

Edgar Filing: PEARSON PLC - Form 6-K

PEARSON PLC  
Form 6-K  
February 19, 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 February 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

For filings with the FSA include the annex  
For filings with issuer exclude the annex

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TR-1: Notifications of Major Interests in Shares

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: PEARSON PLC

2. Reason for notification  
(please place an X inside the appropriate bracket/s):

An acquisition or disposal of voting rights: (YES)

An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached: (NO)

An event changing the breakdown of voting rights: (NO)

Other (please specify) : (NO)

3. Full name of person(s) subject to notification obligation:

TEMPLETON GLOBAL ADVISORS LIMITED

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

BANK OF NEW YORK  
EUROCLEAR  
HSBC BANK PLC  
JP MORGAN CHASE BANK  
MELLON BANK  
MERRILL LYNCH INTL. LTD  
ROYAL TRUST CORP. OF CANADA  
STATE STREET BANK

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

14 FEBRUARY, 2008

6. Date on which issuer notified:

15 FEBRUARY, 2008

7. Threshold(s) that is/are crossed or reached:

BELOW 7%

8. Notified Details:

A: Voting rights attached to shares

Class/type of shares if possible use ISIN CODE	Situation previous to the Triggering transaction	Number of shares	Number of voting Rights
ORDINARY OF GBP.25 ISIN: GB0006776081		56,963,321	56,963,321

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### Resulting situation after the triggering transaction

Class/type of shares if possible use ISIN CODE	Number of shares	Number of voting rights		% of voting rights	
		Direct	Indirect	Direct	Indirect
ORDINARY OF GBP.25 ISIN: GB0006776081			56,508,060		6.99%

#### B: Financial Instruments

### Resulting situation after the triggering transaction

Type of financial instrument	Expiration date	Exercise/conversion period/date	No. of voting rights that may be acquired (if the instrument exercised/ converted)	% of voting rights
Total (A+B)				
Number of voting rights		% of voting rights		
56,508,060		6.99%		

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

Proxy Voting:

10. Name of proxy holder:

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:

14. Contact name:

LORI A. WEBER  
ASSISTANT SECRETARY, FRANKLIN RESOURCES, INC.

15. Contact telephone number:

954-847-2283

For notes on how to complete form TR-1 please see the FSA website.

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: 18 February 2008

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary