

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 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):	
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	

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		% of voting rights x
			Direct xi	Indirect xii	
GB0006776081	40,771,533	40,771,533	N/A	41,834,699	50.8%

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 Delta 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 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
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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

Natalie Dale

Deputy Company Secretary

