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SMARTFORCE PUBLIC LTD CO  
Form RW  
April 08, 2002

SmartForce Public Limited Company  
900 Chesapeake Drive  
Redwood City, CA 94063

April 8, 2002

Re: SmartForce Public Limited Company

Application for Withdrawal of Registration Statement on  
Form S-4 Commission File No. 333-84768  
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VIA EDGAR  
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Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 90549  
Attn: Barbara Jacobs

Ladies and Gentlemen:

Pursuant to Rule 477(b) promulgated under the Securities Act of 1933, as amended, SmartForce Public Limited Company (the "Company") hereby applies for an order granting the immediate withdrawal of its Registration Statement on Form S-4 together with all exhibits thereto, (collectively the "Registration Statement").

The Registration Statement was originally filed with the Securities and Exchange Commission on March 22, 2002 in connection with the proposed merger of a subsidiary of the Company with Centra Software, Inc. The Company requests withdrawal of the Registration Statement because the merger agreement has been terminated by the parties and the transaction will not be pursued further, as disclosed by the Company in a Form 8-K filed with the Commission on April 8, 2002. None of the Company's ordinary shares, represented by American Depositary Shares, have been issued under the Registration Statement.

If you have any questions regarding the foregoing application for withdrawal, please contact Steven V. Bernard of Wilson Sonsini Goodrich & Rosati, legal counsel to the Company in connection with the Registration Statement, at (650) 493-9300.

Sincerely yours,

/s/ Gregory M. Priest  
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Gregory M. Priest  
Chairman, President and Chief Executive Officer

cc: Meredith Masters  
Steven V. Bernard, Esq.  
Robert W. Sweet, Esq.