mandatory Offer to Repurchase Following Certain Asset Sales

If we sell certain assets and do not reinvest the net proceeds as specified in the indenture, we must offer to repurchase the exchange notes at 100% of their principal amount plus accrued and unpaid interest (if any).

Certain Covenants

The indenture contains covenants that limit, among other things, our ability and the ability of our restricted subsidiaries to:

incur additional indebtedness;

pay dividends on our capital stock or repurchase our capital stock;

make certain investments;

sell assets, including capital stock of our restricted subsidiaries;

agree to payment restrictions affecting restricted subsidiaries;

enter into transactions with our affiliates; and

merge, consolidate or sell substantially all of the Issuer's or the Co-Issuer's assets.

These covenants are subject to important exceptions and qualifications described under the heading Description of the Exchange Notes Certain Covenants.

Additional Amounts; Tax Redemption

All payments under or with respect to the exchange notes or any guarantee will be made free and clear of and without withholding or deduction for or on account of any taxes except to the extent required by law or by the official interpretation or administration thereof. If withholding or deduction is required by any relevant taxing jurisdiction, the Issuers, the relevant Guarantor or other payor, as applicable, will pay such additional amounts as may be necessary in order that the net amount received by each holder of exchange notes (including additional amounts) after such withholding or deduction will not be less than the amount such holder would have received if such withholding or deduction had not been required, subject to certain exceptions. The Issuers may redeem the exchange notes in whole but not in part, at any time upon giving prior notice, if certain changes in law impose certain withholding taxes on amounts payable on the exchange notes and, as a result, the Issuers or Guarantors are required to pay additional amounts with respect to such withholding taxes. If the Issuers decide to exercise such redemption right, they must pay a holder a price equal to the principal amount of the exchange notes plus accrued and unpaid interest, if any, to the date of redemption. See Description of the Exchange Notes Redemption for Changes in Taxes.

Transfer Restrictions

The exchange notes will be freely transferable but will be new securities for which there will not initially be a market. Accordingly, we cannot assure you whether a market for the exchange notes will develop or as to the liquidity of any market. The initial purchasers in the private offering of the outstanding notes have advised us that they currently intend to make a market in the exchange notes. The initial purchasers are not obligated, however, to make a market in the exchange notes, and such market-making maybe be discontinued by the initial purchasers in their discretion at any time without notice. The exchanges notes will be transferable only in amounts of at least \$100,000. The outstanding notes are listed on the Official List of the Irish Stock Exchange and have been admitted for trading on the Global Exchange Market of the Irish Stock Exchange. See Description of the Exchange Notes Listing.

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Risk Factors

Participating in the exchange offer, and therefore investing in the exchange notes, involves substantial risk. See the Risk Factors section of this prospectus for a description of material risks you should consider before investing in the exchange notes.

Corporate Information

SmartForce PLC (now SkillSoft Limited) was incorporated in Ireland on August 8, 1989. SkillSoft Corporation was incorporated in Delaware on October 15, 1997. On September 6, 2002, SmartForce completed a merger with SkillSoft Corporation, and subsequently changed its corporate name from SmartForce PLC to SkillSoft PLC. On May 14, 2007, SkillSoft completed the acquisition of NETg from The Thomson Corporation. As described in The Transactions, as a result of the Scheme, SkillSoft became a wholly-owned subsidiary of SSI III and an indirect subsidiary of the Issuer.

On June 23, 2010, SkillSoft PLC re-registered under the Companies Act 1963 to 2009 as a private limited company and its corporate name changed from SkillSoft PLC to SkillSoft Limited.

Our principal executive offices in the United States is located at 107 Northeastern Boulevard, Nashua, New Hampshire 03062, USA, and our telephone number at that address is (603) 324-3000. Our corporate website address is <http://www.skillsoft.com>. Our website and the information contained on our website is not part of this prospectus.

The Issuer is a private limited company, which was incorporated in Ireland on February 3, 2010. The Issuer has conducted no operations or other material activities and was formed for the purposes of the Acquisition.

The Co-Issuer is a Delaware limited liability company, which was organized on May 7, 2010. The Co-Issuer has conducted no operations or other material activities and was formed for the purpose of serving as the co-issuer of the notes.

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The following table sets forth summary consolidated historical data for the periods ended and at the dates indicated below. Our summary financial data as of January 31, 2009 and 2010, and for each of the three years in the period ended January 31, 2010 presented in this table, has been derived from the historical audited consolidated financial statements included elsewhere in this prospectus. Our summary financial data as of January 31, 2008 presented in this table, has been derived from the historical audited consolidated financial statements not included in this prospectus. The summary historical financial data presented for, and as of, the six months ended July 31, 2009 and 2010 have been derived from our unaudited consolidated financial statements included elsewhere in this prospectus.

The presentation of our consolidated financial statements consists of two periods: the Predecessor period, which covers the period preceding the Acquisition, as defined herein, and the Successor period, which covers the period after the Acquisition. Accordingly, the results of operations for the quarter ended July 31, 2010 includes the results of operations from May 1 to May 25, 2010 of the Predecessor and the results of operations for the period from May 26 to July 31, 2010 of the Successor, on a combined basis. Although this combined basis does not comply with generally accepted accounting principles in the United States (U.S. GAAP), we believe it provides a more meaningful method of comparison to the other periods presented in this prospectus.

The summary financial information should be read in conjunction with the sections entitled The Transactions, Use of Proceeds, Selected Historical Consolidated Financial Data, Unaudited Pro Forma Condensed Consolidated Financial Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations and with our consolidated financial statements and the notes thereto contained elsewhere in this prospectus.

	Predecessor				Successor	Predecessor	Successor
	Year Ended January 31,			Period from	Period from	Six	
	2008	2009	2010	February 1 to May 25, 2010	May 26 to July 31, 2010	Months Ended July 31,	2010
	(in thousands)			(unaudited, in thousands)	(unaudited, in thousands)	(unaudited, in thousands)	
Income Statement Data:							
Revenues	\$ 281,223	\$ 328,494	\$ 314,968	\$ 97,538	\$ 34,056	\$ 155,365	\$ 131,594
Cost of revenues	32,637	35,992	29,436	9,226	5,211	14,997	14,437
Cost of revenues amortization of intangible assets	5,423	5,203	128	40	11,706	64	11,746
Gross profit	243,163	287,299	285,404	88,272	17,139	140,304	105,411
Operating expenses:							
Research and development	49,612	49,540	43,764	17,131	7,378	18,704	24,509
Sales and marketing	97,493	108,416	95,594	40,378	14,521	46,798	54,899
General and administrative	34,630	36,774	34,724	21,828	5,675	17,213	27,503
Other operating expenses	24,900	13,545	8,166	16,200	28,387	4,572	44,587
Total operating expenses	206,635	208,275	182,248	95,537	55,961	87,287	151,498
Operating income (loss)	36,528	79,024	103,156	(2,001)	(38,822)	53,017	(46,087)
Other income (expense), net	295	1,480	(943)	385	(1,035)	(1,223)	(650)
Interest income	3,948	1,550	269	95	16	138	111
Interest expense	(12,630)	(14,218)	(7,553)	(3,723)	(18,580)	(4,477)	(22,303)
Income (loss) before provision (benefit) for income taxes from continuing operations	28,141	67,836	94,929	(10,508)	(58,421)	47,455	(68,929)
Provision (benefit) for income taxes	(31,587)	18,959	23,561	(1,894)	(5,451)	11,505	(7,345)

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Net income (loss) from continuing operations	59,728	48,877	71,368	(8,614)	(52,970)	35,950	(61,584)
Income from discontinued operations, net of income taxes	270	1,912					
Net income (loss)	\$ 59,998	\$ 50,789	\$ 71,368	\$ (8,614)	\$ (52,970)	\$ 35,950	\$ (61,584)

Balance Sheet Data:

Cash, cash equivalent short term investments	\$ 89,584	\$ 38,952	\$ 80,241	\$ 52,685	\$ 28,412	\$ 67,775	\$ 28,412
Working capital (deficit)	30,408	(11,858)	30,065	(81,029)	(27,398)	(1,644)	(27,398)
Long-term investments, deferred tax assets, net & other assets	95,596	81,583	58,962	57,256	26,047	69,671	26,047
Total assets	696,681	575,100	586,231	473,996	1,348,956	506,064	1,348,956
Long-term debt	197,000	122,131	83,500		629,753	93,856	629,753
Stockholders equity	213,088	204,056	251,160	218,613	489,582	224,911	489,582

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	As of January 31,				
	2006	2007	2008	2009	2010
Other Financial Data:					
Capital expenditures	8,075	5,519	2,968	5,748	3,195
Backlog ⁽¹⁾	170,724	180,583	254,567	238,617	239,264
Ratio of earnings to fixed charges ⁽²⁾	82.7x	87.9x	5.7x	4.4x	10.4x

- (1) Backlog is calculated by combining the amount of deferred revenue at each fiscal year end with the amounts to be added to deferred revenue throughout the next twelve months from billings under committed customer contracts and determining how much of these amounts are scheduled to amortize into revenue during the upcoming fiscal year. The amount scheduled to amortize into revenue during fiscal 2011 is disclosed as backlog as of January 31, 2010. Approximately \$78.1 million of backlog as of January 31, 2010 will not be amortized into revenue in fiscal 2011 due to purchase accounting adjustments made to record the acquired Predecessor deferred revenue at a balance which represents the costs to fulfill contractual obligations remaining at the time of the Transactions plus a reasonable margin. Amounts to be added to deferred revenue during fiscal 2011 include subsequent installment billings for ongoing contract periods as well as billings for committed contract renewals.
- (2) The ratio of earnings to fixed charges is computed by dividing earnings to fixed charges. For purposes of calculating the ratio of earnings to fixed charges, earnings represents pre-tax income from continuing operations plus fixed charges and amortization of capitalized interest, less capitalized interest. Fixed charges include: (i) interest expense and (ii) amortization of deferred financing fees.

Table of Contents**RISK FACTORS**

You should carefully consider the risk factors set forth below as well as the other information contained in this prospectus before deciding to tender your outstanding notes in the exchange offer. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially and adversely affect our business, financial condition or results of operations. Any of the following risks could materially and adversely affect our business, financial condition or results of operations. In such a case, you may lose all or part of your original investment.

Risks Related to the Exchange Offer

There may be adverse consequences if you do not exchange your outstanding notes.

If you do not exchange your outstanding notes for exchange notes in the exchange offer, you will continue to be subject to restrictions on transfer of your outstanding notes as set forth in the prospectus distributed in connection with the private offering of the outstanding notes. In general, the outstanding notes may not be offered or sold unless they are registered or exempt from registration under the Securities Act and applicable state securities laws. Except as required by the registration rights agreements, we do not intend to register resales of the outstanding notes under the Securities Act. You should refer to Summary The Exchange Offer and The Exchange Offer for information about how to tender your outstanding notes.

