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PEARSON PLC
Form F-6EF
November 09, 2005

As Filed with the Securities and Exchange Commission on November 9, 2005.
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

PEARSON PLC
(Exact name of issuer of deposited securities as specified in its charter)

N.A.
(Translation of issuer's name into English)

England and Wales
(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK
(Exact name of depositary as specified in its charter)

One Wall Street, New York, N.Y. 10286
Telephone (212) 495-1784
(Address, including zip code, and telephone number, including area code,
of depositary's principal executive offices)

The Bank of New York
ADR Division
One Wall Street, 29th Floor
New York, NY 10286
Telephone (212)-495-1784
(Address, including zip code, and telephone number, including area code,
of agent for service)

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time)

If a separate statement has been filed to register the deposited shares,
check the following box.

CALCULATION OF REGISTRATION FEE

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| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum Aggregate price per unit (1) | Proposed aggregate price |
|---|--|---|--------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share evidencing one ordinary shares of Pearson plc. | 100,000,000 American Depositary Shares | \$.05 | \$5, |

(1) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

As permitted by Rule 429 under the Securities Act of 1933, the Prospectus included in this Registration Statement also relates to the Depositary Shares registered under Registration Statement on Form F-6 (Nos. 33-89456, 333-12374 and 333-12606) previously filed by the registrant.

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit (1) to this Registration Statement, which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item 1. Description of the Securities to be Registered

CROSS REFERENCE SHEET

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depositary | Introductory Paragraph |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt - upper corner |

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| | | |
|--------|---|--|
| (ii) | The procedure for voting, if any, the deposited securities | Paragraphs (15), (16) and (18) |
| (iii) | The collection and distribution of dividends | Paragraphs (4), (12), (13), (15) and (18) |
| (iv) | The transmission of notices, reports and proxy soliciting material | Paragraphs (11), (15), (16) and (18) |
| (v) | The sale or exercise of rights | Paragraph (13), (14), (15) and (18) |
| (vi) | The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (12), (13), (15), (17) and (18) |
| (vii) | Amendment, extension or termination of the Deposit Agreement | Paragraphs (20) and (21) |
| (viii) | Rights of holders of receipts to transfer books of the Depository and the list of holders of receipts | Paragraph (11) inspect the |
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (2), (3), (4), (5), (6), (8) |

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Item Number and Caption

Location in Form of
American Depositary Receipt
Filed Herewith as Prospectus

| | | |
|-----|---|--------------------------------------|
| (x) | Limitation upon the liability of the Depository | Paragraphs (14), (18), (19) and (21) |
| (3) | Fees and Charges | Paragraph (7) and (8) |

Item 2. Available Information

Item Number and Caption

Location in Form of
American Depositary Receipt
Filed Herewith as Prospectus

| | | |
|------|---|-------------------------|
| 2(a) | Statement that Pearson plc is subject to the reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Commission and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (11) periodic |
|------|---|-------------------------|

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. Exhibits

* (1) Form of Deposit Agreement (including the form of American Depositary Receipt), dated as of March 21, 1995, as amended and restated as of August 8, 2000, among Pearson plc (the "Issuer"), The Bank of New York, as Depositary (the "Depositary"), and each Owner and holder from time to time of American Depositary Receipts ("ADRs") issued thereunder.

(4) Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities being registered.

(5) Certification under Rule 466.

Item 4. Undertakings

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the Issuer which are both (1) received by the Depositary as the holder of the deposited securities and (2) made generally available to the holders of the underlying securities by the Issuer.

(b) The Depositary hereby undertakes to notify each registered holder of an ADR at least thirty days before any change in the fee schedule.

* Incorporated by reference to Form F-6 Registration Statement No. 333-12606 filed by the Registrant with the Commission

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, The Bank of New York, on behalf of the legal entity created by the Deposit Agreement, dated as of March 21, 1995, as amended and restated as of August 8, 2000, among Pearson plc, The Bank of New York, as Depositary, and each Owner and holder of an American Depositary Receipt issued thereunder certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on November 9, 2005.

By: THE BANK OF NEW YORK,
as Depositary

By: \s\ David S. Stueber

Name: David S. Stueber
Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, Pearson plc has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in England on November 9, 2005.

Pearson plc

By: \s\ Marjorie Scardino

Name: Marjorie Scardino

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by or on behalf of the following persons in the capacities indicated on November 9, 2005.

| Name | Title |
|--|---|
| ----- | ----- |
| \s\ Marjorie Scardino ----- Marjorie Scardino | Chief Executive Officer (Principal Executive Officer) |
| \s\ Rona Fairhead ----- Rona Fairhead | Chief Financial Officer (Principal Financial Officer) |
| \s\ Rona Fairhead ----- Rona Fairhead | Chief Financial Officer (Principal Accounting Officer) |
| \s\ Glen Moreno ----- Glen Moreno | Chairman |
| \s\ David Bell ----- David Bell | Director |
| \s\ John Makinson ----- John Makinson | Director |
| \s\ Terry Burns ----- Terry Burns | Senior Independent Director |
| \s\ Philip Hoffman ----- Philip Hoffman Executive Vice President, Pearson, Inc | Authorized Representative in the United States |

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Non-executive Director

Patrick Cescau

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| | |
|------------------------|------------------------|
| ----- Susan Fuhrman | Non-executive Director |
| ----- Reuben Mark | Non-executive Director |
| ----- Vernon Sankey | Non-executive Director |
| ----- Rana Talwar | Non-executive Director |

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INDEX TO EXHIBITS

Exhibit
Number

- (4) Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities being registered.
- (5) Certification under Rule 466.

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