

INTERACTIVE DATA CORP/MA/

Form SC 13D/A

August 02, 2010

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 5)

**Information To Be Included in Statements Filed Pursuant to § 240.13d-1(a) and
Amendments Thereto Filed Pursuant to § 240.13d-2(a)**

INTERACTIVE DATA CORPORATION

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

237596101

(CUSIP Number)

Philip Hoffman

c/o Pearson Inc.

1330 Avenue of the Americas, 7th Floor

New York, New York, 10019

(212) 641-2421

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

With Copies to:

Charles E. Engros, Jr., Esq.

Morgan, Lewis & Bockius LLP

101 Park Avenue

New York, New York 10178

(212) 309-6000

July 29, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because off §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

TABLE OF CONTENTS

Item 1 Security and Issuer

Item 4. Purposes of Transactions

Item 5. Interest in Securities of the Issuer

Table of Contents

CUSIP No. 237596101

13D

1 NAME OF REPORTING PERSONS

PEARSON PLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4

NOT APPLICABLE

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

ENGLAND & WALES

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

| | | |
|-----------------------------|-----------|--------------------------|
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
PEARSON OVERSEAS HOLDINGS LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
ENGLAND & WALES

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON*

14

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
PEARSON NETHERLANDS B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
NETHERLANDS

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON*

14

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
PEARSON LUXEMBOURG HOLDINGS NO. 2 LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
ENGLAND & WALES

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON*

14

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
PEARSON LUXEMBOURG HOLDINGS SARL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
LUXEMBOURG

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON*

14

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
PEARSON NETHERLANDS HOLDINGS B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
NETHERLANDS

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON*

14

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS

PEARSON INC. EIN: 51-0261654

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

0

9 EACH REPORTING SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON*

14

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
 PEARSON LONGMAN, INC. EIN: 13-2971110

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) o
 (b) p

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEM 2(d) OR 2(e)
 o

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 DELAWARE

7 SOLE VOTING POWER
 NUMBER OF 0

8 SHARES SHARED VOTING POWER
 BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
 REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON*

14

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS

PEARSON DBC HOLDINGS INC. EIN: 13-4149604

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES SHARED VOTING POWER

BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON*

14

CO

Table of Contents

Item 1 Security and Issuer

This Amendment No. 5 (Amendment No. 5) to the Statement on Schedule 13D, originally filed on November 24, 1999 (as amended by Amendment No. 1, filed on March 9, 2000, Amendment No. 2, filed on January 8, 2001, Amendment No. 3, filed on January 9, 2006 and Amendment No. 4, filed on May 5, 2010 and as so amended, the Statement), with respect to the common stock, par value \$.01 per share (Common Stock) of Interactive Data Corporation, a Delaware corporation (the Company), amends Items 4 and 5 of the Statement. The principal executive office of the Company is 22 Crosby Drive, Bedford, MA 01730. Information given in response to each item shall be deemed incorporated by reference in all other items. Capitalized terms used but not defined in this Amendment No. 5 shall have the respective meanings ascribed to them in the Statement.

-11-

Table of Contents

Item 4. Purposes of Transactions

Item 4 is hereby amended and supplemented as follows:

On July 29, 2010, pursuant to an Agreement and Plan of Merger, dated as of May 3, 2010, among Hg Investors LLC, a Delaware limited liability company (Parent), Igloo Merger Corporation, a Delaware corporation and direct wholly-owned subsidiary of Parent (Merger Sub), and the Company, Merger Sub merged with and into the Company, with the Company continuing as the surviving corporation and a direct wholly-owned subsidiary of Parent. As a result, each holder of Common Stock became entitled to receive \$33.86 per share in cash, without interest, and the Reporting Persons have ceased to own, either directly or beneficially, any Common Stock.

Item 5. Interest in Securities of the Issuer

Item 5 as set forth in the Statement is amended and restated to read in its entirety as follows:

- (a) As of the date hereof, the Reporting Persons are not the beneficial owners of any shares of Common Stock.
- (b) As of the date hereof, the Reporting Persons are not deemed to hold any power to vote or dispose of any Common Stock.

Table of Contents

(c) Other than as described in Item 4, there have been no transactions in the shares of Common Stock during the past sixty days by any Reporting Person or any other person listed on Schedule B.

(d) Not applicable.

(e) On July 29, 2010, the Reporting Persons ceased to be beneficial owners of any Common Stock.

Except as described in this response to Item 5, none of the persons listed on Schedule B beneficially own any shares of Common Stock.

[The remainder of this page intentionally left blank]

-13-