

Edgar Filing: PEARSON PLC - Form 6-K

PEARSON PLC  
Form 6-K  
February 28, 2007

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, 2007

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

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voting rights are attached (ii):

PEARSON PLC

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

An acquisition or disposal of voting rights: ( )

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) : ( X )  
SEE ADDITIONAL INFORMATION

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

LEGAL & GENERAL GROUP PLC

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

N/A

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

N/A

6. Date on which issuer notified:

27/2/07

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

ABOVE 3%

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 (vi) |                                |
|--|---|--------------------------------|
|  | Number of shares                                      | Number of voting Rights (viii) |
| GBP ORD 0.25   | 24,046,759  | 3.00%                          |

Resulting situation after the triggering transaction (vii)

| Class/type of shares if possible using the ISIN CODE | Number of shares | Number of voting rights (ix) |          | % of voting rights |          |
|--|------------------|------------------------------|----------|--------------------|----------|
|  |                  | Direct                       | Indirect | Direct             | Indirect |
|  | Direct           | Direct (x)                   | Indirect | Direct             | Indirect |

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(xi)

|              |            |            |      |
|--------------|------------|------------|------|
| GBP ORD 0.25 | 28,868,364 | 28,868,364 | 3.57 |
|--------------|------------|------------|------|

## B: Financial Instruments

Resulting situation after the triggering transaction (xii)

| Type of financial instrument | Expiration Date (xiii) | Exercise/ Conversion Period/ Date (xiv) | Number of voting rights that may be acquired if the instrument is exercised/ converted. | % of voting rights |
|------------------------------|------------------------|---|---|--------------------|
|------------------------------|------------------------|---|---|--------------------|

Total (A+B)

Number of voting rights

% of voting rights

28,868,364

3.57

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

LEGAL & GENERAL GROUP PLC (DIRECT AND INDIRECT) (GROUP)

LEGAL & GENERAL INVESTMENT MANAGEMENT (HOLDINGS) LTD (LGIMH) (DIRECT AND INDIRECT)

LEGAL & GENERAL INVESTMENT MANAGEMENT LTD (LGIM) (INDIRECT)

LEGAL & GENERAL GROUP PLC (L & G) (DIRECT) (28,868,364 - 3.57%=LGAS, LGPL & PMC)

LEGAL & GENERAL INVESTMENT MANAGEMENT (HOLDINGS) LIMITED (LGIMHD) (DIRECT)

LEGAL & GENERAL ASSURANCE (PENSIONS MANAGEMENT) LTD (PMC)

LEGAL & GENERAL INSURANCE HOLDINGS LTD (LGIH) (DIRECT)

LEGAL & GENERAL ASSURANCE SOCIETY LTD (LGAS & LGPL)

LEGAL & GENERAL PENSIONS LTD (LGPL) (DIRECT)

Proxy Voting:

10. Name of the proxy holder:

N/A

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

N/A

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

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N/A

13. Additional information:

NOTIFICATION USING THE TOTAL VOTING RIGHTS FIGURE OF 806,490,361

FIRST NOTIFICATION UNDER DTR SOURCEBOOK

14. Contact name:

HELEN LEWIS

15. Contact telephone number:

020 7528 6742

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: 28 February 2007

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary