

PEARSON PLC
Form 6-K
September 08, 2008

**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 September, 2008

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

TR-1i: notification of major interests in shares

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

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

An acquisition or disposal of voting rights	v
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):	[]

3. Full name of person(s) subject to the notification obligationiii: Aviva plc & its subsidiaries

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

:	BNY Norwich Union Nominees Limited	5,402,210 *
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BT Globenet Nominees Limited	9,588*
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Chase GA Group Nominees Limited	13,713,828 *
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Chase Nominees Limited	1,333,155*
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CUIM Nominee Limited
3,574,964*

Vidacos Nominees Limited
165,271*

* denotes direct interest

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

05 September 2008

6. Date on which issuer notified:

08 September 2008

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

3% to <3% change at Direct Interest Level

8. Notified details:

A: Voting rights attached to shares

if possible using the ISIN CODE	Class/type of shares	Situation previous to the Triggering transaction		Resulting situation after the triggering transaction					
		Number of Shares	Number of Voting Rights ^{viii}	N u m b e r o f shares		Number of voting rights		% of voting rights	
				Direct	ix	Direct ^x	Indirect ^{xi}	Direct	Indirect
Ordinary Shares									
GB0006776081		40,189,136	40,189,136	24,199,016	24,199,016	Not disclosable	2.99%	Not disclosable	

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
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N/A

Total (A+B)

Number of voting rights

% of voting rights

24,199,016

2.99%

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

See Section 4

Proxy Voting:

10. Name of the proxy holder: See Section 4

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: Figures are based on a total number of voting rights of 809,143,403.

14. Contact name: Neil Whittaker

15. Contact telephone number: 01603 684420

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: 08 September 2008

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary