

PEARSON PLC
Form 6-K
May 01, 2019

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 May 2019

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

1 May 2019

Pearson plc - (the "Company")

Notification of Directors' Interests

Long-Term Incentive Plan

In 2001, the Company established the Pearson Long-Term Incentive Plan (the "LTIP"). Its purpose is to link management's long-term reward with Pearson's financial performance and returns to shareholders. The LTIP was renewed and approved by shareholders in 2011. The operation of the LTIP is governed by the remuneration policy approved by shareholders at the Annual General Meeting on 5 May 2017.

2019 Award

On 1 May 2019, the Company made a grant of performance-related restricted shares to executive directors under the LTIP. This represents the company's annual grant of long-term incentives to executive directors for 2019.

The awards will vest on 1 May 2022 subject to the following performance conditions:

- a) One-third of the award will be based on Pearson's earnings per share in 2021;
- b) One-third of the award will be based on Pearson's return on invested capital in 2021; and
- c) One-third of the award will be based on Pearson's total shareholder return performance relative to the constituents of the FTSE 100 Index over the three-year period 1 January 2019 to 31 December 2021.

Details of the performance conditions can be found in the Directors' Remuneration Report for the year ending 31 December 2018. Any shares which vest on 1 May 2022 will be subject to an additional two year holding period to 1 May 2024.

The awards are consistent with the remuneration policy approved by shareholders at the Annual General Meeting on 5 May 2017 and were made on the following basis:

Name	Title	Restricted shares awarded	Share price on date of award	Face value on date of award	
				£	% of base salary at date of award
John Fallon	CEO	271,000	830.20p	£2,249,842	275%
Coram Williams	CFO	159,000	830.20p	£1,320,018	245%

The notification below is made in accordance with the requirements of the EU Market Abuse Regulation.

Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them

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- 1 Details of the person discharging managerial responsibilities/person closely associated
- a) Name John Fallon
- 2 Reason for the notification
- a) Position/status Chief executive
- b) Initial notification /Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Pearson plc
- b) LEI 2138004JBXWWJKIURC57
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- a) Description of the financial instrument, type of instrument Ordinary shares of 25 pence each in Pearson plc
- Identification code ISIN: GB0006776081
- b) Nature of the transaction Award of performance-related restricted shares under the Long-Term Incentive Plan
- c) Price(s) and volume(s)
- | Price(s) | Volume(s) |
|----------|-----------|
| n/a | 271,000 |
- Aggregated information
- d) - Aggregated volume n/a
- Price
- e) Date of the transaction 1 May 2019
- f) Place of the transaction n/a

- 1 Details of the person discharging managerial responsibilities/person closely associated
- a) Name Coram Williams
- 2 Reason for the notification
- a) Position/status Chief financial officer
- b) Initial notification /Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Pearson plc
- b) LEI 2138004JBXWWJKIURC57
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- a) Description of the financial instrument, type of instrument Ordinary shares of 25 pence each in Pearson plc
- Identification code ISIN: GB0006776081
- b) Nature of the transaction

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Award of
performance-related
restricted shares under the
Long-Term Incentive Plan

c) Price(s) and volume(s)

Price(s)	Volume(s)
n/a	159,000

Aggregated information

d) - Aggregated volume
- Price

n/a

e) Date of the transaction

1 May 2019

f) Place of the transaction

n/a

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: 01 May 2019

By: /s/ NATALIE WHITE

Natalie White
Deputy Company Secretary