

PEARSON PLC
Form 6-K
August 18, 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 August 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

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TR-1: Standard form for notification of major holdings

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

1b. Please indicate if the issuer is a non-UK issuer (please mark with an "X" if appropriate)
Non-UK issuer

2. Reason for the notification (please mark the appropriate box or boxes with an "X")

An acquisition or disposal of voting rights X

An acquisition or disposal of financial instruments

An event changing the breakdown of voting rights

Other (please specify)iii:

3. Details of person subject to the notification obligationiv

Name BlackRock, Inc.
City and country of registered office (if applicable) Wilmington, DE, USA

4. Full name of shareholder(s) (if different from 3.)v

Name

City and country of registered office (if applicable)

5. Date on which the threshold was crossed or reachedvi: 16/08/2017

6. Date on which issuer notified (DD/MM/YYYY): 17/08/2017

7. Total positions of person(s) subject to the notification obligation

	% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights of issuervii
Resulting situation on the date on which threshold was crossed or reached	4.52%	1.40%	5.93%	823,048,609
Position of previous notification (if applicable)	5.09%	0.82%	5.92%	

8. Notified details of the resulting situation on the date on which the threshold was crossed or reachedviii

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	Number of voting rightsix		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)
GB0006776081		37,269,711		4.52%
SUBTOTAL 8. A	37,269,711		4.52%	

B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))

Type of financial instrument	Expiration date	Exercise/Conversion Periodxi	Number of voting rights that may be acquired if the instrument is	% of voting rights
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Securities Lending	exercised/converted. 11,296,212	1.37%
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SUBTOTAL 8. B 1 11,296,212 1.37%

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))

Type of financial instrument	Expiration date x	Exercise/Conversion Period xi	Physical or cash settlement xii	Number of voting rights	% of voting rights
CFD			Cash	250,338	0.03%

SUBTOTAL
8.B.2 250,338 0.03%

9. Information in relation to the person subject to the notification obligation (please mark the applicable box with an "X")

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer xiii
Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity xiv (please add additional X rows as necessary)

Name xv	% 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
See Attachment			

10. In case of proxy voting, please identify:

Name of the proxy holder
The number and % of voting rights held
The date until which the voting rights will be held

11. Additional information xvi

BlackRock Regulatory Threshold Reporting Team Jana Blumenstein
020 7743 3650

Place of completion 12 Throgmorton Avenue, London, EC2N 2DL, U.K.
Date of completion 17 August, 2017

Natalie White
Deputy Company Secretary

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Pearson plc
18 August 2017
Section 9 Attachment

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 (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 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.
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 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 Holdco 3, LLC
BlackRock Canada
Holdings LP
BlackRock Canada
Holdings ULC
BlackRock Asset
Management Canada
Limited

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 Investment
Management (UK) 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 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 (Singapore)
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 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 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 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: 18 August 2017

By: /s/ NATALIE DALE

Natalie Dale
Deputy Company Secretary