

PEARSON PLC  
Form 6-K  
March 10, 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 March 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:

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

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

An acquisition or disposal  X  
of voting rights

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 BlackRock,  
the notification Inc.  
obligation:

iii  
4. Full name of  
shareholder(s)

(if different from 3.):iv

5. Date of the  
transaction and date 8 March,  
on which the threshold is 2017  
crossed or reached:

v  
6. Date on which issuer 9 March,  
notified: 2017

7. Threshold(s) that Voting  
is/are crossed rights  
or reached: attached to

vi, vii shares holding for BlackRock, Inc. has gone below 5%

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		Resulting situation after the triggering transaction		
	Number of Shares	Number of Voting Rights	Number of voting rights	Indirect	% of voting rights x
GB0006776081	41,834,699	41,834,699	Direct xi	Indirect xii	Direct xiii
			N/A	37,288,255	4.53% N/A

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	19,477,190	2.36%

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	1,081,200	<del>0.13%</del> 0.13%

Total (A+B+C)

Number of voting rights  
57,846,645

Percentage of voting rights  
7.03%

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

10 March 2017

Annex 1

Name	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
BlackRock, Inc. Trident Merger, LLC BlackRock Investment Management, LLC			
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 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 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.  
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, 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 Investment  
Management (UK) Limited

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 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 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.

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 International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock Group Limited  
BlackRock International  
Limited

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: 10 March 2017

By: /s/ NATALIE DALE

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Natalie Dale

Deputy Company Secretary