The tender of outstanding notes under the exchange offer will reduce the outstanding amount of the outstanding notes, which may have an adverse effect upon, and increase the volatility of, the market prices of the outstanding notes due to a reduction in liquidity.

Risks Related to Our Indebtedness and Certain Other Obligations

Our substantial leverage could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our obligations under the notes.

As a result of the Transactions, we are highly leveraged. The following chart shows our level of indebtedness as of July 31, 2010:

	July 31, 2010 (dollars in millions)
Senior secured term loan	\$ 325.0
Senior secured revolving credit facility	
The notes	310.0
Other	
Total indebtedness	\$ 635.0

Our high degree of leverage could have important consequences for you, including:

making it more difficult for us to make payments on the notes;

increasing our vulnerability to general economic and industry conditions;

requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, thereby reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities;

exposing us to the risk of increased interest rates as the borrowings under our Senior Credit Facilities are at variable rates of interest;

restricting us from making strategic acquisitions or causing us to make non-strategic divestitures;

limiting our ability to obtain additional financing for working capital, capital expenditures, research and development, debt service requirements, acquisitions and general corporate or other purposes; and

limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged.

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We and our subsidiaries may be able to incur substantial additional indebtedness in the future, subject to the restrictions contained in our Senior Credit Facilities and the indenture governing the exchange notes. If new indebtedness is added to our current debt levels, the related risks that we now face could intensify.

At July 31, 2010, we had approximately \$325.0 million of debt outstanding under our Senior Credit Facilities, which bear interest based on a floating rate index with a minimum rate of 1.75%. A 0.125% increase to a floating rate greater than 1.75% could cause our annual interest expense to increase by approximately \$0.4 million.

Our debt agreements contain restrictions that limit our flexibility in operating our business.

Our Senior Credit Facilities and the indenture governing the exchange notes contain various covenants that limit our ability to engage in specified types of transactions. These covenants limit our and our restricted subsidiaries' ability to, among other things, incur or guarantee additional indebtedness, pay dividends on, redeem or repurchase, our capital stock, make certain acquisitions or investments, incur or permit to exist certain liens, enter into transactions with affiliates or sell our assets to, merge or consolidate with or into, another company. In addition, our Senior Credit Facilities require us to satisfy a maximum secured leverage ratio financial covenant, which becomes more restrictive over time but less restrictive in connection with certain material acquisitions. Such financial covenant is tested on the last day of each fiscal quarter (but failure to maintain the required ratio would not result in a default under the revolving credit facility so long as the revolving credit facility is undrawn at such time).

Upon the occurrence of an event of default under the Senior Credit Facilities, the lenders could elect to declare all amounts outstanding under the Senior Credit Facilities to be immediately due and payable and terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders under the Senior Credit Facilities could proceed against the collateral granted to them to secure that indebtedness. We pledged a significant portion of our assets as collateral under the Senior Credit Facilities. If the lenders under the Senior Credit Facilities accelerate the repayment of borrowings, we cannot assure you that we will have sufficient assets to repay the Senior Credit Facilities, as well as our other secured and unsecured indebtedness, including the notes.

Risks Related to the Operation of Our Business

Our quarterly operating results may fluctuate significantly, limiting your ability to evaluate historical financial results and increasing the likelihood that our results will fall below market analysts' expectations.

Our operating results have historically fluctuated, and our operating results may in the future continue to fluctuate, as a result of factors, which include, without limitation:

the size and timing of new/renewal agreements and upgrades;

royalty rates;

the announcement, introduction and acceptance of new products, product enhancements and technologies by us and our competitors;

the mix of sales between our field sales force, our other direct sales channels and our telesales channels;

general conditions in the U.S. or the international economy;

the loss of significant customers;

delays in availability of new products;

product or service quality problems;

seasonality due to the budget and purchasing cycles of our customers, we expect our revenue and operating results will generally be strongest in the second half of our fiscal year and weakest in the first half of our fiscal year;

the spending patterns of our customers;

litigation costs and expenses;

non-recurring charges related to acquisitions;

growing competition that may result in price reductions; and

currency fluctuations.

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Most of our expenses, such as rent and most employee compensation, do not vary directly with revenue and are difficult to adjust in the short-term. As a result, if revenue for a particular quarter is below our expectations, we could not proportionately reduce operating expenses for that quarter. Any such revenue shortfall would, therefore, have a disproportionate effect on our expected operating results for that quarter.

Past and future acquisitions may not produce the benefits we anticipate and could harm our current operations.

One aspect of our business strategy is to pursue acquisitions of businesses or technologies that will contribute to our future growth. However, we may not be successful in identifying or consummating attractive acquisition opportunities. Moreover, any acquisitions we do consummate may not produce benefits commensurate with the purchase price we pay or our expectations for the acquisition. In addition, acquisitions involve numerous risks, including:

difficulties in integrating the technologies, operations, financial controls and personnel of the acquired company;

difficulties in retaining or transitioning customers and employees of the acquired company;

diversion of management time and focus;

the incurrence of unanticipated expenses associated with the acquisition or the assumption of unknown liabilities or unanticipated financial, accounting or other problems of the acquired company; and

accounting charges related to the acquisition, including restructuring charges, transaction costs, write-offs of in-process research and development costs, and subsequent impairment charges relating to goodwill or other intangible assets acquired in the transaction.

Demand for our products and services is especially susceptible to general global market and economic conditions.

Weakness in the United States and/or worldwide economy has had and could continue to have a negative effect on demand for our products and our results of operations. Companies may not view training products and services as critical to the success of their businesses. If these companies continue to experience disappointing operating results, whether as a result of adverse economic conditions, competitive issues or other factors, they may decrease or forego education and training expenditures before limiting their other expenditures or in conjunction with lowering other expenses. In addition, during economic downturns, customers may slow the rate at which they pay vendors or may become unable to pay their debts as they become due, which would have a negative effect on our results.

Increased competition may result in decreased demand for our products and services, which may result in reduced revenue and gross profits and loss of market share.

The market for corporate education and training solutions is highly fragmented and competitive. We expect the market to become increasingly competitive due to the lack of significant barriers to entry. In addition to increased competition from new companies entering into the market, established companies are entering into the market through acquisitions of smaller companies, which directly compete with us, and this trend is expected to continue. We may also face competition from publishing companies, vendors of application software and human resource outsourcers, including those vendors with whom we have formed development and marketing alliances. Our primary sources of direct competition are:

third-party suppliers of instructor-led information technology, business, management and professional skills education and training;

technology companies that offer learning courses covering their own technology products;

suppliers of computer-based training and e-learning solutions;

internal education, training departments and human resources outsourcers of potential customers; and

value-added resellers and network integrators.

Growing competition may result in price reductions, reduced revenue and gross profits and loss of market share, any one of which would have a material adverse effect on our business. Many of our current and potential competitors have substantially greater financial, technical, sales, marketing and other resources, as well as greater name recognition, and we expect to face increasing price pressures from competitors as managers demand more value for their training budgets. Accordingly, we may be unable to provide e-learning solutions that compare favorably with new instructor-led techniques, other interactive training software or new e-learning solutions.

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We rely on a limited number of third parties to provide us with educational content for our courses and Referenceware, and our alliances with these third parties may be terminated or fail to meet our requirements.

We rely on a limited number of independent third parties to provide us with the educational content for a majority of our courses based on learning objectives and specific instructional design templates that we provide to them. We do not have exclusive arrangements or long-term contracts with any of these content providers. If one or more of our third party content providers were to stop working with us, we would have to rely on other parties to develop our course content. In addition, these providers may fail to develop new courses or update existing courses on a timely basis. We cannot predict whether new content or enhancements would be available from reliable alternative sources on reasonable terms. In addition, our subsidiary, Books24x7 relies on third party publishers to provide all of the content incorporated into its Referenceware products. If one or more of these publishers were to terminate their license with us, we may not be able to find substitute publishers for such content. In addition, we may be forced to pay increased royalties to these publishers to continue our licenses with them.

In the event that we are unable to maintain or expand our current development alliances or enter into new development alliances, our operating results and financial condition could be materially adversely affected. Furthermore, we will be required to pay royalties to some of our development partners on products developed with them, which could reduce our gross margins. We expect that cost of revenue may fluctuate from period to period in the future based upon many factors, including the revenue mix and the timing of expenses associated with development alliances. In addition, the collaborative nature of the development process under these alliances may result in longer development times and less control over the timing of product introductions than for e-learning offerings developed solely by us. Our strategic alliance partners may from time to time renegotiate the terms of their agreements with us, which could result in changes to the royalty or other arrangements, adversely affecting our results of operations.

The independent third party strategic partners we rely on for educational content and product marketing may compete with us, harming our results of operations. Our agreements with these third parties generally do not restrict them from developing courses on similar topics for our competitors or from competing directly with us. As a result, our competitors may be able to duplicate some of our course content and gain a competitive advantage.

Our success depends on our ability to meet the needs of the rapidly changing market.

The market for education and training software is characterized by rapidly changing technology, evolving industry standards, changes in customer requirements and preferences and frequent introductions of new products and services embodying new technologies. New methods of providing interactive education in a technology-based format are being developed and offered in the marketplace, including intranet and Internet offerings. In addition, multimedia and other product functionality features are being added to educational software. Our future success will depend upon the extent to which we are able to develop and implement products which address these emerging market requirements on a cost effective and timely basis. Product development is risky because it is difficult to foresee developments in technology coordinate technical personnel and identify and eliminate design flaws. Any significant delay in releasing new products could have a material adverse effect on the ultimate success of our products and could reduce sales of predecessor products. We may not be successful in introducing new products on a timely basis. In addition, new products introduced by us may fail to achieve a significant degree of market acceptance or, once accepted, may fail to sustain viability in the market for any significant period. If we are unsuccessful in addressing the changing needs of the marketplace due to resource, technological or other constraints, or in anticipating and responding adequately to changes in customers' software technology and preferences, our business and results of operations would be materially adversely affected. We, along with the rest of the industry, face a challenging and competitive market for IT spending that has resulted in reduced contract values for our formal learning product lines. This pricing pressure has a negative impact on revenue for these product lines and may have a continued or increased adverse impact in the future.

The e-learning market is a developing market, and our business will suffer if e-learning is not widely accepted.

The market for e-learning is a new and emerging market. Corporate training and education have historically been conducted primarily through classroom instruction and have traditionally been performed by a company's internal personnel. Many companies have invested heavily in their current training solutions. Although technology-based training applications have been available for several years, they currently account for only a small portion of the overall training market.

