

PEARSON PLC  
Form 6-K  
January 27, 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 SHARES*i*

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): Type 1 disclosure as per the Transparency Directive II Regulation  X

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

5. Date of the transaction and date on which the threshold is crossed or reached: v  
 25.01.17

6. Date on which issuer notified:  
 26.01.17

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<br>Number of Share Number of Voting Rights | Resulting situation after the triggering transaction<br>Number of voting rights |
|------------------------------------------------------|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
|------------------------------------------------------|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|

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|              |            |            | Number of shares | % of voting rights x |
|--------------|------------|------------|------------------|----------------------|
|              |            |            | Direct xi        | Indirect xii         |
| GB0006776081 | 43,354,783 | 42,272,781 | 84,514,044       | 83,588,488 10.167%   |

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 Delta N/A N/A      |

Total (A+B+C)

Number of voting rights  
83,588,488

Percentage of voting rights  
10.167%

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

Schroder & Co. Limited

2,634,084  
0.32%

Schroders (C.I.) Limited

123,958  
0.015%

Schroder Investment Management Limited

80,830,446 9.832%

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: 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.
14. Contact name: Shaheen Hussain
15. Contact telephone number: +44 207 658 6000

Natalie Dale  
Deputy Company Secretary  
Pearson plc

27 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: 27 January 2017

By: /s/ NATALIE DALE

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Natalie Dale  
Deputy Company Secretary