

Edgar Filing: CENTRA SOFTWARE INC - Form SC 13D/A

CENTRA SOFTWARE INC
Form SC 13D/A
April 08, 2002

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

Centra Software, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

15234X103

(CUSIP Number)

Gregory M. Priest
Chairman, President and CEO
SmartForce PLC
900 Chesapeake Drive
Redwood City, CA 94063
Telephone: (650)817-5900

Copy to:

Steven V. Bernard
Steve L. Camahort
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94304
Telephone: (650) 493-9300

(Name, Address and Telephone Number of Person Authorized to Receive Notices)

April 2, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of (Rule)240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See (Rule)240.13d-7 for other parties to whom copies are to be sent.

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 15234X103

SCHEDULE 13D

 1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SmartForce Public Ltd Co

(I.R.S. Identification No. Not Applicable)

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS (See Instructions)
 OO

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Republic of Ireland

 7 SOLE VOTING POWER
 NUMBER OF SHARES 0

 8 SHARED VOTING POWER
 BENEFICIALLY OWNED BY -0- shares of Common Stock

 9 SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON 0

 10 SHARED DISPOSITIVE POWER
 WITH 0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -0- shares of Common Stock

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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12 (See Instructions) []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13 0%

TYPE OF REPORTING PERSON (See Instructions)
14 CO

SmartForce expressly disclaims beneficial ownership of any of the shares of Centra Common Stock referred to herein.

The Schedule 13D filed on January 28, 2002 (the "Schedule 13D") by SmartForce PLC relating to the shares of common stock, par value \$0.001 per share (the "Centra Common Stock"), of Centra Software, Inc., a Delaware corporation ("Centra"), which were subject to voting agreements entered into by SmartForce PLC, a public limited liability company organized under the laws of the Republic of Ireland ("SmartForce") and certain stockholders of Centra ("Company Voting Agreements") is hereby amended by this Amendment No. 2 to the Schedule 13D as follows:

Item 5. Interest in Securities of the Issuer.

(a) - (b) On April 2, 2002, SmartForce and Centra mutually consented in writing to terminate the Agreement and Plan of Merger dated January 16, 2002 among SmartForce, Centra and Atlantic Acquisition Corp. pursuant to the terms of Section 7.1(a) thereof. Consequently, the Company Voting Agreement dated as of January 16, 2002 between SmartForce and Centra was terminated pursuant to the terms of Section 7 thereof.

(e) On April 2, 2002, SmartForce ceased to be the beneficial owner of five percent or more of the Centra Common Stock.

Except as amended by this Schedule 13D/A, the Schedule 13D remains in full force and is incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 8, 2002

SMARTFORCE PLC

By: /s/ Gregory M. Priest

Name: Gregory M. Priest
Title: Chairman, President and CEO