Accordingly, our future success will depend upon the extent to which companies adopt technology-based solutions for their training activities, and the extent to which companies utilize the services or purchase products of third-party providers. Many companies that have already invested substantial resources in traditional methods of corporate training may be reluctant to adopt a new strategy that may compete with their existing investments. Even if companies implement technology-based training or e-learning solutions, they may still choose to design, develop, deliver or manage all or part of their education and training internally. If technology-based learning does not become widespread, or if companies do not use the products and services of third parties to develop, deliver or manage their training needs, then our products and service may not achieve commercial success.

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New products introduced by us may not be successful.

An important part of our growth strategy is the development and introduction of new products that open up new revenue streams for us. Despite our efforts, we cannot assure you that we will be successful in developing and introducing new products, or that any new products we do introduce will meet with commercial acceptance. The failure to successfully introduce new products will not only hamper our growth prospects but may also adversely impact our net income due to the development and marketing expenses associated with those new products.

The success of our e-learning strategy depends on the reliability and consistent performance of our information systems and internet infrastructure.

The success of our e-learning strategy is highly dependent on the consistent performance of our information systems and Internet infrastructure. If our website fails for any reason or if it experiences any unscheduled downtimes, even for only a short period, our business and reputation could be materially harmed. We have in the past experienced performance problems and unscheduled downtime, and these problems could recur. We currently rely on third parties for proper functioning of computer infrastructure, delivery of our e-learning applications and the performance of our destination site. Our systems and operations could be damaged or interrupted by fire, flood, power loss, telecommunications failure, break-ins, earthquake, financial patterns of hosting providers and similar events. Any system failures could adversely affect customer usage of our solutions and user traffic results in any future quarters, which could adversely affect our revenue and operating results and harm our reputation with corporate customers, subscribers and commerce partners. Accordingly, the satisfactory performance, reliability and availability of our website and computer infrastructure are critical to our reputation and ability to attract and retain corporate customers, subscribers and commerce partners. We cannot accurately project the rate or timing of any increases in traffic to our website and, therefore, the integration and timing of any upgrades or enhancements required to facilitate any significant traffic increase to the website are uncertain. We have in the past experienced difficulties in upgrading our website infrastructure to handle increased traffic, and these difficulties could recur. The failure to expand and upgrade our website or any system error, failure or extended down time could materially harm our business, reputation, financial condition or results of operations.

Because many users of our e-learning solutions will access them over the Internet, factors adversely affecting the use of the Internet or our customers' networking infrastructures could harm our business.

Many of our customers' users access our e-learning solutions over the Internet or through our customers' internal networks. Any factors that adversely affect Internet usage could disrupt the ability of those users to access our e-learning solutions, which would adversely affect customer satisfaction and therefore our business.

For example, our ability to increase the effectiveness and scope of our services to customers is ultimately limited by the speed and reliability of both the Internet and our customers' internal networks. Consequently, the emergence and growth of the market for our products and services depends upon the improvements being made to the entire Internet as well as to our individual customers' networking infrastructures to alleviate overloading and congestion. If these improvements are not made, and the quality of networks degrades, the ability of our customers to use our products and services will be hindered and our revenue may suffer.

Additionally, a requirement for the continued growth of accessing e-learning solutions over the Internet is the secure transmission of confidential information over public networks. Failure to prevent security breaches into our products or our customers' networks, or well-publicized security breaches affecting the Internet in general could significantly harm our growth and revenue. Advances in computer capabilities, new discoveries in the field of cryptography or other developments may result in a compromise of technology we use to protect content and transactions, our products or our customers' proprietary information in our databases. Anyone who is able to circumvent our security measures could misappropriate proprietary and confidential information or could cause interruptions in our operations. We may be required to expend significant capital and other resources to protect against such security breaches or to address problems caused by security breaches. The privacy of users may also deter people from using the Internet to conduct transactions that involve transmitting confidential information.

We depend on a few key personnel to manage and operate the business and must be able to attract and retain highly qualified employees.

Our success is largely dependent on the personal efforts and abilities of our senior management. Failure to retain these executives, or the loss of certain additional senior management personnel or other key employees, could have a material adverse effect on our business and future prospects. We are also dependent on the continued service of our key sales, content development and operational personnel and on our ability to attract, train, motivate and retain highly qualified employees. In addition, we depend on writers, programmers, Web designers and graphic artists. We may be unsuccessful in attracting, training, retaining or motivating key personnel. The inability to hire, train and retain qualified personnel or the loss of the services of key personnel could have a material adverse effect upon our business, new product development efforts

and future business prospects.

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Our business is subject to currency fluctuations that have, and could continue to, adversely affect our operating results.

Due to our multinational operations, our operating results are subject to fluctuations based upon changes in the exchange rates between the currencies in which revenue is collected or expenses are paid. In particular, the value of the U.S. dollar against the Euro, pound sterling, Canadian dollar, Australian dollar, New Zealand dollar, Singapore dollar and related currencies will impact our operating results. Our expenses will not necessarily be incurred in the currency in which revenue is generated, and, as a result, we will be required from time to time to convert currencies to meet our obligations. These currency conversions are subject to exchange rate fluctuations, and changes to the value of these currencies and other currencies relative to the U.S. dollar have and could continue to adversely affect our business and results of operations.

Legislation has been introduced in the United States Congress that could, if enacted in its current form, subject us to taxation as a U.S. corporation.

We are aware of proposed legislation in Congress that seeks to prevent U.S. companies from taking advantage of tax shelters in foreign jurisdictions. If the legislation is enacted in its current form, a foreign corporation will be treated, and therefore taxed, as a domestic corporation for U.S. federal income tax purposes, if it is (a) either publicly traded or has gross assets of at least \$50 million and (b) managed and controlled in the U.S. At this point, it is impossible to tell whether the proposed legislation will be enacted into law, or whether the provisions of any enacted legislation would apply to SkillSoft. In addition, we believe that if any such proposed legislation does become law, it would not take effect for several years. If any tax legislation of this nature is ultimately adopted, we would assess its impact on us and take steps, where appropriate, to mitigate such impact. However, it is possible that we could become subject to additional taxes as a result of the adoption of such legislation.

We may be unable to protect our proprietary rights. Unauthorized use of our intellectual property may result in development of products or services that compete with ours.

Our success depends to a degree upon the protection of our rights in intellectual property. We rely upon a combination of patent, copyright, and trademark laws to protect our proprietary rights. We have also entered into, and will continue to enter into, confidentiality agreements with our employees, consultants and third parties to seek to limit and protect the distribution of confidential information. However, we have not signed protective agreements in every case.

Although we have taken steps to protect our proprietary rights, these steps may be inadequate. Existing patent, copyright, and trademark laws offer only limited protection. Moreover, the laws of other countries in which we market our products may afford little or no effective protection of our intellectual property. Additionally, unauthorized parties may copy aspects of our products, services or technology or obtain and use information that we regard as proprietary. Other parties may also breach protective contracts we have executed or will in the future execute. We may not become aware of, or have adequate remedies in the event of, a breach. Litigation may be necessary in the future to enforce or to determine the validity and scope of our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Even if we were to prevail, such litigation could result in substantial costs and diversion of management and technical resources.

Our worldwide operations are subject to risks that could negatively impact our future operating results.

We expect that international operations will continue to account for a significant portion of our revenue and are subject to inherent risks, including:

difficulties or delays in developing and supporting non-English language versions of our products and services;

political and economic conditions in various jurisdictions;

difficulties in staffing and managing foreign subsidiary operations;

longer sales cycles and account receivable payment cycles;

multiple, conflicting and changing governmental laws and regulations;

foreign currency exchange rate fluctuations;

protectionist laws and business practices that may favor local competitors;

difficulties in finding and managing local resellers;

potential adverse tax consequences; and

the absence or significant lack of legal protection for intellectual property rights.

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Any of these factors could have a material adverse effect on our future operations outside of the United States, which could negatively impact our future operating results.

Our sales cycle may make it difficult to predict our operating results.

The period between our initial contact with a potential customer and the purchase of our products by that customer typically ranges from three to twelve months or more. Factors that contribute to our long sales cycle, include:

our need to educate potential customers about the benefits of our products;

competitive evaluations by customers;

the customers' internal budgeting and approval processes;

the fact that many customers view training products as discretionary spending, rather than purchases essential to their business; and

the fact that we target large companies, which often take longer to make purchasing decisions due to the size and complexity of the enterprise.

These long sales cycles make it difficult to predict the quarter in which sales may occur. Delays in sales could cause significant variability in our revenue and operating results for any particular period.

Our business could be adversely affected if our products contain errors.

Software products as complex as ours contain known and undetected errors or "bugs" that result in product failures. The existence of bugs could result in loss of or delay in revenue, loss of market share, diversion of product development resources, injury to reputation or damage to efforts to build brand awareness, any of which could have a material adverse effect on our business, operating results and financial condition.

Risks Related to the Exchange Notes

The Issuers' ability to service and repay their debt, including the notes, will be entirely dependent on the cash flow generated by SkillSoft and its subsidiaries.

SkillSoft and its subsidiaries own all of our operating assets and conduct all of our operations. Accordingly, repayment of the Issuers' indebtedness, including the notes, is dependent on the generation of cash flow by SkillSoft and its subsidiaries and their ability to make such cash available to the Issuers, by dividend, debt repayment or otherwise. Unless they are guarantors, our subsidiaries do not have any obligation to pay amounts due on the notes or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions or debt repayments to enable us to make payments in respect of our indebtedness, including the notes. Each such subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit the Issuers' ability to obtain cash from them. While the Senior Credit Facilities and the indenture governing the notes limit the ability of our guarantor subsidiaries to incur consensual encumbrances and include restrictions on their ability to pay dividends or make other intercompany payments to the Issuers, these limitations are subject to certain qualifications and exceptions. In the event that neither of the Issuers receives cash from our subsidiaries, the Issuers will be unable to make required principal and interest payments on their indebtedness, including the notes.

We may not be able to generate sufficient cash to service all of our indebtedness, including the notes, and we may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We

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cannot assure you that we will maintain a level of cash flow from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the notes. If our cash flow and capital resources are insufficient to fund our debt service obligations and operating lease obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness, including the notes. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Our Senior Credit Facilities and the indenture governing the notes offered hereby restrict our ability to dispose of assets and use the proceeds from the disposition. We may not be able to consummate those dispositions or to obtain the proceeds that we could otherwise realize from such dispositions and any such proceeds that are realized may not be adequate to meet any debt service obligations then due.

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Your right to receive payments on the notes is effectively junior to those lenders who have a security interest in our assets.

