

PEARSON PLC  
Form 6-K  
February 15, 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 February 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 SHARES<sup>i</sup>

|   |  |
|---|--|
| 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):   |  |
| 3. Full name of person(s) subject to the notification obligation: iii   | BlackRock, Inc.  |
| 4. Full name of shareholder(s) (if different from 3.):iv  |  |
| 5. Date of the transaction and date on which the threshold is crossed or reached: v   | 13 February, 2017  |
| 6. Date on which issuer notified:   | 14 February, 2017  |
| 7. Threshold(s) that is/are crossed or reached: vi, vii   | Voting rights attached to shares holding for BlackRock, Inc. has gone above 5% |
| 8. Notified details:  |  |
| A: Voting rights attached to shares viii, ix  |  |

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| Class/type of shares<br>if possible using the ISIN<br>CODE | Situation previous to the triggering transaction |                         | Resulting situation after the triggering transaction |              |                      |
|--|--|-------------------------|--|--------------|----------------------|
|  | Number of Shares                                 | Number of Voting Rights | Number of voting rights                              |              | % of voting rights x |
|  |  |                         | Direct xi  | Indirect xii |                      |
| GB0006776081   | 40,771,533                                       | 40,771,533              | N/A  | 41,834,699   | 5.08%                |

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 |
|------------------------------|----------------------|--------------------------------|---|--------------------|
| Securities Lending           | N/A                  | N/A                            | 15,141,712  | 1.84%              |

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 |
|------------------------------|----------------|----------------------|----------------------------------|--|----------------------------|
| CFD                          | N/A            | N/A                  | N/A                              | 359,697                                      | Nominal<br>0.04%           |

Total (A+B+C)

| Number of voting rights | Percentage of voting rights |
|-------------------------|-----------------------------|
| 57,336,108              | 6.97%                       |

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: xxi

See Annex 1

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: BlackRock  
Regulatory  
Threshold  
Reporting  
Team

14. Contact name: Marc-Oliver  
Lesch

15. Contact telephone number: 020 7743  
3650

Natalie Dale  
Deputy Company Secretary  
Pearson plc  
15 February 2017  
Annex 1

| Name | % of voting rights if it<br>equals or is higher than the<br>notifiable threshold | % of voting rights through financial<br>instruments if it equals or is higher<br>than the notifiable threshold | Total of both if it equals<br>or is higher than the<br>notifiable threshold |
|------|--|--|---|
|------|--|--|---|

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock Holdco 4, LLC

BlackRock Holdco 6, LLC

BlackRock Delaware  
Holdings Inc.

BlackRock Fund Advisors

BlackRock Institutional  
Trust Company, National  
Association

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.

BlackRock Group Limited

BlackRock Advisors (UK)  
Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.

BlackRock Group Limited

BlackRock Investment  
Management (UK) Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.

BlackRock Australia  
Holdco Pty. Ltd.

BlackRock Investment  
Management (Australia)  
Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.

BlackRock (Singapore)  
Holdco Pte. Ltd.

BlackRock Asia-Pac  
Holdco, LLC

BlackRock HK Holdco  
Limited

BlackRock Cayco Limited

BlackRock Trident  
Holding Company Limited

BlackRock Japan Holdings  
GK

BlackRock Japan Co., Ltd.

BlackRock, Inc.

Trident Merger, LLC

BlackRock Investment  
Management, LLC

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.

BlackRock Holdco 3, LLC

BlackRock Canada  
Holdings LP

BlackRock Canada  
Holdings ULC

BlackRock Asset  
Management Canada  
Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock Holdco 4, LLC

BlackRock Holdco 6, LLC

BlackRock Delaware  
Holdings Inc.

BlackRock Fund Advisors

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock Capital  
Holdings, Inc.

BlackRock Advisors, LLC

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.

BlackRock (Singapore)  
Holdco Pte. Ltd.

BlackRock (Singapore)  
Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.

BlackRock Group Limited



BlackRock International  
Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.

BlackRock Group Limited

BlackRock Investment  
Management (UK) Limited

BlackRock Asset  
Management Deutschland  
AG

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.

BlackRock (Singapore)  
Holdco Pte. Ltd.

BlackRock Asia-Pac  
Holdco, LLC

BlackRock HK Holdco  
Limited

BlackRock Asset  
Management North Asia  
Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial  
Management, Inc.

BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.

BlackRock Group Limited

BlackRock (Netherlands)  
B.V.

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: 15 February 2017

By: /s/ NATALIE DALE

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Natalie Dale

Deputy Company Secretary

