

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 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

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<br>if possible using the ISIN<br>CODE | Situation previous to the triggering transaction |                         | Resulting situation after the triggering transaction |                                    |
|--|--|-------------------------|--|------------------------------------|
|  | Number of Shares                                 | Number of Voting Rights | Number of shares voting rights                       | % of voting rights x               |
|  |  |                         | Direct<br>xi   | Indirect xii<br>Direct<br>indirect |
| GB0006776081   | 40,775,547                                       | 40,775,547              | 41,437,136   | 5.04%                              |

B: Qualifying Financial Instruments

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

|   |                |                      |                                  | is exercised/<br>converted.                  |                               |       |
|---|----------------|----------------------|----------------------------------|--|-------------------------------|-------|
| N/A   | N/A            | N/A                  | N/A                              | N/A  |                               |       |
| C: Financial Instruments with similar economic effect to Qualifying Financial Instruments xv, xvi<br>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<br>xix, xx |       |
| N/A   | N/A            | N/A                  | N/A                              | N/A  | Nominal                       | Delta |
|   |                |                      |                                  |  | N/A                           | N/A   |
| Total (A+B+C)<br>Number of voting rights<br>41,437,136  |                |                      |                                  | Percentage of voting rights<br>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