Our obligations under the notes and our guarantors' obligations under their guarantees of the notes are unsecured, but our obligations under our Senior Credit Facilities and each guarantor's obligations under their respective guarantees of the Senior Credit Facilities are secured by a security interest in substantially all of our and our parent's tangible and intangible assets, including our stock and the stock and the assets of certain of our current and future subsidiaries. As of July 31, 2010, we had \$635.0 million in outstanding debt on our consolidated balance sheet, of which \$325.0 million is secured, and \$40.0 million of available unused borrowing capacity under the revolving portions of our new Senior Credit Facilities.

If we are declared bankrupt or insolvent, or if we default under our Senior Credit Facilities, the lenders could declare all of the funds borrowed thereunder, together with accrued interest, immediately due and payable. If we were unable to repay such indebtedness, the lenders could foreclose on the pledged assets to the exclusion of holders of the notes, even if an event of default exists under the indenture governing the notes offered hereby at such time. Because of the structural subordination of the notes relative to our secured indebtedness, in the event of our bankruptcy, liquidation or dissolution, our assets will not be available to pay obligations under the notes until we have made all payments in cash on our secured indebtedness. We cannot assure you that sufficient assets will remain after all these payments have been made to make any payments on the notes, including payments of principal or interest when due.

Furthermore, if the lenders foreclose and sell the pledged equity interests in any subsidiary guarantor under the notes, then that guarantor will be released from its guarantee of the notes automatically and immediately upon such sale. In any such event, because the notes are not secured by any of our assets or the equity interests in subsidiary guarantors, it is possible that there would be no assets remaining from which your claims could be satisfied or, if any assets remained, they might be insufficient to satisfy your claims fully. See Description of Other Indebtedness.

The indenture governing the exchange notes offered hereby permits us and our restricted subsidiaries to incur substantial additional indebtedness in the future, including additional senior secured indebtedness.

Your claims to our assets are structurally subordinated to all of the creditors of any non-guarantor subsidiaries.

Not all of our subsidiaries guarantee the notes. The notes are structurally subordinated to indebtedness (and other liabilities) of our subsidiaries that do not guarantee the notes. In the event of a bankruptcy, liquidation or reorganization of any of these non-guarantor subsidiaries, the non-guarantor subsidiaries will pay the holders of their debt and their trade creditors before they will be able to distribute any of their assets to us.

As more fully described in this prospectus under Description of the Exchange Notes Certain Covenants Additional Guarantees, the indenture requires that each of our restricted subsidiaries (other than immaterial subsidiaries and certain other excluded subsidiaries) that guarantees the obligations under the Senior Credit Facilities or certain of our other indebtedness is also a guarantor of the notes. Our other subsidiaries are not required to become guarantors of the notes under the indenture. The terms of the Senior Credit Facilities, including the provisions relating to which our subsidiaries guarantee the obligations under the Senior Credit Facilities, may be amended, modified or waived, and guarantees thereunder may be released, in each case at the lenders' discretion and without the consent or approval of noteholders. You will not have a claim as a creditor against any subsidiary that is no longer a guarantor of the notes, and the indebtedness and other liabilities, including trade payables, whether secured or unsecured, of those subsidiaries is effectively senior, in respect of the assets of such subsidiaries, to claims of noteholders. As of July 31, 2010, the non-guarantor subsidiaries have no outstanding indebtedness.

If we default on our obligations to pay our indebtedness, we may not be able to make payments on the exchange notes.

Any default under the agreements governing our indebtedness, including a default under the Senior Credit Facilities, that is not waived by the required lenders, and the remedies sought by the holders of such indebtedness, could prevent us from paying principal, premium, if any, and interest on the notes and could substantially decrease the market value of the notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness (including covenants in our Senior Credit Facilities and the indenture governing the notes offered hereby), we could be in default under the terms of the agreements governing such indebtedness, including our Senior Credit Facilities and the indenture governing the notes offered hereby. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under our Senior Credit Facilities could elect to terminate their commitments thereunder, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to obtain waivers from the required lenders under our Senior Credit Facilities to avoid being in default. If we breach our covenants under our Senior Credit Facilities and seek a waiver, we may not be able to obtain

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a waiver from the required lenders. If this occurs, we would be in default under our Senior Credit Facilities, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation.

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We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of specific kinds of change of control events, we are required to offer to repurchase all outstanding notes at 101% of their principal amount plus accrued and unpaid interest. The source of funds for any such purchase of the notes will be our available cash or cash generated from our subsidiaries' operations or other sources, including borrowings, sales of assets or sales of equity. We may not be able to repurchase the notes upon a change of control because we may not have sufficient financial resources to purchase all of the notes that are tendered upon a change of control. Further, we are contractually restricted under the terms of our Senior Credit Facilities from repurchasing all of the notes tendered by holders upon a change of control. Accordingly, we may not be able to satisfy our obligations to purchase the notes unless we are able to refinance or obtain waivers under our Senior Credit Facilities. Our failure to repurchase the notes upon a change of control would cause a default under the indenture governing the notes offered hereby and a cross-default under the Senior Credit Facilities. The Senior Credit Facilities also provide that a change of control will be a default that permits lenders to accelerate the maturity of borrowings thereunder. Any of our future debt agreements may contain similar provisions.

You may not be able to determine when a change of control giving rise to your right to have the notes repurchased by the issuers has occurred following a sale of substantially all of our assets.

A change of control, as defined in the indenture governing the notes, requires the Issuers to make an offer to repurchase all outstanding notes. The definition of change of control includes a phrase relating to the sale, lease or transfer of all or substantially all of our assets. There is no precisely established definition of the phrase substantially all under applicable law. Accordingly, the ability of a holder of notes to require the Issuers to repurchase their notes as a result of a sale, lease or transfer of less than all of the Issuers' assets to another individual, group or entity may be uncertain.

Federal and state fraudulent transfer laws may permit a court to void the notes or the guarantees, and, if that occurs, you may not receive any payments on the notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the notes and the incurrence of the guarantees. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the notes or guarantees could be voided as a fraudulent transfer or conveyance if (1) we or any of the guarantors, as applicable, issued the notes or incurred the guarantees with the intent of hindering, delaying or defrauding creditors or (2) we or any of the guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for either issuing the notes or incurring the guarantees and, in the case of (2) only, one of the following is also true at the time thereof:

we or any of the guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the notes or the incurrence of the guarantees;

the issuance of the notes or the incurrence of the guarantees left us or any of the guarantors, as applicable, with an unreasonably small amount of capital to carry on the business;

we or any of the guarantors intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantor's ability to pay as they mature; or

we or any of the guarantors were a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment is unsatisfied.

If a court were to find that the issuance of the notes or the incurrence of the guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the notes or such guarantee or subordinate the notes or such guarantee to presently existing and future indebtedness of ours or of the related guarantor, or require the holders of the notes to repay any amounts received. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any payment on the notes. Further, the voidance of the notes could result in an event of default with respect to our and our subsidiaries' other debt that could result in acceleration of such debt. As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received value in connection with a debt offering if the debtor uses the proceeds of

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that offering to make a dividend payment or otherwise retire or redeem equity securities issued by the debtor.

We cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the notes or the guarantees would not be subordinated to our or any of our guarantors' other debt.

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Your ability to transfer the notes may be limited by the absence of an active trading market, and an active trading market for the notes may not develop.

The exchange notes are new securities for which there is currently no market. Accordingly, the development or liquidity of any market for the exchange notes is uncertain. We do not intend to apply for a listing of the exchange notes on any United States securities exchange or on any automated dealer quotation system.

We cannot assure you as to the liquidity of markets that may develop for the exchange notes, your ability to sell the exchange notes or the price at which you would be able to sell the exchange notes. If such markets were to exist, the exchange notes could trade at prices that may be lower than their principal amount or purchase price depending on many factors, including prevailing interest rates, the market for similar notes, our financial and operating performance and other factors. Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the exchange notes. The market, if any, for any of the outstanding notes or exchange notes may be subject to similar disruptions, and any such disruptions may adversely affect the prices at which you may sell your outstanding notes or exchange notes.

You should not rely on the Co-Issuer in evaluating an investment in the notes.

The Co-Issuer was formed in connection with the offering of the outstanding notes and currently has no independent operations and no assets and generally is prohibited, for so long as it is required to be a co-issuer of the notes, from engaging in any material business activities, except in connection with the issuance of the notes, incurrence of indebtedness permitted under the indenture governing the notes and activities incidental thereto. You should therefore not rely upon the Co-Issuer in evaluating whether to invest in the notes.

Because the Issuer is incorporated under the laws of Ireland, the Issuer is subject to the insolvency laws of that jurisdiction, including examinership.

Examinership is a court procedure available under the Irish Companies (Amendment) Act 1990, as amended, to facilitate the survival of companies in financial difficulties. The Issuer, the directors of the Issuer, a contingent, prospective or actual creditor of the Issuer (including an employee), or shareholders of the Issuer holding, at the date of presentation of the petition, not less than one-tenth of the voting share capital of the Issuer are each entitled to petition the court for the appointment of an examiner.

The examiner, once appointed, has the power to set aside contracts and arrangements entered into by the company after the time of appointment and, in certain circumstances, can avoid a negative pledge given by the company prior to the time of appointment.

During the period of court protection, the examiner will compile proposals for a compromise or scheme of arrangement to assist the survival of the company as a going concern. A scheme of arrangement may be approved by the High Court of Ireland when at least one class of creditors has voted in favor of the proposals and the High Court of Ireland is satisfied that such proposals are fair and equitable in relation to any class of shareholders or creditors who have not accepted the proposals and whose interests would be impaired by implementation of the scheme of arrangement.

If an examiner were to be appointed with respect to the Issuer:

the principal amount of the notes may be written down;

any negative pledge in the indenture relating to the notes or in the Transaction Documents prohibiting the creation of a security interest or the incurrence of debt by the Issuer may be set aside in order to enable the examiner to borrow on behalf of the Issuer to fund the Issuer during the protection period; and

in the event that a scheme of arrangement is not approved and the Issuer subsequently goes into liquidation, the examiner's remuneration and expenses (including certain borrowings incurred by the examiner on behalf of the Issuer and approved by the High Court of Ireland) will take priority over the claims of the noteholders.

Risks Related to Legal Proceedings

Claims that we infringe upon the intellectual property rights of others could result in costly litigation or royalty payments to third parties, or require us to reengineer or cease sales of our products or services.

Third parties have in the past and could in the future claim that our current or future products infringe their intellectual property rights. Any claim, with or without merit, could result in costly litigation or require us to reengineer or cease sales of our products or services, any of which could have a material adverse effect on our business. Infringement claims could also result in an injunction barring the sale of our products or require us to enter into royalty or licensing agreements. Licensing agreements, if required, may not be available on terms acceptable to the combined company or at all.

