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MARKETWATCH COM INC
Form SC 13D
July 08, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED
IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13d-2(a)

MARKETWATCH.COM, INC.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

570619106

(CUSIP Number)

Thomas Wharton
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:
Howard A. Kenny, Esq.
Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, New York 10178
(212) 309-6000

January 16, 2004

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13D to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the

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following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 8 Pages)

(1)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 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).

CUSIP No. 570619106

13D

Page 2 of 8 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

PEARSON PLC

EIN:

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

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

0

NUMBER OF SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5,636,814

9 SOLE DISPOSITIVE POWER

0

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10 SHARED DISPOSITIVE POWER

5,636,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,636,814

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

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

22.5%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 570619106

13D

Page 3 of 8 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

PEARSON INTERNATIONAL FINANCE LTD. (F/K/A SPINMERIT LTD.)
EIN:

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

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) []

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ENGLAND & WALES

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH

8 SHARED VOTING POWER
5,636,814

9 SOLE DISPOSITIVE POWER

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REPORTING
PERSON WITH

0

10 SHARED DISPOSITIVE POWER

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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[]

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22.5%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer

This Statement on Schedule 13D relates to the Common Stock, par value \$.01 per share (the "Common Stock"), of MarketWatch.com, Inc., a Delaware Corporation (f/k/a NMP Inc.), ("Company" or "Issuer") with its principal executive office located at 825 Battery Street, San Francisco, CA 94111. The Issuer's Common Stock were acquired by the Reporting Persons as a result of the merger of MarketWatch Media Inc. (f/k/a MarketWatch.com Inc.) and Pinnacor Inc., a wholly-owned subsidiary of the Issuer on January 16, 2004 (the "Merger"), pursuant to which, among other things, each share of common stock of MarketWatch Media, Inc. was exchanged for one share of Common Stock of the Company.

Item 2. Identity and Background

This Statement is being filed by each of the following persons pursuant to Rule 13d-2(a) promulgated by the Securities and Exchange Commission (the "Commission"): (i) Pearson plc, a corporation organized under the laws of England & Wales ("Pearson"), and (ii) Pearson International Finance Ltd., a corporation organized under the laws of England & Wales and a wholly-owned direct subsidiary of Pearson ("PIFL") (collectively, the "Reporting Persons").

Pearson is an international media company. PIFL is a wholly-owned subsidiary of Pearson.

The executive officers and directors of Pearson and PIFL, as of May 1, 2004, are set forth on Schedules A and B attached hereto, containing the following information with respect to each such person:

- (a) Name and Position;
- (b) Residence or business address;
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other

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organization in which such employment is conducted.

During the last five years, none of the Reporting Persons or any person named in any of Schedules A and B attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The Issuer's Common Stock were acquired by the Reporting Persons as a result of the merger of MarketWatch Media Inc. (f/k/a MarketWatch.com Inc.) and Pinnacor Inc., a wholly-owned subsidiary of the Issuer on January 16, 2004 (the "Merger"), pursuant to which, among other things, each share of common stock of MarketWatch Media, Inc. was exchanged for one share of Common Stock of the Company.

4

Item 4. Purposes of Transactions

Except set forth in Item 6 below, the Reporting Persons have no current plan or proposal that relates to, or would result in, any of the actions enumerated in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Notwithstanding the foregoing, the Reporting Persons may, at any time and from time to time, purchase additional Common Stock of the Issuer and may dispose of any and all Common Stock of the Issuer held by them.

The information set forth under Item 6 below is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

(a) and (b) PIFL is the beneficial owner of 5,636,814 shares, or approximately 22.5%, of the Issuer's issued and outstanding Common Stock (based on approximately 25,057,910 Common Stock as reported by the Issuer to be issued and outstanding as of May 31, 2004).

Pearson, which is the parent company of PIFL, may be deemed also to beneficially own these shares of Common Stock indirectly as a result of its control relationship with PIFL. Any such beneficial ownership would represent the same shared voting and dispositive power exercised by PIFL over the shares. Pearson disclaims beneficial ownership of the shares.

(c) None

(d) None

(e) None

Item 6. Contract, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer

Pursuant to an Agreement and Plan of Merger, dated as of July 22, 2003 and amended as of December 15, 2003 (the "Merger Agreement"), by and among the Company, MarketWatch Media, Inc. (f/k/a MarketWatch.com, Inc.) ("MarketWatch

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Media"), Pinnacor Inc. ("Pinnacor"), Maple Merger Sub, Inc. ("Maple Merger Sub") and Pine Merger Sub, Inc. ("Pine Merger Sub"), Maple Merger Sub merged with and into MarketWatch Media (the "MarketWatch Merger") and Pine Merger Sub merged with and into Pinnacor (the "Pinnacor Merger" and together with the MarketWatch Merger, the "Merger"). After the Merger, which closed on January 16, 2004, MarketWatch Media and Pinnacor became a wholly-owned subsidiary of the Issuer.

5

In connection with the Merger, pursuant to the Voting and Waiver Agreement (the "Voting Agreement"), dated July 22, 2003 and amended as of December 15, 2003, by and among CBS Broadcasting Inc. ("CBSBI"), MarketWatch.com Inc., Pinnacor, Inc. and PIFL, the following agreements were assigned by MarketWatch.com Inc., to Issuer.

- o The First Amended and Restated Stockholders' Agreement, was entered into March 23, 2004 and deemed effective as of January 16, 2004, (the "Stockholders' Agreement"), by and among CBSBI, Pearson Overseas Holdings Limited ("POHL") (another subsidiary of Pearson from which PIFL has acquired the shares of the Issuer's Common Stock and as a result succeeded to the interests of POHL in this Stockholders' Agreement), MarketWatch.com, Inc. and NMP, Inc., and assigned to the Issuer as a result of the Merger. The amended and restated Stockholders' Agreement provides that CBSBI and PIFL each has the right to nominate a number of candidates to the Issuer's board of directors based upon the percentage of outstanding voting securities then held by CBSBI and PIFL and a mutual right of first refusal in the event that either party desires to sell any of the Issuer's securities held by it to a third party. In addition, each of CBSBI and PIFL has the right to purchase additional shares of the Common Stock if the Issuer proposes to issue additional securities. If a competitor of CBSBI directly or indirectly acquires more than 30% of the voting power of PIFL or substantially all of PIFL's assets at a time when PIFL beneficially owns at least 10% of the Issuer's outstanding Common Stock, CBSBI may within sixty days either purchase all of the Issuer's securities held by PIFL or require PIFL to place the securities in a trust, which would then dispose of the securities. At such time PIFL would forfeit its board representation in either event. The description of the First Amended and Restated Stockholders' Agreement is qualified in its entirety by reference to the First Amended and Restated Stockholders' Agreement, which is Exhibit 4 hereto, and is incorporated by reference herein.
- o The registration rights agreement (the "Registration Rights Agreement"), entered into in January 1999, by CBSBI, MarketWatch.com, Inc. and DBC, pursuant to which CBSBI has certain demand, piggyback and shelf registration rights. This description of the Registration Rights Agreement is qualified in its entirety by reference to the Registration Rights Agreement, which is Exhibit 5 hereto, and is incorporated by reference herein.

The description of the Voting Agreement is qualified in its entirety by reference to the Voting and Waiver Agreement and Amendment No. 1 to the Voting and Waiver Agreement, which are Exhibit 6 and Exhibit 7 hereto, and is incorporated by reference herein.

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Except as described in this Item 6, none of the Reporting Persons have any other existing agreement with respect to the Common Stock or other securities of the Issuer.

6

Item 7. Materials to Be Filed as Exhibits

- Exhibit 1: Agreement relating to the filing of joint acquisition statements as required by Rule 13d-1 (k) (1) under the Securities Exchange Act of 1934, as amended.
- Exhibit 2: Agreement of Plan of Merger, dated as of July 22, 2003, by and among the Company, MarketWatch Media, Pinnacor, Maple Merger Sub and Pine Merger Sub (incorporated by reference to Exhibit 99.1, filed with MarketWatch Media's Report on Form 8-K (File No. 000-25113) on July 23, 2003).
- Exhibit 3: Amendment No. 1 to the Agreement and Plan of Merger, dated as of December 15, 2003, by and among the Issuer, MarketWatch Media, Pinnacor, Maple Merger Sub and Pine Merger Sub (incorporated by reference to Exhibit 99.1, filed with MarketWatch Media's Report on Form 8-K (File No. 000-25113) on December 15, 2003).
- Exhibit 4: First Amended and Restated Stockholders' Agreement, dated as of March 23, 2004, effective January 16, 2004 by and among CBS Broadcasting Inc., Pearson Overseas Holdings Limited, MarketWatch.com, Inc. and NMP, Inc. (incorporated by reference to Exhibit 4.04, filed with MarketWatch.com Inc.'s Annual Report on Form 10-K (File No. 000-50562) on March 30, 2004).
- Exhibit 5: Registration Rights Agreement, dated as of January 13, 1999, among MarketWatch.com, Inc. (now merged into a subsidiary of the Issuer), Data Broadcasting Corporation and CBS Broadcasting Inc. (incorporated by reference to Exhibit 4.02 filed with MarketWatch.com Inc.'s Annual Report on Form 10-K (File No. 000-25113) on March 31, 1999).
- Exhibit 6: Voting and Waiver Agreement, dated July 22, 2003, by and among the Issuer, MarketWatch.com Inc., (now merged into a subsidiary of the Issuer), Pinnacor Inc. and Pearson International Finance Ltd. (incorporated by reference to Exhibit 99.2, filed with MarketWatch Media's Report on Form 8-K (File No. 000-25113) on July 23, 2003).
- Exhibit 7: Amendment No.1 to the Voting and Waiver Agreement, dated December 15, 2003, by and among the Issuer, MarketWatch.com Inc., (now merged into a subsidiary of the Issuer), Pinnacor Inc. and Pearson International Finance Ltd. (incorporated by reference to Exhibit 99.2, filed with MarketWatch Media's Report on Form 8-K (File No. 000-25113) on December 15, 2003).

7

SIGNATURE

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

Dated: July 9, 2004

Pearson plc

By: /s/ Stephen Jones

Name: Stephen A. Jones
Title: Deputy Secretary

Pearson International Finance Ltd.

By: /s/ Stephen Jones

Name: Stephen A. Jones
Title: Secretary

8

EXHIBIT INDEX

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9

SCHEDULE A

Name, position, business address and present principal occupation or employment of the directors and executive officers of

PEARSON PLC

Name & Position	Business Address(1)	Present Principal Address of Employment
Lord Stevenson Chairman		Chairman of Pearson 80 Strand, London
Marjorie Scardino Chief Executive		Chief Executive of 80 Strand, London
David Bell Director for People Chairman of FT Group		Chairman of the FT c/o Pearson plc 80 Strand, London
Lord Burns Non-Executive Director		Member of the Hous 13 North Avenue, L
Patrick Cescau Non-Executive Director		Director of Unilev Unilever House, Bl London EC4P 4BQ
Rona Fairhead Chief Financial Officer		Chief Financial Of 80 Strand, London
Peter Jovanovich Chief Executive, Pearson Education		Chief Executive of c/o Pearson plc

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John Makinson Chairman/Chief Executive, Penguin Group	80 Strand, London Chairman of the Pe c/o Pearson plc 80 Strand, London
Reuben Mark Non-Executive Director	Chairman and Chief Colgate Palmolive 300 Park Avenue, N
Vernon Sankey Non-Executive Director	Various directorsh Non-executive dire 80 Strand, London
Rana Talwar Non-Executive Director	Various directorsh Non-executive dire 80 Strand, London

 (1) The business address for each director and executive officer of Pearson plc is 80 Strand, London WC2R 0RL.

10

SCHEDULE B

Name, position, business address and present principal occupation or employment of the directors and executive officers of

PEARSON INTERNATIONAL FINANCE LTD.

Name & Position	Business Address(1)	Present Principal Address of Employment
-----	-----	-----
David H. Colville Director		Chartered Accountant 80 Strand, London
Rona Fairhead Director		Chief Financial Officer 80 Strand, London
Alan Miller Director		Director of Purchasing 80 Strand, London
Stephen Jones Secretary		Deputy Secretary 80 Strand, London

 (1) The business address for each director and executive officer of Pearson International Finance Ltd. is 80 Strand, London WC2R 0RL.

