

PEARSON PLC  
Form 6-K  
February 22, 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 SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: Pearson PLC

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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: Schroders plc

iii

4. Full name of shareholder(s) (if different from 3.): Schroder Investment Management Limited

5. Date of the transaction and date on which the threshold is crossed or reached: 20.02.17

v

6. Date on which issuer notified: 21.02.17

7. Threshold(s) that is/are crossed or reached: From 10%-11%

vi, vii

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 voting rights                              | % of voting rights x |
|  |  |                         | Direct<br>xi   | Indirect<br>xii      |
| GB0006776081   | 84,457,434                                       | 84,525,261              | 90,681,773   | 11.024%<br>N/A       |

**B: Qualifying Financial Instruments**

Resulting situation after the triggering transaction

| Type of financial instrument | Expiration date<br>xiii | Exercise/Conversion Period<br>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<br>xvii | Exercise/Conversion period<br>xviii | Number of voting rights instrument refers to | % of voting rights<br>xix, xx |
|------------------------------|----------------|-------------------------|-------------------------------------|--|-------------------------------|
| N/A                          | N/A            | N/A                     | N/A                                 | N/A  | <del>Minimal</del><br>N/A     |

Total (A+B+C)

Number of voting rights

90,681,773

Percentage of voting rights

11.024%

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

xxi

Schroder Investment Management Limited

90,681,773

11.024%

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:

- This notification is being made based on the legal entity position crossing above 11%. Schrodgers Plc's position remains as per the previous disclosure dated 6th February 2017. 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 822,583,860.
13. Additional information:
14. Contact name: Shaheen Hussain
15. Contact telephone number: +44 207 658 6000

Natalie Dale  
Deputy Company Secretary  
Pearson plc

22 February 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: 22 February 2017

By: /s/ NATALIE DALE

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Natalie Dale  
Deputy Company Secretary