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From time to time we learn of parties that claim broad intellectual property rights in the e-learning area that might implicate our offerings. These parties or others could initiate actions against us in the future.

We could incur substantial costs resulting from product liability claims relating to our customers' use of our products and services.

Many of the business interactions supported by our products and services are critical to our customers' businesses. Any failure in a customer's business interaction or other collaborative activity caused or allegedly caused in the future by our products and services could result in a claim for substantial damages against us, regardless of our responsibility for the failure. Although we maintain general liability insurance, including coverage for errors and omissions, there can be no assurance that existing coverage will continue to be available on reasonable terms or will be available in amounts sufficient to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim.

We could be subjected to legal actions based upon the content we obtain from third parties over whom we exert limited control.

It is possible that we could become subject to legal actions based upon claims that our course content infringes the rights of others or is erroneous. Any such claims, with or without merit, could subject us to costly litigation and the diversion of our financial resources and management personnel. The risk of such claims is exacerbated by the fact that our course content is provided by third parties over whom we exert limited control. Further, if those claims are successful, we may be required to alter the content, pay financial damages or obtain content from others.

In prior years, some of our international subsidiaries have not complied with regulatory requirements relating to their financial statements and tax returns.

We operate our business in various foreign countries through subsidiaries organized in those countries. Due to our restatement of the historical SmartForce financial statements, some of our subsidiaries have been delayed in the filing of their audited statutory financial statements and have been delayed in filing their tax returns in their respective jurisdictions. As a result, some of these foreign subsidiaries may be subject to regulatory restrictions, penalties and fines and additional taxes.

We could incur additional taxes as a result of an audit by a taxing authority.

It is possible that we could become subject to an audit by a taxing authority, and such audit may result in additional taxes, interest and penalties. In particular, the IRS could attempt to challenge the tax treatment of the February 2009 transfer of intellectual property from the United States to Ireland. In addition, the IRS could challenge the tax treatment of the Senior Credit Facilities. We are unable to predict the outcome of a tax audit or its potential impact on our operating results or financial position. However, we may incur substantial costs, taxes, interest and penalties in connection with a tax audit, and an audit may cause a diversion of management time and attention.

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MARKET AND INDUSTRY DATA

Industry and market data, including all market share data, used throughout this prospectus was obtained from our own research and estimates and certain third-party sources. While we believe our internal estimates and third-party information are reliable and market definitions are appropriate, they have not been verified by any other independent sources and neither we nor the initial purchasers make any representations as to the accuracy or completeness of such estimates and information.

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of the federal securities laws, which statements involve risks and uncertainties. You can identify forward-looking statements because they contain words such as believe, expect, may, will, should, could, intend, plan, estimate, or anticipate or similar expressions that concern our strategy, plans or intentions. All statements we make relating to: the closing of the transactions described in this prospectus; future sales, costs and expenses and gross profit percentages; the continuation of historical trends; our ability to operate our business under our new capital and operating structure; and the sufficiency of our cash balances and cash generated from operating and financing activities for future liquidity and capital resource needs are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore our actual results may differ materially from those that we had expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results.

Important factors that could cause actual results to differ materially from our expectations (cautionary statements) are disclosed under Risk Factors and elsewhere in this prospectus, including, without limitation, in conjunction with the forward-looking statements included in this prospectus. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Some of the factors that we believe could affect our results include:

our substantial indebtedness following consummation of the Transactions described in this prospectus (see Prospectus Summary The Transactions);

restrictions in our debt agreements that limit our flexibility in operating our business;

fluctuations in our quarterly operating results;

failure to realize the benefits of past and future acquisitions;

the potential for decreased demand for our products due to global market and economic conditions;

increased competition in our industry;

our reliance on a limited number of third-party suppliers for our courses and Referenceware;

failure to meet the needs of the rapidly changing market;

failure of the e-learning market to achieve wide acceptance;

lack of successful new product introductions;

reliability and consistent performance of our information systems and internet infrastructure;

our ability to attract and retain qualified personnel to successfully execute our operating plans;

currency fluctuations;

failure to protect our proprietary rights;

risks related to worldwide operations;

quality problems related to any of our products;

litigation costs and expenses; and

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other factors as set forth in this prospectus, particularly in Risk Factors. The matters referred to in the forward-looking statements contained in this prospectus may not in fact occur. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

TRADEMARKS AND SERVICE MARKS

SkillSoft®, the SkillSoft logo, Books24x7®, SkillPort®, SkillChoice®, RolePlay®, Express Guide®, SkillBlend®, ITPro, BusinessPro, OfficeEssentials, GovEssentials, EngineeringPro, FinancePro, AnalystPerspectives, ExecSummaries, ExecBlueprints, inGenius®, Dialogue, LiveEquations®, SkillStudio®, The SkillSoft Learning Growth Model®, Well-BeingEssentials and Search-and-Learn® are trademarks or registered marks of SkillSoft or its subsidiaries that are used in connection with the operation of our business. SkillSoft and its subsidiaries have registered trademarks in the United States and in various other countries.

All other trademarks or service marks appearing in this prospectus that are not identified as marks owned by us are the property of their respective owners.

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THE EXCHANGE OFFER

Purpose and Effect of the Exchange Offer

Concurrently with the consummation of the Transactions, we entered into a registration rights agreement with the initial purchasers of the outstanding notes, which requires us to file a registration statement under the Securities Act with respect to the exchange notes and, upon the effectiveness of the registration statement, offer to the holders of the outstanding notes the opportunity to exchange their outstanding notes for a like principal amount of exchange notes. The exchange notes will be issued without a restrictive legend and generally may be reoffered and resold without registration under the Securities Act.

Except as described below, upon the completion of the exchange offer, our obligations with respect to the registration of the outstanding notes and the exchange notes will terminate. A copy of the registration rights agreement has been filed as an exhibit to the registration statement of which this prospectus is a part, and this summary of the material provisions of the registration rights agreement does not purport to be complete and is qualified in its entirety by reference to the complete registration rights agreement. Under the registration rights agreement, we are obligated to:

use commercially reasonable efforts to file a registration statement with respect to an offer to exchange the outstanding notes for the exchange notes with the SEC, within 270 days after the date of the original issuance of the outstanding notes;

use commercially reasonable efforts to cause the registration statement to become effective no later than 360 days after the issue date; and

in certain circumstances, including if we cannot effect an exchange offer of the outstanding notes, file a shelf registration statement providing for the resale of certain notes.

If we fail to meet any of these deadlines, fail to file the shelf registration statement when required or fail to comply with certain other requirements under the registration rights agreement, each of which we refer to as a registration default, the annual interest rate on the notes eligible to be included in the applicable registration statement will increase by 0.25% per annum. The annual interest rate on the notes will increase by an additional 0.25% per annum for each subsequent 90-day period during which the registration default continues, up to a maximum additional interest rate of 1.00% per year. If the registration default is cured, the interest rate on such notes will revert to the original level. If we must pay additional interest, we will pay it to holders of the outstanding notes in cash on the same dates that we make other interest payments on the outstanding notes, until the registration default is corrected.

Following the completion of the exchange offer, holders of outstanding notes not tendered will not have any further registration rights other than as set forth in the paragraphs below, and the outstanding notes will continue to be subject to certain restrictions on transfer. Additionally, the liquidity of the market for the outstanding notes could be adversely affected upon consummation of the exchange offer.

In order to participate in the exchange offer, a holder must represent to us, among other things, that:

the exchange notes acquired pursuant to the exchange offer are being obtained in the ordinary course of business;

the holder does not have an arrangement or understanding with any person to participate in the distribution of the exchange notes;

the holder is not an affiliate, as defined under Rule 405 under the Securities Act, of us or any Guarantor; and

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if the holder is a broker-dealer that will receive exchange notes for its own account in exchange for outstanding notes that were acquired a result of market-making or other trading activities, then the holder will deliver a prospectus in connection with any resale of such exchange notes.

Under certain circumstances specified in the registration rights agreement, we may be required to file a shelf registration statement for a continuous offer in connection with the outstanding notes pursuant to Rule 415 under the Securities Act.

Based on an interpretation by the Staff of the SEC set forth in no-action letters issued to third-parties unrelated to us, we believe that, with the exceptions set forth below, exchange notes issued in the exchange offer may be offered for resale, resold and otherwise transferred by the holder of exchange notes without compliance with the registration and prospectus delivery requirements of the Securities Act, unless the holder:

is an affiliate, within the meaning of Rule 405 under the Securities Act, of us or any subsidiary guarantor;

is a broker-dealer who purchased outstanding notes directly from us for resale under Rule 144A or Regulation S or any other available exemption under the Securities Act;

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acquired the exchange notes other than in the ordinary course of the holder's business;

has an arrangement with any person to engage in the distribution of the exchange notes; or

is prohibited by any law or policy of the SEC from participating in the exchange offer.

Any holder who tenders in the exchange offer for the purpose of participating in a distribution of the exchange notes cannot rely on this interpretation by the Staff of the SEC and must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a secondary resale transaction. Each broker-dealer that receives exchange notes for its own account in exchange for outstanding notes, where such outstanding notes were acquired by such broker-dealer as a result of market making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such exchange note. See Plan of Distribution. Broker-dealers who acquired outstanding notes directly from us and not as a result of market making activities or other trading activities may not rely on the Staff's interpretations discussed above or participate in the exchange offer, and must comply with the prospectus delivery requirements of the Securities Act in order to sell the outstanding notes.

Terms of the Exchange Offer

On the terms and subject to the conditions set forth in this prospectus and in the accompanying letters of transmittal, we will accept for exchange in the exchange offer any outstanding notes that are validly tendered and not validly withdrawn prior to the expiration date. Outstanding notes may only be tendered in an amount equal to \$100,000 in principal amount or integral multiples of \$1,000 in excess thereof. We will issue \$1,000 principal amount of exchange notes in exchange for each \$1,000 principal amount of outstanding notes surrendered in the exchange offer.

The form and terms of the exchange notes will be identical in all material respects to the form and terms of the outstanding notes except the exchange notes will be registered under the Securities Act, will not bear legends restricting their transfer and will not provide for any additional interest upon our failure to fulfill our obligations under the registration rights agreement to complete the exchange offer, or file, and cause to be effective, a shelf registration statement, if required thereby, within the specified time period. The exchange notes will evidence the same debt as the outstanding notes. The exchange notes will be issued under and entitled to the benefits of the same indenture that authorized the issuance of the outstanding notes. For a description of the indenture, see Description of the Exchange Notes.

