

PEARSON PLC
Form 6-K
August 06, 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 August 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

Yes

No X

This Report includes the following documents:

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

Financial Services Authority

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES

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

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

An acquisition or disposal of voting rights **Yes**

An acquisition or disposal of qualifying financial instruments which may result

in the acquisition of shares
 already issued to which
 voting rights are attached.
 An acquisition or disposal of
 instruments with similar
 economic effect to qualifying
 financial instruments
 An event changing the
 breakdown of voting rights
 Other (please specify):

- 3. Full name of person(s)
 subject to the
 notification obligation:** Legal &
 General
 Group Plc
 (L&G)
- 4. Full name of
 shareholder(s)
 (if different from 3.):** Legal &
 General
 Assurance
 (Pensions
 Management)
 Limited
 (PMC)
- 5. Date of the transaction
 and date on
 which the threshold is
 crossed or
 reached:** 03 August
 2009
- 6. Date on which issuer
 notified:** 05 August
 2009
- 7. Threshold(s) that is/are
 crossed or
 reached:** From 3%
 - 4% (L&G)

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 | | Resulting situation after the triggering transaction | |
|---|--|----------------------------------|--|--------------------------|
| | Number of Shares | Number of Voting Rights | Number of voting shares | % of voting rights |
| | | | Direct | Indirect |
| ORD | 32,187,752 | 32,187,752 | 33,211,026 | 4.09 |

GBP 0.25

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

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

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments

Resulting situation after the triggering transaction

| Type of financial instrument | Exercise price | Expiration date | Exercise/ Conversion period | Number of voting rights instrument refers to | % of voting rights |
|------------------------------|----------------|-----------------|-----------------------------|--|--------------------|
|------------------------------|----------------|-----------------|-----------------------------|--|--------------------|

Total (A+B+C)

Number of voting rights

33,211,026

Percentage of voting rights

4.09

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

Legal & General Group Plc (Direct and Indirect) (Group)

Legal & General Investment Management (Holdings) Limited (LGIMH) (Direct and Indirect)

Legal & General Investment Management Limited (Indirect) (LGIM)

Legal & General Group Plc (Direct) (L&G) (33,211,026 -4.09 % = LGAS, LGPL & PMC)

Legal & General Investment Management (Holdings) Limited (Direct)

(LGIMHD) (30,387,432-3.75 % = PMC)

Legal & General Insurance Holdings

Limited (Direct) (LGIH)

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Legal & General Assurance (Pensions Management) Limited (PMC)
(30,387,432-3.75 % = PMC)
(LGAS & LGPL)

Legal & General Assurance Society Limited

Legal & General Pensions

Limited (Direct) (LGPL)

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: N/A

13. Additional information: Notification using the total voting rights figure of 810,283,109
14. Contact name: Helen Lewis (LGIM)
15. Contact telephone number: 020 3124 3851

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: 06 August, 2009

By: /s/ STEPHEN JONES

Stephen Jones

