

PEARSON PLC
Form 6-K
January 31, 2017

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 January 2017

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
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

Yes

No X

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARESⁱ

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ii

Pearson PLC

2 Reason for the notification (please tick the appropriate box or boxes):

An acquisition or disposal of voting rights X

An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached

An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments

An event changing the breakdown of voting rights

Other (please specify): X
 Type 1 disclosure as per the Transparency Directive II Regulation

3. Full name of person(s) subject to the notification obligation: iii

Schroders plc

4. Full name of shareholder(s) (if different from 3.):iv

Schroder Investment Management Limited

5. Date of the transaction and date on which the threshold is crossed or reached: v

27.01.17

6. Date on which issuer notified: 30.01.17

7. Threshold(s) that is/are crossed or reached: vi, vii

Above 10%

8. Notified details:

A: Voting rights attached to shares viii, ix

Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction Number of Shares Number of Voting Rights	Resulting situation after the triggering transaction Number of voting rights
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			Number of shares		% of voting rights x
			Direct xi	Indirect xii	Direct
GB0006776081	43,233,562	42,151,560	84,525,261	84,525,261	10.281%

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

Type of financial instrument	Expiration date xiii	Exercise/ Conversion Period xiv	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
N/A	N/A	N/A	N/A	N/A

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments xv, xvi

Resulting situation after the triggering transaction

Type of financial instrument	Exercise price	Expiration date xvii	Exercise/ Conversion period xviii	Number of voting rights instrument refers to	% of voting rights xix, xx
N/A	N/A	N/A	N/A	N/A	Nominal N/A

Total (A+B+C)

Number of voting rights	84,525,261	Percentage of voting rights	10.281%
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9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: xxi

Schroder Investment Management Limited

84,525,261

10.281%

Proxy Voting:

10. Name of the proxy holder:

11. Number of voting rights proxy holder will cease to hold:

12. Date on which proxy holder will cease to hold voting rights:

13. Additional information:

This notification is being made based on the legal entity position exceeding 10%. Schroders Plc's

position
remains as
per the
previous
disclosure
dated 26th
January
2017. The
shares
referred to
in section 9
are held in
portfolios
managed by
those firms
on a
discretionary
basis for
clients
under
investment
management
agreements.
This
disclosure
has been
calculated
based on
issue share
capital
amount
822,126,713.
Shaheen
Hussain
+44 207
658 6000

14. Contact name:

15. Contact telephone number:

Natalie Dale
Deputy Company Secretary
Pearson plc

31 January 2017

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: 31 January 2017

By: /s/ NATALIE DALE

Natalie Dale
Deputy Company Secretary