As of the date of this prospectus, \$310.0 million aggregate principal amount of the 11.125% Senior Notes due 2018 are outstanding. This prospectus and the letters of transmittal are being sent to all registered holders of outstanding notes. There will be no fixed record date for determining registered holders of outstanding notes entitled to participate in the exchange offer. We intend to conduct the exchange offer in accordance with the provisions of the registration rights agreement, the applicable requirements of the Securities Act and the Securities Exchange Act of 1934, as amended (the Exchange Act) and the rules and regulations of the SEC. Outstanding notes that are not tendered for exchange in the exchange offer will remain outstanding and continue to accrue interest and will be entitled to the rights and benefits such holders have under the indenture and the registration rights agreement except we will not have any further obligation to you to provide for the registration of the outstanding notes under the registration rights agreement.

We will be deemed to have accepted for exchange properly tendered outstanding notes when we have given oral or written notice of the acceptance to the exchange agent. The exchange agent will act as agent for the tendering holders for the purposes of receiving the exchange notes from us and delivering exchange notes to holders. Subject to the terms of the registration rights agreement, we expressly reserve the right to amend or terminate the exchange offer and to refuse to accept the occurrence of any of the conditions specified below under Conditions to the Exchange Offer.

If you tender your outstanding notes in the exchange offer, you will not be required to pay brokerage commissions or fees or, subject to the instructions in the letter of transmittal, transfer taxes with respect to the exchange of outstanding notes. We will pay all charges and expenses, other than certain applicable taxes described below in connection with the exchange offer. It is important that you read Fees and Expenses below for more details regarding fees and expenses incurred in the exchange offer.

Expiration Date; Extensions, Amendments

As used in this prospectus, the term expiration date means 5:00 p.m., New York City time, on December 22, 2010. However, if we, in our sole discretion, extend the period of time for which the exchange offer is open, the term expiration date will mean the latest time and date to which the exchange offer is extended.

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To extend the period of time during which the exchange offer is open, we will notify the exchange agent of any extension by oral or written notice, followed by notification by press release or other public announcement to the registered holders of the outstanding notes no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date.

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We reserve the right, in our sole discretion:

to delay accepting for exchange any outstanding notes (if we amend or extend the exchange offer);

to extend or terminate the exchange offer if any of the conditions set forth below under **Conditions to the Exchange Offer** have not been satisfied, by giving oral or written notice of such delay, extension or termination to the exchange agent; and

subject to the terms of the registration rights agreement, to amend the terms of the exchange offer in any manner. Any delay in acceptance, extension, termination or amendment will be followed as promptly as practicable by oral or written notice to the registered holders of the outstanding notes. If we amend the exchange offer in a manner that we determine to constitute a material change, we will promptly disclose the amendment in a manner reasonably calculated to inform the holders of the outstanding notes of that amendment.

Conditions to the Exchange Offer

Despite any other term of the exchange offer, we will not be required to accept for exchange, or to issue exchange notes in exchange for, any outstanding notes and we may terminate or amend the exchange offer as provided in this prospectus prior to the expiration date if in our reasonable judgment:

the exchange offer or the making of any exchange by a holder violates any applicable law or interpretation of the SEC; or

any action or proceeding has been instituted or threatened in any court or by or before any governmental agency with respect to the exchange offer that, in our judgment, would reasonably be expected to impair our ability to proceed with the exchange offer.

In addition, we will not be obligated to accept for exchange the outstanding notes of any holder that has not made to us:

the representations described under **Purpose and Effect of the Exchange Offer**, **Procedures for Tendering Outstanding Notes** and **Plan of Distribution**; or

any other representations as may be reasonably necessary under applicable SEC rules, regulations, or interpretations to make available to us an appropriate form for registration of the exchange notes under the Securities Act.

We expressly reserve the right at any time or at various times to extend the period of time during which the exchange offer is open. Consequently, we may delay acceptance of any outstanding notes by giving oral or written notice of such extension to the holders of outstanding notes. We will return any outstanding notes that we do not accept for exchange for any reason without expense to their tendering holder promptly after the expiration or termination of the exchange offer.

We expressly reserve the right to amend or terminate the exchange offer and to reject for exchange any outstanding notes not previously accepted for exchange, upon the occurrence of any of the conditions of the exchange offer specified above. We will give oral or written notice of any extension, amendment, non-acceptance or termination to the holders of the outstanding notes as promptly as practicable. In the case of any extension, such notice will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date.

These conditions are for our sole benefit and we may assert them regardless of the circumstances that may give rise to them or waive them in whole or in part at any or at various times prior to the expiration date in our sole discretion. If we fail at any time to exercise any of the foregoing rights, this failure will not constitute a waiver of such right. Each such right will be deemed an ongoing right that it may assert at any time or at various times prior to the expiration date.

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In addition, we will not accept for exchange any outstanding notes tendered, and will not issue exchange notes in exchange for any such outstanding notes, if at such time any stop order is threatened or in effect with respect to the registration statement of which this prospectus constitutes a part or the qualification of the indentures under the Trust Indenture Act of 1939 (the "TIA").

Procedures for Tendering Outstanding Notes

To tender your outstanding notes in the exchange offer, you must comply with either of the following:

complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal, have the signature(s) on the letter of transmittal guaranteed if required by the letter of transmittal and mail or deliver such letter of transmittal or facsimile thereof to the exchange agent at the address set forth below under "Exchange Agent" prior to the expiration date; or

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comply with DTC's Automated Tender Offer Program procedures described below.

In addition, either:

the exchange agent must receive certificates for outstanding notes along with the letter of transmittal prior to the expiration date;

the exchange agent must receive a timely confirmation of book-entry transfer of outstanding notes into the exchange agent's account at DTC according to the procedures for book-entry transfer described below or a properly transmitted agent's message prior to the expiration date; or

you must comply with the guaranteed delivery procedures described below.

Your tender, if not withdrawn prior to the expiration date, constitutes an agreement between us and you upon the terms and subject to the conditions described in this prospectus and in the letter of transmittal.

The method of delivery of outstanding notes, letters of transmittal, and all other required documents to the exchange agent is at your election and risk. We recommend that instead of delivery by mail, you use an overnight or hand delivery service, properly insured. In all cases, you should allow sufficient time to assure timely delivery to the exchange agent before the expiration date. You should not send letters of transmittal or certificates representing outstanding notes to us. You may request that your broker, dealer, commercial bank, trust company or nominee effect the above transactions for you.

If you are a beneficial owner whose outstanding notes are registered in the name of a broker, dealer, commercial bank, trust company, or other nominee and you wish to tender your outstanding notes, you should promptly contact the registered holder and instruct the registered holder to tender on your behalf. If you wish to tender the outstanding notes yourself, you must, prior to completing and executing the letter of transmittal and delivering your outstanding notes, either:

make appropriate arrangements to register ownership of the outstanding notes in your name; or

obtain a properly completed bond power from the registered holder of outstanding notes.

The transfer of registered ownership may take considerable time and may not be able to be completed prior to the expiration date.

Signatures on the applicable letter of transmittal or a notice of withdrawal, as the case may be, must be guaranteed by a member firm of a registered national securities exchange or of the National Association of Securities Dealers, Inc., a commercial bank or trust company having an office or correspondent in the United States or another eligible guarantor institution within the meaning of Rule 17A(d)-15 under the Exchange Act unless the outstanding notes surrendered for exchange are tendered:

by a registered holder of the outstanding notes who has not completed the box entitled "Special Registration Instructions" or "Special Delivery Instructions" on the letter of transmittal; or

for the account of an eligible guarantor institution.

If the letter of transmittal is signed by a person other than the registered holder of any outstanding notes listed on the outstanding notes, such outstanding notes must be endorsed or accompanied by a properly completed bond power. The bond power must be signed by the registered holder as the registered holder's name appears on the outstanding notes and an eligible guarantor institution must guarantee the signature on the bond power.

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If the letter of transmittal or any certificates representing outstanding notes, or bond powers are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations, or others acting in a fiduciary or representative capacity, those persons should also indicate when signing and, unless waived by us, they should also submit evidence satisfactory to us of their authority to so act.

The exchange agent and DTC have confirmed that any financial institution that is a participant in DTC's system may use DTC's Automated Tender Offer Program to tender. Participants in the program may, instead of physically completing and signing the applicable letter of transmittal and delivering it to the exchange agent, electronically transmit their acceptance of the exchange by causing DTC to transfer the outstanding notes to the exchange agent in accordance with DTC's Automated Tender Offer Program procedures for transfer. DTC will then send an agent's message to the exchange agent. The term "agent's message" means a message transmitted by DTC, received by the exchange agent and forming part of the book-entry confirmation, which states that:

DTC has received an express acknowledgment from a participant in its Automated Tender Offer Program that is tendering outstanding notes that are the subject of the book-entry confirmation;

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the participant has received and agrees to be bound by the terms of the letter of transmittal, or in the case of an agent's message relating to guaranteed delivery, that such participant has received and agrees to be bound by the notice of guaranteed delivery; and

we may enforce that agreement against such participant.

DTC is referred to herein as a book-entry transfer facility.

Acceptance of Exchange Notes

In all cases, we will promptly issue exchange notes for outstanding notes that we have accepted for exchange under the exchange offer only after the exchange agent timely receives:

outstanding notes or a timely book-entry confirmation of such outstanding notes into the exchange agent's account at the book-entry transfer facility; and

a properly completed and duly executed letter of transmittal and all other required documents or a properly transmitted agent's message.

By tendering outstanding notes pursuant to the exchange offer, you will represent to us that, among other things:

you are not our affiliate or an affiliate of any guarantor within the meaning of Rule 405 under the Securities Act;

you do not have an arrangement or understanding with any person or entity to participate in a distribution of the exchange notes; and

you are acquiring the exchange notes in the ordinary course of your business.

In addition, each broker-dealer that is to receive exchange notes for its own account in exchange for outstanding notes must represent that such outstanding notes were acquired by that broker-dealer as a result of market-making activities or other trading activities and must acknowledge that it will deliver a prospectus that meets the requirements of the Securities Act in connection with any resale of the exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. See Plan of Distribution.

We will interpret the terms and conditions of the exchange offer, including the letters of transmittal and the instructions to the letters of transmittal, and will resolve all questions as to the validity, form, eligibility, including time of receipt, and acceptance of outstanding notes tendered for exchange. Our determinations in this regard will be final and binding on all parties. We reserve the absolute right to reject any and all tenders of any particular outstanding notes not properly tendered or to not accept any particular outstanding notes if the acceptance might, in our or our counsel's judgment, be unlawful. We also reserve the absolute right to waive any defects or irregularities as to any particular outstanding notes prior to the expiration date.

Unless waived, any defects or irregularities in connection with tenders of outstanding notes for exchange must be cured within such reasonable period of time as we determine. Neither we, the exchange agent, nor any other person will be under any duty to give notification of any defect or irregularity with respect to any tender of outstanding notes for exchange, nor will any of us or them incur any liability for any failure to give notification. Any outstanding notes received by the exchange agent that are not properly tendered and as to which the irregularities have not been cured or waived will be returned by the exchange agent to the tendering holder, unless otherwise provided in the letter of transmittal, promptly after the expiration date.

Book-Entry Delivery Procedures

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Promptly after the date of this prospectus, the exchange agent will establish an account with respect to the outstanding notes at DTC and, as the book-entry transfer facility, for purposes of the exchange offer. Any financial institution that is a participant in the book-entry transfer facility's system may make book-entry delivery of the outstanding notes by causing the book-entry transfer facility to transfer those outstanding notes into the exchange agent's account at the facility in accordance with the facility's procedures for such transfer. To be timely, book-entry delivery of outstanding notes requires receipt of a confirmation of a book-entry transfer, a book-entry confirmation, prior to the expiration date. In addition, although delivery of outstanding notes may be effected through book-entry transfer into the exchange agent's account at the book-entry transfer facility, the applicable letter of transmittal or a manually signed facsimile thereof, together with any required signature guarantees and any other required documents, or an agent's message, as defined below, in connection with a book-entry transfer, must, in any case, be delivered or transmitted to and received by

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the exchange agent at its address set forth on the cover page of the applicable letter of transmittal prior to the expiration date to receive exchange notes for tendered outstanding notes, or the guaranteed delivery procedure described below must be complied with. Tender will not be deemed made until such documents are received by the exchange agent. Delivery of documents to the book-entry transfer facility does not constitute delivery to the exchange agent.

Holders of outstanding notes who are unable to deliver confirmation of the book-entry tender of their outstanding notes into the exchange agent's account at the book-entry transfer facility or all other documents required by the applicable letter of transmittal to the exchange agent on or prior to the expiration date must tender their outstanding notes according to the guaranteed delivery procedures described below.

Guaranteed Delivery Procedures

If you wish to tender your outstanding notes but your outstanding notes are not immediately available or you cannot deliver your outstanding notes, the applicable letter of transmittal or any other required documents to the exchange agent or comply with the procedures under DTC's Automatic Tender Offer Program in the case of outstanding notes, prior to the expiration date, you may still tender if:

the tender is made through an eligible guarantor institution;

prior to the expiration date, the exchange agent receives from such eligible guarantor institution either a properly completed and duly executed notice of guaranteed delivery, by facsimile transmission, mail, or hand delivery or a properly transmitted agent's message and notice of guaranteed delivery, that (1) sets forth your name and address, the certificate number(s) of such outstanding notes and the principal amount of outstanding notes tendered; (2) states that the tender is being made thereby; and (3) guarantees that, within three New York Stock Exchange trading days after the expiration date, the letter of transmittal, or facsimile thereof, together with the outstanding notes or a book-entry confirmation, and any other documents required by the letter of transmittal, will be deposited by the eligible guarantor institution with the exchange agent; and

the exchange agent receives the properly completed and executed letter of transmittal or facsimile thereof, as well as certificate(s) representing all tendered outstanding notes in proper form for transfer or a book-entry confirmation of transfer of the outstanding notes into the exchange agent's account at DTC all other documents required by the letter of transmittal within three New York Stock Exchange trading days after the expiration date.

Upon request, the exchange agent will send to you a notice of guaranteed delivery if you wish to tender your outstanding notes according to the guaranteed delivery procedures.

Withdrawal Rights

Except as otherwise provided in this prospectus, you may withdraw your tender of outstanding notes at any time prior to 5:00 p.m., New York City time, on the expiration date.

For a withdrawal to be effective:

the exchange agent must receive a written notice, which may be by telegram, telex, facsimile or letter, of withdrawal at its address set forth below under "Exchange Agent"; or

you must comply with the appropriate procedures of DTC's Automated Tender Offer Program system.

Any notice of withdrawal must:

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specify the name of the person who tendered the outstanding notes to be withdrawn;

identify the outstanding notes to be withdrawn, including the certificate numbers and principal amount of the outstanding notes; and

where certificates for outstanding notes have been transmitted, specify the name in which such outstanding notes were registered, if different from that of the withdrawing holder.

If certificates for outstanding notes have been delivered or otherwise identified to the exchange agent, then, prior to the release of such certificates, you must also submit:

the serial numbers of the particular certificates to be withdrawn; and

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a signed notice of withdrawal with signatures guaranteed by an eligible institution unless you are an eligible guarantor institution. If outstanding notes have been tendered pursuant to the procedures for book-entry transfer described above, any notice of withdrawal must specify the name and number of the account at the book-entry transfer facility to be credited with the withdrawn outstanding notes and otherwise comply with the procedures of the facility. We will determine all questions as to the validity, form, and eligibility, including time of receipt of notices of withdrawal and our determination will be final and binding on all parties. Any outstanding notes so withdrawn will be deemed not to have been validly tendered for exchange for purposes of the exchange offer. Any outstanding notes that have been tendered for exchange but that are not exchanged for any reason will be returned to their holder, without cost to the holder, or, in the case of book-entry transfer, the outstanding notes will be credited to an account at the book-entry transfer facility, promptly after withdrawal, rejection of tender or termination of the exchange offer. Properly withdrawn outstanding notes may be retendered by following the procedures described under Procedures for Tendering Outstanding Notes above at any time on or prior to the expiration date.

Exchange Agent

Wilmington Trust FSB has been appointed as the exchange agent for the exchange offer. Wilmington Trust FSB also acts as trustee under the indenture governing the notes. You should direct all executed letters of transmittal and all questions and requests for assistance, requests for additional copies of this prospectus or of the letters of transmittal, and requests for notices of guaranteed delivery to the exchange agent addressed as follows:

		By Regular Mail or		
		Overnight Courier:	By Facsimile	
By Registered & Certified Mail:			In Person by Hand Only:	(for Eligible Institutions only):
Wilmington Trust FSB		Wilmington Trust FSB	Wilmington Trust FSB	(302) 636-4139
c/o Wilmington Trust Company	c/o Wilmington Trust Company	c/o Wilmington Trust Company		
Corporate Capital Markets	Corporate Capital Markets	Corporate Capital Markets	For Information or Confirmation by Telephone:	
Rodney Square North	Rodney Square North	Rodney Square North		
1100 North Market Street	1100 North Market Street	1100 North Market Street		
Wilmington, Delaware	Wilmington, Delaware	Wilmington, Delaware	Sam Hamed	
19890-1626	19890-1626	19890-1626	(302) 636-6181	

If you deliver the letter of transmittal to an address other than the one set forth above or transmit instructions via facsimile other than the one set forth above, that delivery or those instructions will not be effective.

Fees and Expenses

The registration rights agreement provides that we will bear all expenses in connection with the performance of our obligations relating to the registration of the exchange notes and the conduct of the exchange offer. These expenses include registration and filing fees, accounting and legal fees and printing costs, among others. We will pay the exchange agent reasonable and customary fees for its services and reasonable out-of-pocket expenses. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for customary mailing and handling expenses incurred by them in forwarding this prospectus and related documents to their clients that are holders of outstanding notes and for handling or tendering for such clients.

We have not retained any dealer-manager in connection with the exchange offer and will not pay any fee or commission to any broker, dealer, nominee or other person, other than the exchange agent, for soliciting tenders of outstanding notes pursuant to the exchange offer.

Accounting Treatment

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We will record the exchange notes in our accounting records at the same carrying value as the outstanding notes, which is the aggregate principal amount as reflected in our accounting records on the date of exchange. Accordingly, we will not recognize any gain or loss for accounting purposes upon the consummation of the exchange offer. We will record the expenses of the exchange offer as incurred.

Transfer Taxes

We will pay all transfer taxes, if any, applicable to the exchange of outstanding notes under the exchange offer. The tendering holder, however, will be required to pay any transfer taxes, whether imposed on the registered holder or any other person, if:

certificates representing outstanding notes for principal amounts not tendered or accepted for exchange are to be delivered to, or are to be issued in the name of, any person other than the registered holder of outstanding notes tendered;

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tendered outstanding notes are registered in the name of any person other than the person signing the letter of transmittal; or

a transfer tax is imposed for any reason other than the exchange of outstanding notes under the exchange offer.

If satisfactory evidence of payment of such taxes is not submitted with the letter of transmittal, the amount of such transfer taxes will be billed to that tendering holder.

Holders who tender their outstanding notes for exchange will not be required to pay any transfer taxes. However, holders who instruct us to register exchange notes in the name of, or request that outstanding notes not tendered or not accepted in the exchange offer be returned to, a person other than the registered tendering holder will be required to pay any applicable transfer tax.

Consequences of Failure to Exchange

If you do not exchange your outstanding notes for exchange notes under the exchange offer, your outstanding notes will remain subject to the restrictions on transfer of such outstanding notes:

as set forth in the legend printed on the outstanding notes as a consequence of the issuance of the outstanding notes pursuant to the exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws; and

as otherwise set forth in the offering memorandum distributed in connection with the private offering of the outstanding notes.

In general, you may not offer or sell your outstanding notes unless they are registered under the Securities Act or if the offer or sale is exempt from registration under the Securities Act and applicable state securities laws. Except as required by the registration rights agreement, we do not intend to register resales of the outstanding notes under the Securities Act.

Other

Participating in the exchange offer is voluntary, and you should carefully consider whether to accept. You are urged to consult your financial and tax advisors in making your own decision on what action to take.

We may in the future seek to acquire untendered outstanding notes in open market or privately negotiated transactions, through subsequent exchange offers or otherwise. We have no present plans to acquire any outstanding notes that are not tendered in the exchange offer or to file a registration statement to permit resales of any untendered outstanding notes.

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THE TRANSACTIONS

On March 31, 2010, SkillSoft and SSI Investments III Limited (SSI III) announced an agreement on the terms of the proposed revised recommended acquisition of SkillSoft by SSI III for cash at the increased price of \$11.25 per SkillSoft share (the Acquisition) to be implemented by means of a scheme of arrangement under Irish law (the Scheme). SkillSoft and SSI III had previously announced on February 12, 2010 that they had reached agreement on the terms of a recommended acquisition of SkillSoft by SSI III for cash at a price of \$10.80 per SkillSoft share. The Scheme was an arrangement made between SkillSoft and shareholders of SkillSoft under Section 201 of the Companies Act 1963 of Ireland, which was approved by shareholders on May 3, 2010 and sanctioned by the High Court of Ireland on May 20, 2010. Upon completion of the Scheme, which occurred on May 26, 2010, SkillSoft became a wholly-owned subsidiary of SSI III and an indirect subsidiary of the Issuer.

At the time of the Acquisition, pursuant to the Scheme, the shares of SkillSoft were cancelled or transferred to SSI III in accordance with Irish law. SkillSoft then issued new SkillSoft shares to SSI III in place of those shares cancelled pursuant to the Scheme, and SSI III paid consideration to former SkillSoft shareholders and option holders in consideration for the Acquisition.

On June 23, 2010, SkillSoft PLC re-registered under the Companies Acts of Ireland 1963 to 2009 as a private limited company and its corporate name changed from SkillSoft PLC to SkillSoft Limited.

The Acquisition valued the entire issued and to be issued share capital of SkillSoft at approximately \$1.2 billion. In order to finance the Acquisition, SSI Investments II Limited (the Issuer) and SSI Co-Issuer LLC (the Co-Issuer and together with the Issuer, the Issuers) issued the outstanding notes and the Issuer received an equity contribution (the Equity Contribution), directly or indirectly, from investment funds sponsored by each of Berkshire Partners LLC, Advent International Corporation and Bain Capital Partners, LLC (collectively, the Sponsors). In addition, in connection with the Acquisition, the Issuer entered into a new senior secured credit facility providing for a term loan in an initial aggregate principal amount of \$325,000,000 and a revolving credit facility in an initial aggregate principal amount of \$40,000,000 (collectively, the Senior Credit Facilities). The net proceeds from the sale of the outstanding notes were used by the Issuers, together with the borrowings under the Senior Credit Facilities and the Equity Contribution, to make a contribution to the share capital of SSI III, which used such proceeds to pay consideration to former SkillSoft shareholders and option holders in consideration for the Acquisition, and to pay certain transaction fees and expenses related to the Transactions.

On June 25, 2010, following the satisfaction of certain Irish regulatory requirements, the Issuer, pursuant to the terms of the Senior Credit Facilities, executed and delivered a novation and assumption agreement with SkillSoft pursuant to which, among other things, (a) the Issuer assigned and transferred to SkillSoft all of its rights and obligations as borrower (but not as a guarantor) under the Senior Credit Facilities and (b) the Issuer was released from all of its obligations and liabilities as borrower (but not as a guarantor) under the Senior Credit Facilities.

Also on June 25, 2010, SkillSoft, pursuant to the terms of the Senior Credit Facilities, executed and delivered a novation and assumption agreement with SkillSoft Corporation (the US Borrower) pursuant to which, among other things, (a) SkillSoft assigned and transferred to the US Borrower all of its rights and obligations as borrower (but not as a guarantor) under the Senior Credit Facilities (such assignment, the Final Debt Assumption), (b) the US Borrower will be the continuing borrower from and after the time of the Final Debt Assumption, and (c) SkillSoft was released from all obligations and liabilities as Borrower (but not as a Guarantor) under the Loan Documents. The transactions contemplated by the novation and assumption agreements described above are referred to in this prospectus as the Senior Debt Pushdown. See Description of the Exchange Notes Brief Description of the Exchange Notes and the Guarantees The Guarantees.

The offering and sale of the outstanding notes, the Equity Contribution, the initial borrowings under our new Senior Credit Facilities, and the Acquisition of SkillSoft are collectively referred to in this prospectus as the Transactions. For additional information regarding the Transactions, see Description of Other Indebtedness and Description of the Exchange Notes.

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The diagram below represents a summary of our overall corporate structure after giving effect to the Transactions:

- (1) Within certain specified time periods following the consummation of the Acquisition, the Senior Credit Facilities were assumed by the US Borrower and guaranteed by SSI Investments I and its restricted subsidiaries (other than immaterial subsidiaries and certain other excluded subsidiaries), including each guarantor of the outstanding notes.
- (2) After the Senior Debt Pushdown, all Other US Subsidiaries became subsidiaries of the US Borrower. Additionally, the US Borrower and the Other US Subsidiaries currently file, and after the Senior Debt Pushdown, will file a single consolidated U.S. federal income tax return.
- (3) Not all of the Issuer's subsidiaries will guarantee the notes offered hereby and the Senior Credit Facilities. See Description of the Exchange Notes.

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USE OF PROCEEDS

The exchange offer is intended to satisfy our obligations under the registration rights agreement, dated May 26, 2010, by and among us, the subsidiary guarantors party thereto and the initial purchasers of the outstanding notes. We will not receive any cash proceeds from the issuance of the exchange notes pursuant to the exchange offer. In consideration for issuing the exchange notes as contemplated in this prospectus, we will receive a like principal amount of outstanding notes, the terms of which are identical in all material respects to the exchange notes, except as otherwise noted in this prospectus. We will retire or cancel all of the outstanding notes tendered in the exchange offer. Accordingly, issuing the exchange notes will not result in any change in our capitalization.

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA**

The following table sets forth selected historical consolidated financial and operating data for the periods ended and at the dates indicated below. The selected financial data as of January 31, 2009 and 2010, and for each of the three years in the period ended January 31, 2010 presented in this table, has been derived from the historical audited consolidated financial statements included elsewhere in this prospectus. The selected financial data as of January 31, 2006, 2007 and 2008, and for the two years in the period ended January 31, 2007 presented in this table, has been derived from our historical audited consolidated financial statements not included in this prospectus.

The following information should be read in conjunction with the sections entitled The Transactions, Use of Proceeds, Unaudited Pro Forma Condensed Consolidated Financial Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations and with our consolidated financial statements and the notes thereto contained elsewhere in this prospectus.

	Year Ended January 31, 2006	Year Ended January 31, 2007	Predecessor Year Ended January 31, 2008	Year Ended January 31, 2009	Year Ended January 31, 2010
	(In thousands, except per share data)				
Revenues	\$ 215,567	\$ 225,172	\$ 281,223	\$ 328,494	\$ 314,968
Cost of revenues	25,307	26,601	32,637	35,992	29,436
Cost of revenues amortization of intangible assets	6,939	4,422	5,423	5,203	128
Gross profit	183,321	194,149	243,163	287,299	285,404
Operating expenses:					
Research and development	39,172	40,776	49,612	49,540	43,764
Selling and marketing	88,438	90,894	97,493	108,416	95,594
General and administrative	25,776	27,735	34,630	36,774	34,724
Insurance recoveries	(17,710)				
Amortization of intangible assets	2,174	1,652	11,237	11,212	8,117
Merger and integration related expenses			12,283	761	
Restructuring	641	26	34	1,523	49
SEC investigation	1,988	898	1,346	49	
Total operating expenses	140,479	161,981	206,635	208,275	182,248
Operating income	42,842	32,168	36,528	79,024	103,156
Other income (expense), net	741	(96)	295	1,480	(943)
Loss on sale of investments, net	(586)				
Interest income	1,779	4,310	3,948	1,550	269
Interest expense	(431)	(278)	(12,630)	(14,218)	(7,553)
Income before provision (benefit) for income taxes from continuing operations	44,345	36,104	28,141	67,836	94,929
Provision (benefit) for income taxes	9,130	11,951	(31,587)	18,959	23,561
Net income from continuing operations	35,215	24,153	59,728	48,877	71,368
Income from discontinued operations, net of income taxes			270	1,912	
Net income	\$ 35,215	\$ 24,153	\$ 59,998	\$ 50,789	\$ 71,368
Balance Sheet Data:					
Cash, cash equivalents and short-term investments	\$ 73,569	\$ 104,117	\$ 89,584	\$ 38,952	\$ 80,241
Working capital (deficit)	(8,018)	38,134	30,408	(11,858)	30,065
Long-term investments, deferred tax assets, net & other assets	736	6,719	95,596	81,583	58,962

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Total assets	299,902	342,970	696,681	575,100	586,231
Long-term debt			197,000	122,131	83,500
Stockholder s equity	102,272	137,929	213,088	204,056	251,160

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following unaudited pro forma condensed consolidated financial data has been derived by the application of pro forma adjustments to our historical audited and unaudited consolidated financial statements included elsewhere in this prospectus.

The unaudited pro forma consolidated statement of operations for three and six months ended July 31, 2010 and 2009 gives effect to the Transactions as if the Transactions had occurred on February 1, 2009. The unaudited pro forma adjustments described in the accompanying notes are based upon estimates and assumptions that management believes are reasonable. The unaudited pro forma condensed consolidated financial statements are presented for illustrative purposes only and do not purport to be indicative of the operating results that would have actually occurred if the above Transactions had been in effect on the date indicated, nor is it necessarily indicative of future operating results.

The unaudited pro forma consolidated statement of operations does not reflect nonrecurring charges that have been incurred in connection with the Transactions, including the revenue impact of the fair value adjustment of deferred revenue and the related commission expense impact due to a write-off of prepaid commissions.

The unaudited pro forma condensed consolidated financial data and the accompanying notes should be read in conjunction with our historical audited and unaudited consolidated financial statements and related notes included elsewhere in this prospectus and the other financial information contained in Use of Proceeds, Selected Historical Consolidated Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations.

Table of Contents**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS****FOR THE THREE MONTHS ENDED JULY 31, 2009**

	Historical SkillSoft	Pro Forma Adjustments	Pro Forma
Revenues	\$ 78,926	(a)	\$ 78,926
Cost of revenues	7,524	(28) (b)	7,496
Cost of revenues - amortization of intangible assets	32	15,954 (c)	15,986
Gross profit	71,370		55,444
Operating expenses:			
Research and development	9,706	(247) (b)	9,459
Selling and marketing	24,387	(604) (b)(d)	23,783
General and administrative	9,400	(711) (b)	8,983
		(81) (e)	
		375 (f)	
Amortization of intangible assets	2,117	9,939 (c)	12,056
Restructuring	4		4
Acquisition related expenses			
Total operating expenses	45,614		54,285
Other (expense) income, net	(605)		(605)
Interest income	68		68
Interest expense	(2,032)	(13,127) (h)	(15,159)
Income (loss) before provision (benefit) for income taxes	23,187		(14,537)
Provision (benefit) for income taxes	6,016	(7,166) (i)	(1,510)
Net income (loss)	\$ 17,171		\$ (13,387)

See Accompanying Notes to Unaudited Pro Forma Consolidated Statements of Operations

Table of Contents**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS****FOR THE THREE MONTHS ENDED JULY 31, 2010****(UNAUDITED, IN THOUSANDS)**

	Historical Combined Predecessor/ Successor (1)	Pro Forma Adjustments		Pro Forma
Revenues	\$ 54,676	22,962	(a)	\$ 77,638
Cost of revenues	7,354	(188)	(b)	7,166
Cost of revenues - amortization of intangible assets	11,714	4,272	(c)	15,986
Gross profit	35,608			54,486
Operating expenses:				
Research and development	14,840	(4,660)	(b)	10,180
Selling and marketing	30,095	(7,737)	(b)	25,219
General and administrative	19,010	(11,132)	(b)	7,845
		(158)	(e)	
		125	(f)	
Amortization of intangible assets	8,030	6,093	(c)	14,123 &