

Edgar Filing: PEARSON PLC - Form 6-K

PEARSON PLC  
Form 6-K  
January 31, 2008

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

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FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934

For the month of January 2008

PEARSON plc  
(Exact name of registrant as specified in its charter)

N/A

(Translation of registrant's name into English)

80 Strand  
London, England WC2R 0RL  
44-20-7010-2000  
(Address of principal executive office)

Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  X

Form 40-F

Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

Yes

No  X

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This Report includes the following documents:

1. A press release from Pearson plc announcing Holding(s) in Company

TR-1(i): notification of major interests in shares

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are

Pearson plc

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attached(1):

2. Reason for the notification (please tick the appropriate box or boxes)

An acquisition or disposal of voting rights X

An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached

An event changing the breakdown of voting rights

Other (please specify): REDUCTION IN HOLDING FOLLOWING A DISINVESTMENT X

3. Full name of person(s) subject to the notification obligation(1): Aviva plc & its subsidiaries

4. Full name of shareholder(s) (if different from 3.) (1):  
Registered Holder:

BNY Norwich Union Nominees  
Limited 6,697,515\*

BT Globenet Nominees Limited  
9,588\*

Chase GA Group Nominees Limited  
16,443,317\*

Chase Nominees Limited 1,497,986\*  
CUIM Nominee Limited 4,916,167\*

Triodos SICAV I Values Equity  
Fund 6,000\*

Vidacos Nominees Limited 178,578\*  
\* denotes direct interest

R C Greig Nominees Limited 1,450

BONY Londres IIS 189,893

Chase Nominees Limited 2,907,267

CUIM Nominee Limited 936,309

Delta Lloyd Institutionale  
Sustainable Futures Fund 70,234

Triodos Meerwaarde Aandelen  
Fonds 70,000

Triodos Meerwaarde Mixfonds  
12,000

Vidacos Nominees Limited  
6,189,698

5. Date of the transaction (and date on which the threshold is crossed or reached if different) (1): 29 January 2008

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6. Date on which issuer notified: 30 January 2008

7. Threshold(s) that is/are crossed or reached: 5% to 4% change at Combined Interest Level

8. Notified details:

A: Voting rights attached to shares

| Class/type of shares if possible using the ISIN CODE | Situation previous to the Triggering transaction (1) |                         | Resulting situation after the triggering transaction(1) |                                     |             |
|--|--|-------------------------|---|-------------------------------------|-------------|
|  | Number of Shares                                     | Number of Voting Rights | Number of shares  | Number of voting rights ix Direct x | Indirect xi |
| Ordinary Shares                                      |  |                         |   |                                     |             |
| GB0006776081   | 40,435,593   | 40,435,593              | 29,749,151  | 29,749,151                          | 10,376,851  |
| % of voting rights                                   |  |                         |   |                                     |             |
| Direct   | Indirect   |                         |   |                                     |             |
| 3.68   | 1.28   |                         |   |                                     |             |

B: Financial Instruments

| Resulting situation after the triggering transaction xii |                 |                                   |   |  |                    |
|--|-----------------|-----------------------------------|---|--|--------------------|
| Type of financial instrument                             | Expiration date | Exercise/ Conversion Period/ Date | Number of voting rights that may be acquired if the instrument is exercised/ converted. |  | % of voting rights |
| N/A  |                 |                                   |   |  |                    |

| Total (A+B)             |            | % of voting rights |       |
|-------------------------|------------|--------------------|-------|
| Number of voting rights | 40,126,002 |                    | 4.96% |

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable xv:  
See Section 4

Proxy Voting:

10. Name of the proxy holder: See Section 4

11. Number of voting rights proxy holder will cease to hold:

12. Date on which proxy holder will cease to hold voting rights:

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13. Additional information:            Figures are based on a total number of voting rights of 808,028,141.
14. Contact name:                     Neil Whittaker
15. Contact telephone number:        01603 684420

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SIGNATURE

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

PEARSON plc

Date: 31 January 2008

By:    /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary