

PEARSON PLC  
Form 6-K  
January 05, 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 January, 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 Holding(s) in Company

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

**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**

(yes/no)

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 Ltd**

**4. Full name of shareholder(s)**

(if different from 3)

:

**Bank of  
New York  
HSBC Bank plc  
JP Morgan Chase Bank  
Mellon Bank  
Merrill Lynch Intl. Ltd.  
Morgan Stanley 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):

**22 December 2008**

**6. Date on which issuer notified:**

**23 December 2008**

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

**Less than 5%**

**8: Notified Details**

**A: Voting rights attached to shares**

| Class/type of shares<br>If possible use ISIN code | Situation previous to the<br>triggering transaction |                            | Resulting situation after the triggering<br>transaction |                            |                                |
|---|---|----------------------------|---|----------------------------|--------------------------------|
|   | Number of<br>shares                                 | Number of<br>voting rights | Number of<br>shares                                     | Number of<br>voting rights | Percentage of<br>voting rights |
|   |   |                            | Direct I<br>ndirect                                     | Direct I<br>ndirect        |                                |
| Ordinary of GBP.25 ISIN:<br>GB0006776081          | 48,308,420  | 48,308,420                 |   |                            | Below<br>5%                    |

**B: Financial Instruments**

**Resulting situation after the triggering transaction**

| <b>Type of financial instrument</b> | <b>Expiration date</b> | <b>Exercise/ conversion period/date</b> | <b>No. of voting rights that may be acquired (if the instrument exercised/converted)</b> | <b>Percentage of voting rights</b> |
|-------------------------------------|------------------------|---|--|------------------------------------|
|-------------------------------------|------------------------|---|--|------------------------------------|

**Total (A+B)**

**Number of voting rights    Percentage of voting rights**

**Below 5%**

**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:**

**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.*

END

**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: 05 January, 2009

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary