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PEARSON PLC  
Form 6-K  
March 12, 2003

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 March 2003

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

Letter to RNS

Notification of change in interest in shares

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We write in accordance with rule 9.12, under the continuing obligations section of the Listing Rules, to notify you that we have today received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 97,133,532 shares, now represents 12.12% of the issued ordinary share capital of Pearson plc. The registered holders of the shares are listed on the schedules attached to this fax. Letter from Pearson PLC Letter to Pearson plc  
Dated 10 March 2003

### SECTION 198 NOTIFICATION Notification of Increase

This Notice is given by The Capital Group Companies, Inc, on behalf of its affiliates, including Capital Research and Management Company, Capital International, Inc., Capital International S.A., Capital International Limited, and Capital Guardian Trust Company, pursuant to Section 198 of the Companies Act 1985. The interest in the relevant share capital indicated below arises by virtue of holdings attributed to the Companies (see Schedule A). These holdings form part of funds managed on behalf of investment clients by the Companies. Share capital to which this relates:

Ordinary Shares (801,645,307 shares outstanding)

Number of shares in which the Companies have an interest:

97,133,532

Name(s) of registered holder(s):

See Schedule B

As of 10 March 2003

Pearson plc

|   | Number of<br>Shares | Percent of<br>Outstanding |
|---|---------------------|---------------------------|
| The Capital Group Companies, Inc. ("CG") holdings | 97,133,532          | 12.117%                   |
| Holdings by CG Management Companies and Funds;    |                     |                           |
| - Capital Guardian Trust Company                  | 62,705,880          | 7.822%                    |
| - Capital International Limited                   | 11,708,348          | 1.461%                    |
| - Capital International S.A.                      | 5,804,505           | 0.724%                    |
| - Capital International, Inc.                     | 9,297,527           | 1.160%                    |
| - Capital Research and Management Company         | 7,617,272           | 0.950%                    |

Schedule A

Schedule of holdings in Pearson plc  
As of 10 March 2003

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## Capital Guardian Trust Company

| Registered Name               | Local Shares |
|-------------------------------|--------------|
| Barclays Bank                 | 1,285,400    |
| Mellon Nominees (UK) Limited  | 1,006,504    |
| ROY Nominees Limited          | 45,100       |
| HSBC Bank plc                 | 15,000       |
| Deutsche Bank AG              | 2,100        |
| Citibank NA                   | 44,700       |
| State Street Bank & Trust Co. | 71,500       |
| MSS Nominees Limited          | 98,400       |
| Royal Bank of Scotland        | 29,600       |
| Citibank London               | 1,020,786    |
| Bankers Trust                 | 2,791,000    |
| Deutsche Bank Mannheim        | 700          |
| Midland Bank plc              | 12,194,900   |
| BT Globenet Nominees Ltd      | 594,835      |
| Chase Nominees Limited        | 25,707,859   |
| Bank of New York Nominees     | 1,519,033    |
| State Street Nominees Limited | 9,246,171    |
| Nortrust Nominees             | 7,032,292    |
| TOTAL                         | 62,705,880   |

## Schedule B

## Capital International Limited

| Registered Name               | Local Shares |
|-------------------------------|--------------|
| State Street Bank & Trust Co. | 247,500      |
| Lloyds Bank                   | 37,100       |
| Citibank NA                   | 23,500       |
| Deutsche Bank AG              | 680,036      |
| HSBC Bank plc                 | 536,930      |

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|                               |            |
|-------------------------------|------------|
| MSS Nominees Limited          | 91,200     |
| KAS UK                        | 27,525     |
| Bankers Trust                 | 1,220,958  |
| Bank One London               | 146,300    |
| Mellon Bank N.A.              | 48,316     |
| Royal Bank of Scotland        | 8,100      |
| Nortrust Nominees             | 1,808,064  |
| Morgan Guaranty               | 200,559    |
| Barclays Bank                 | 55,100     |
| Midland Bank plc              | 74,500     |
| Chase Nominees Limited        | 2,396,934  |
| Northern Trust                | 419,835    |
| Bank of New York Nominees     | 3,221,429  |
| State Street Nominees Limited | 369,062    |
| Clydesdale Bank plc           | 74,100     |
| Citibank London               | 21,300     |
|                               | TOTAL      |
|                               | 11,708,348 |

Schedule B

Capital International S.A.

| Registered Name           | Local Shares |
|---------------------------|--------------|
| MSS Nominees Limited      | 17,800       |
| HSBC Bank plc             | 173,000      |
| Deutsche Bank AG          | 138,752      |
| Citibank NA               | 12,000       |
| RBSTB Nominees Ltd.       | 18,027       |
| Vidacos Nominees Ltd.     | 44,090       |
| Lloyds Bank               | 85,800       |
| National Westminster Bank | 76,600       |

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|                               |           |
|-------------------------------|-----------|
| State Street Bank & Trust Co. | 72,600    |
| J.P.Morgan                    | 475,600   |
| Royal Bank of Scotland        | 1,059,518 |
| Morgan Stanley                | 12,900    |
| Nortrust Nominees             | 11,300    |
| Brown Bros.                   | 73,900    |
| Citibank London               | 27,000    |
| Barclays Bank                 | 712,418   |
| Midland Bank plc              | 560,000   |
| Credit Suisse London Branch   | 20,000    |
| Chase Nominees Limited        | 2,109,237 |
| State Street Nominees Limited | 10,636    |
| Bank of New York Nominees     | 93,327    |
|                               | TOTAL     |
|                               | 5,804,505 |

Schedule B

Capital International, Inc

| Registered Name               | Local Shares |
|-------------------------------|--------------|
| State Street Bank & Trust Co. | 896,796      |
| HSBC Bank plc                 | 26,800       |
| Chase Manhattan Nominee Ltd   | 15,227       |
| Bank of New York Nominees     | 1,094,490    |
| Deutsche Bank AG              | 93,000       |
| Citibank NA                   | 245,857      |
| RBSTB Nominees Ltd            | 39,900       |
| Citibank                      | 33,700       |
| Royal Bank of Scotland        | 135,200      |
| Nortrust Nominees             | 817,698      |
| Citibank London               | 175,100      |
| Bankers Trust                 | 51,500       |

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|                               |           |           |
|-------------------------------|-----------|-----------|
| Deutsche Bank Mannheim        | 33,600    |           |
| Chase Nominees Limited        | 2,489,740 |           |
| State Street Nominees Limited | 2,956,119 |           |
| Midland Bank plc              | 192,800   |           |
|                               |           |           |
|                               | TOTAL     | 9,297,527 |

Schedule B

Capital Research and Management Company

| Registered Name               | Local Shares |           |
|-------------------------------|--------------|-----------|
| State Street Nominees Limited | 500,000      |           |
| Chase Nominees Limited        | 7,117,272    |           |
|                               |              |           |
|                               | TOTAL        | 7,617,272 |

Schedule B

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: 12 March 2003

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary