

Edgar Filing: PEARSON PLC - Form SC 13G/A

PEARSON PLC  
Form SC 13G/A  
February 12, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 6)\*

Pearson plc  
(Name of Issuer)

Ordinary Shares  
(Title of Class of Securities)

0677608  
(CUSIP Number)

December 29, 2006  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: PEARSON PLC - Form SC 13G/A

CUSIP: 0677608

Page 1 of 5

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Capital Group International, Inc.  
95-4154357
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
- 3 SEC USE ONLY (b)
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California
- 5 SOLE VOTING POWER  
4,841,590
- 6 SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
NONE
- 7 SOLE DISPOSITIVE POWER  
5,901,140
- 8 SHARED DISPOSITIVE POWER  
NONE
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,901,140 Beneficial ownership disclaimed pursuant to Rule 13d-4
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.7%
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
HC

Edgar Filing: PEARSON PLC - Form SC 13G/A

CUSIP: 0677608

Page 2 of 5

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Schedule 13G  
Under the Securities Exchange Act of 1934

Amendment No. 6

Item 1(a) Name of Issuer:  
Pearson plc

Item 1(b) Address of Issuer's Principal Executive Offices:  
80 Strand  
London WC2R 0RL, UK

Item 2(a) Name of Person(s) Filing:  
Capital Group International, Inc.

Item 2(b) Address of Principal Business Office or, if none,  
Residence:  
11100 Santa Monica Blvd.  
Los Angeles, CA 90025

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:  
Ordinary Shares

Item 2(e) CUSIP Number:  
0677608

Item 3 If this statement is filed pursuant to sections 240.13d-1(b)  
or 240.13d-2(b) or (c), check whether the person filing is a:  
(d)  Investment company registered under section 8  
of the Investment Company Act of 1940 (15 U.S.C. 80a-8).  
(g)  A parent holding company or control person in  
accordance with section 240.13d-1(b) (1) (ii) (G).

Item 4 Ownership

Provide the following information regarding the aggregate  
number and percentage of the class of securities of the issuer  
identified in Item 1.

See page 2

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
  - (ii) Shared power to vote or to direct the vote:
  - (iii) Sole power to dispose or to direct the disposition of:
  - (iv) Shared power to dispose or to direct the disposition of:

Edgar Filing: PEARSON PLC - Form SC 13G/A

CUSIP: 0677608

Page 3 of 5

Capital Group International, Inc. ("CGII") is the parent holding company of a group of investment management companies that hold investment power and, in some cases, voting power over the securities reported in this Schedule 13G. The investment management companies, which include a "bank" as defined in Section 3(a)(6) of the Securities Exchange Act of 1934 (the "Act") and several investment advisers registered under Section 203 of the Investment Advisers Act of 1940, provide investment advisory and management services for their respective clients which include registered investment companies and institutional accounts. CGII does not have investment power or voting power over any of the securities reported herein. However, by virtue of Rule 13d-3 under the Act, CGII may be deemed to "beneficially own" 5,901,140 shares or 0.7% of the 805,864,487 shares of Ordinary Shares believed to be outstanding.

Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6 Ownership of More than Five Percent on Behalf of Another Person: N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

1. Capital Guardian Trust Company is a bank as defined in Section 3(a)(6) of the Act and an investment adviser registered under Section 203 of the Investment Adviser Act of 1940, and a wholly owned subsidiary of Capital Group International, Inc.
2. Capital International Limited (CIL) does not fall within any of the categories described in Rule 13d-1(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CIL is a wholly owned subsidiary of Capital Group International, Inc.

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and

## Edgar Filing: PEARSON PLC - Form SC 13G/A

are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP: 0677608

Page 4 of 5

### Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2007

Signature: \*David I. Fisher  
Name/Title: David I. Fisher, Chairman  
Capital Group International, Inc.

\*By /s/ Kenneth R. Gorvetzian  
Kenneth R. Gorvetzian  
Attorney-in-fact

Signed pursuant to a Power of Attorney dated September 5, 2006 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Group International, Inc. on October 10, 2006 with respect to HanesBrands Inc.

CUSIP: 0677608

Page 5 of 5