

PEARSON PLC
Form 6-K
March 26, 2009

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

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 March 2009

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

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Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

Yes

No X

This Report includes the following documents:

1. A press release from Pearson plc announcing Circ re.Publication of Offering Circular

**P
ublication of Offering Circular**

The following Offering Circular has been approved by the UK Listing Authority and is available for viewing:

Offering Circular dated 23 March 2009, issued by Pearson Funding One plc in respect of an offering of £300,000,000 6.00 per cent Guaranteed Notes due 2015 unconditionally and irrevocably guaranteed by Pearson plc

To view the full document, please paste the following URL into the address bar
of your browser.

http://www.rns-pdf.londonstockexchange.com/rns/5437P_4-2009-3-26.pdf

Documents incorporated by reference in the above Offering Circular:

Guarantor
Annual Report 2007

<http://www.pearson.com/investor/ar2007/>

Guarantor
Annual Report 2008

<http://www.pearson.com/index.cfm?pageid=144&pressid=3016>

Guarantor Memorandum and Articles of Association

http://www.rns-pdf.londonstockexchange.com/rns/5437P_-2009-3-26.pdf

Issuer Annual Report 2007

http://www.rns-pdf.londonstockexchange.com/rns/5437P_1-2009-3-26.pdf

Issuer Annual Report 2008

http://www.rns-pdf.londonstockexchange.com/rns/5437P_2-2009-3-26.pdf

Issuer Memorandum and Articles of Association

http://www.rns-pdf.londonstockexchange.com/rns/5437P_3-2009-3-26.pdf

For further information please contact:

Stephen Jones
Deputy Company Secretary
Pearson plc
80
Strand
London
WC2R 0RL

DISCLAIMER - INTENDED ADDRESSEES

Please note that the information contained in the Offering Circular may be addressed to and/or targeted at persons who are residents of particular countries (specified in the Offering Circular) only and is not intended for use and should not be relied upon by any person outside these countries and/or to whom the offer contained in the Offering Circular is not addressed. Prior to relying on the information contained

in the Offering Circular you must ascertain from the Offering Circular whether or not you are part of the intended addressees of the information contained therein.

Your right to access this service is conditional upon complying with the above requirement.

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: 26 March 2009

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary