

PEARSON PLC  
Form 6-K  
February 09, 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<sup>i</sup>

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):

3. Full name of person(s) subject to the notification obligation: iii BlackRock, Inc.

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  
7 February, 2017

6. Date on which issuer notified:

8 February, 2017  
Voting rights attached to

7. Threshold(s) that is/are crossed or reached: vi, vii

shares holding for BlackRock, Inc. has gone below 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 voting rights	Indirect	% of voting rights x
GB0006776081	41,683,989	41,683,989	N/A	40,771,531	97.5%

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
Securities Lending	N/A	N/A	16,151,724	1.96%

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
CFD	N/A	N/A	N/A	579,703	Nominal 0.07%

Total (A+B+C)

Number of voting rights  
57,502,960

Percentage of voting rights  
6.99%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: xxi  
See Annex 1

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: BlackRock Regulatory Threshold Reporting Team

14. Contact name: Marc-Oliver Lesch

15. Contact telephone number: 020 7743 3650

Natalie Dale  
Deputy Company Secretary  
Pearson plc  
9 February 2017

Annex 1

Name	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
BlackRock, Inc.			
BlackRock Holdco 2, Inc.			
BlackRock Financial Management, Inc.			
BlackRock Holdco 4, LLC			
BlackRock Holdco 6, LLC			
BlackRock Delaware Holdings Inc.			
BlackRock Fund Advisors			
BlackRock Institutional Trust Company, National Association			
BlackRock, Inc.			
BlackRock Holdco 2, Inc.			
BlackRock Financial Management, Inc.			

BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock Group Limited  
BlackRock Advisors (UK)  
Limited

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock Group Limited  
BlackRock Investment  
Management (UK) Limited

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock Australia  
Holdco Pty. Ltd.  
BlackRock Investment  
Management (Australia)  
Limited

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock Holdco 4, LLC  
BlackRock Holdco 6, LLC  
BlackRock Delaware  
Holdings Inc.  
BlackRock Fund Advisors

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.  
BlackRock Group Limited  
BlackRock Investment  
Management (UK) Limited  
BlackRock Asset  
Management Deutschland  
AG

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock Holdco 3, LLC  
BlackRock Canada  
Holdings LP  
BlackRock Canada  
Holdings ULC  
BlackRock Asset  
Management Canada  
Limited

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock (Singapore)  
Holdco Pte. Ltd.  
BlackRock Asia-Pac  
Holdco, LLC  
BlackRock HK Holdco  
Limited  
BlackRock Cayco Limited  
BlackRock Trident Holding  
Company Limited  
BlackRock Japan Holdings  
GK  
BlackRock Japan Co., Ltd.

BlackRock, Inc.  
Trident Merger, LLC  
BlackRock Investment  
Management, LLC

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock Group Limited  
BlackRock International  
Limited

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock (Singapore)  
Holdco Pte. Ltd.  
BlackRock Asia-Pac  
Holdco, LLC  
BlackRock HK Holdco  
Limited  
BlackRock Asset  
Management North Asia  
Limited

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock Capital  
Holdings, Inc.  
BlackRock Advisors, LLC

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.

BR Jersey International  
Holdings L.P.  
BlackRock (Singapore)  
Holdco Pte. Ltd.  
BlackRock (Singapore)  
Limited

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock Group Limited  
BlackRock (Netherlands)  
B.V.

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: 09 February 2017

By: /s/ NATALIE DALE

-----

Natalie Dale

Deputy Company Secretary