

PEARSON PLC  
Form 6-K  
November 09, 2010

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 November 2010

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

This Report includes the following documents:

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

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES:

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

2 Reason for the notification (please tick the appropriate box or boxes):  
 An acquisition or disposal of voting rights  
 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: iii BlackRock, Inc.

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

5. Date of the transaction and date on which the threshold is crossed or reached: v 5th November 2010

6. Date on which issuer notified: 8th November 2010

7. Threshold(s) that is/are crossed or reached: vi, vii Holding has gone below 5%

8. Notified details:

A: Voting rights attached to shares viii, ix

| Class/type of shares                      | Situation previous to the triggering transaction | Resulting situation after the triggering transaction |                         |                                   |                                      |                           |                             |
|---|--|--|-------------------------|-----------------------------------|--------------------------------------|---------------------------|-----------------------------|
|   |  | Number of Voting Rights                              | Number of shares Direct | Number of voting rights Direct xi | Number of voting rights Indirect xii | % of voting rights Direct | % of voting rights Indirect |
| if possible using the ISIN CODE of Shares | Number of Shares                                 | Number of Voting Rights                              | Number of shares Direct | Number of voting rights Direct xi | Number of voting rights Indirect xii | % of voting rights Direct | % of voting rights Indirect |
| GB0006776081                              | 39,728,158                                       | 39,728,158   | N/A                     | N/A                               | 38,647,691                           | N/A                       | 4.76%                       |

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

| Type of financial instrument | Expiration date xiii | Exercise/ Conversion Period xiv | Number of voting rights that may be acquired if the | % of voting rights |
|------------------------------|----------------------|---------------------------------|---|--------------------|
|                              |                      |                                 |   |                    |

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instrument is  
exercised/ converted.

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments xv, xvi  
Resulting situation after the triggering transaction

| Type of financial instrument | Exercise price | Expiration date xvii | Exercise/ Conversion period xviii | Number of voting rights instrument refers to | % of voting rights xix, xx |                |
|------------------------------|----------------|----------------------|-----------------------------------|--|----------------------------|----------------|
| CFD                          |                |                      |                                   | 1,156,464                                    | Nominal<br>0.14%           | Delta<br>0.14% |
| Total (A+B+C)                |                |                      |                                   |  |                            |                |
| Number of voting rights      |                |                      |                                   | Percentage of voting rights                  |                            |                |
| 39,804,155                   |                |                      |                                   | 4.90%  |                            |                |

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

BlackRock Investment Management (UK) Limited - 39,804,155 (4.90%)

Proxy Voting:

10. Name of the 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:

BlackRock Threshold Reporting Team

14. Contact name:

Stuart Watchorn

15. Contact telephone number:

020 7743 5741; stuart.watchorn@blackrock.com

Note: Annex should only be submitted to the FSA not the issuer

Annex: Notification of major interests in share

A: Identity of the persons or legal entity subject to the notification obligation

Full name

(including legal form of legal entities)

BlackRock, Inc.

Contact address

(registered office for legal entities)

33 King William Street, London, EC4R 9AS

Phone number & email

020 7743 5741; stuart.watchorn@blackrock.com

Other useful information

(at least legal representative for legal persons)

Stuart Watchorn

B: Identity of the notifier, if applicable

Full name

Contact address

Phone number & email

Other useful information

(e.g. functional relationship with the person or legal entity subject to the notification obligation)

C: Additional information

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

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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: 9 November, 2010

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary