

PEARSON PLC
Form 6-K
February 19, 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 February 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

Yes

No X

This Report includes the following documents:

1. A press release from Pearson plc announcing Director/PDMR Shareholding

NOTIFICATION OF TRANSACTIONS OF DIRECTORS/PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY AND CONNECTED PERSONS

All relevant boxes should be completed in block capital letters.

- | | |
|---|--|
| <p>1. Name of the issuer</p> <p>PEARSON PLC</p> | <p>2. State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2R; (ii) a disclosure made in accordance with LR 9.8.6R(1); or (iii) a disclosure made in accordance with section 793 of the Companies Act 2006.</p> <p>BOTH (i) AND (ii)</p> |
| <p>3. Name of person discharging managerial responsibilities/director</p> <p>LORD BURNS</p> | <p>4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person</p> <p>N/A</p> |
| <p>5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest¹</p> <p>HOLDING</p> | <p>Description of shares (including class), debentures or derivatives or financial instruments relating to shares</p> <p>ORDINARY SHARES OF 25P EACH</p> |
| <p>7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them</p> <p>LORD BURNS</p> | <p>8. State the nature of the transaction</p> <p>REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP</p> |

- | | |
|---|--|
| <p>9. Number of shares, debentures or financial instruments relating to shares acquired</p> <p>178 SHARES</p> | <p>10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)</p> <p>0.00002%</p> |
| <p>11. Number of shares, debentures or financial instruments relating to shares disposed</p> <p>N/A</p> | <p>12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)</p> <p>N/A</p> |
| <p>13. Price per share or value of transaction</p> <p>£7.6327</p> | <p>14. Date and place of transaction</p> <p>18 SEPTEMBER 2009 - LONDON</p> |
| <p>15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)</p> <p>12,008 0.00148%</p> | <p>16. Date issuer informed of transaction</p> <p>18 FEBRUARY 2010</p> |

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

- | | |
|---|--|
| <p>17. Date of grant</p> <p>N/A</p> | <p>18. Period during which or date on which it can be exercised</p> <p>N/A</p> |
| <p>19. Total amount paid (if any) for grant of the option</p> <p>N/A</p> | <p>20. Description of shares or debentures involved (class and number)</p> <p>N/A</p> |
| <p>21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise</p> <p>N/A</p> | <p>22. Total number of shares or debentures over which options held following notification</p> <p>N/A</p> |
| <p>23. Any additional information</p> <p>N/A</p> | <p>24. Name of contact and telephone number for queries:</p> <p>DAKSHA HIRANI 020 7010 2256</p> |

Name of duly authorised officer of issuer responsible for making notification
DAKSHA HIRANI, ASSISTANT COMPANY SECRETARY

Date of notification:
 19 FEBRUARY 2010

Notes: This form is intended for use by an issuer to make a RIS notification required by DTR 3.14.

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

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: 19 February 2010

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary

NT: 0pt; MARGIN-RIGHT: 0pt" align="center">10

SHARED DISPOSITIVE POWER

- 0 -

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,095,396(1)(2)

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

27.0%

14

TYPE OF REPORTING PERSON

IN

(1) Includes 1,516,854 shares of Common Stock, which number may be adjusted from time to time, into which 270 shares of Series A Convertible Preferred Stock beneficially owned by the Reporting Persons (including 70 shares of Series A Convertible Preferred Stock underlying warrants that are currently exercisable) may be immediately converted. Prior to conversion, such shares of Series A Convertible Preferred Stock are entitled to vote together with Common Stock on all matters on a discounted as-converted basis (the discount is equal to the difference between the conversion price and the market price on the original date of issuance). See Item 5.

(2) Includes options to purchase 11,250 shares of Common Stock granted to Elchanan Maoz in his capacity as director of the Issuer, and exercisable within 60 days from the date hereof.

4

CUSIP NO. 59163F 10 5

The following constitutes Amendment No. 7 ("Amendment No. 7") to the Schedule 13D filed by the undersigned. This Amendment No. 7 amends the Schedule 13D as specifically set forth.

Item 3 is hereby amended to include the following:

The aggregate purchase price of the 567,292 shares of Common Stock beneficially owned by Everest and reported in this Amendment No. 7 is \$965,206, excluding brokerage commissions. The aggregate purchase price of the 200 shares of Preferred Stock (as defined in Amendment No. 6) beneficially owned by Everest and reported in this Amendment No. 7 is \$2,000,000. The shares of Common Stock and Preferred Stock reported herein were purchased with Everest's working capital. No separate cash consideration was paid by Everest in respect of the Everest Warrants (as defined in Amendment No. 6).

Item 5(a) is hereby amended and restated to read as follows:

(a) As of the date of this filing, Everest beneficially owned 2,084,146 shares of Common Stock, including 1,516,854 shares of Common Stock into which the 270 shares of Preferred Stock beneficially owned by the Reporting Persons (including the 70 shares of Preferred Stock underlying the Everest Warrants) may be immediately converted as described above, which constitutes approximately 26.9% of the outstanding shares of the Common Stock as of March 20, 2007 (based upon the 6,233,326 shares of Common Stock that were reported to be outstanding on such date in the Issuer's annual report for the fiscal year ended December 31, 2007 on Form 10-K and filed with Securities and Exchange Commission on March 31, 2008, plus the 1,516,854 shares of Common Stock beneficially owned by Everest through its beneficial ownership of 270 shares of Preferred Stock). MEFM, by virtue of its status as the general partner of Everest, may be deemed to beneficially own the shares of Common Stock held by Everest. Elchanan Maoz may be deemed to beneficially own 2,095,396 shares of Common Stock (consisting of (i) 2,084,146 shares of Common Stock beneficially owned by Everest that Mr. Maoz, by virtue of his status as a controlling stockholder of MEFM, the general partner of Everest, may be deemed to beneficially own and (ii) 11,250 options granted to Mr. Maoz in his capacity as director of the Issuer and exercisable within 60 days from the date hereof). MEFM and Elchanan Maoz disclaim beneficial ownership of such shares of Common Stock except to the extent of their pecuniary interest therein.

The Preferred Stock is convertible into shares of Common Stock at an initial conversion price of \$1.78 per share, which is subject to adjustment from time to time. At the initial conversion price, the 200 shares of Preferred Stock held by Everest are convertible into an aggregate of 1,123,596 shares of Common Stock and, if the Everest Warrants are exercised in full, the additional 70 shares of Preferred Stock will be convertible into an aggregate of 393,258 shares of Common Stock.

Under the terms of the Preferred Stock, the shares of Preferred Stock will vote together with shares of Common Stock on all matters. Holders of Preferred Stock are entitled to the number of votes per share equal to the quotient obtained by dividing (A) the conversion price by (B) \$2.08 (the market price of the Common Stock on the date of issuance), for each share of Common Stock into which such shares of Preferred Stock could be converted. Based on the initial conversion price of \$1.78, the 200 shares of Preferred stock held by Everest would entitle it to exercise voting power over 961,539 shares of Common Stock and, if the Everest Warrants are exercised in full, the additional 70 shares of Preferred Stock would entitle it to exercise voting power over 336,538 shares of Common Stock.

CUSIP NO. 59163F 10 5

Item 5(c) is hereby amended to add the following:

(c) Set forth below are the transactions effected by Everest with respect to the Common Stock during the past sixty days. All such transactions were effected in the open market. No other Reporting Person effected any transactions with respect to the Common Stock during the past sixty days.

Everest Special Situations Fund L.P. Transactions

Date of Purchase	Price (\$)	No. of Shares Purchased
4/3/08	0.6991	5,967
4/3/08	0.7214	350
4/3/08	0.7994	8,105
4/3/08	0.8500	400
4/3/08	0.8900	714
4/3/08	0.9000	3,000
4/3/08	0.9000	100
4/3/08	0.8200	15,982
4/3/08	0.8708	1,199
4/3/08	0.9000	3,899
4/3/08	0.8500	3,699
4/3/08	0.9000	600
4/4/08	0.9040	4,895

CUSIP NO. 59163F 10 5

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 7, 2008

EVEREST SPECIAL SITUATIONS FUND L.P.

By: Maoz Everest Fund Management Ltd.,
its General Partner

By: /s/ Elchanan Maoz
Name: Elchanan Maoz
Title: Chairman and Chief Executive Officer

MAOZ EVEREST FUND MANAGEMENT LTD.

By: /s/ Elchanan Maoz
Name: Elchanan Maoz
Title: Chairman and Chief Executive Officer

/s/ Elchanan Maoz
ELCHANAN MAOZ