

PEARSON PLC
Form 6-K
October 20, 2016

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 October 2016

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

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

Silchester
International
Investors
LLP

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

Silchester
International
Investors
International
Value Equity
Taxable
Trust

Silchester
International
Investors
International
Value Equity
Trust

Silchester
International

Investors
International
Value Equity
Group Trust

Silchester
International
Investors
Tobacco
Free
International
Value Equity
Trust

The Calleva
Trust

5. Date of the transaction and date on which the threshold crossed or reached: v
19th October 2016

6. Date on which issuer notified: 19th October 2016

7. Threshold(s) that is/are crossed or reached: vi, vii
Crossing 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 shares	% of voting rights x
			Direct xi	Indirect xii Direct indirect
GB0006776081	40,775,547	40,775,547	41,437,136	5.04%

B: Qualifying Financial Instruments

Type of financial instrument	Expiration date xiii	Exercise/Conversion Period xiv	Number of voting rights that may be acquired if the instrument	% of voting rights
Resulting situation after the triggering transaction				

				is exercised/ converted.
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	
					Nominal	Delta
N/A	N/A	N/A	N/A	N/A	N/A	N/A

Total (A+B+C)

Number of voting rights
41,437,136

Percentage of voting rights
5.04%

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

N/A

Proxy Voting:

10. Name of the proxy holder: Silchester International Investors LLP

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

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

13. Additional information: Silchester International Investors LLP ("Silchester") acts as investment manager for the clients detailed in Question 4 above (our "Clients"). In acting for our Clients, Silchester are given full discretion over their investments and are empowered to vote on their behalf. However, we do not act as our Clients' custodian and therefore shares are not held in our

Edgar Filing: PEARSON PLC - Form 6-K

name but in the name of each Client's
custodian bank.

The increase in Silchester's holdings
was due to a series of transactions over
a series of different trading days. The
figure shown in the box related to the
position prior to the transaction
represents shares controlled by
Silchester immediately prior to
crossing 5%.

Notification is provided based on the
total voting rights figure of
822,120,897.

14. Contact name: Timothy J. Linehan, Senior Partner
15. Contact telephone number: 0207 518 7125

Natalie Dale
Deputy Company Secretary
Pearson plc

20 October 2016

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: 20 October 2016

By: /s/ NATALIE DALE

Natalie Dale

Company Secretary

Deputy