

PEARSON PLC  
Form 6-K  
May 02, 2014

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 2014

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

2 May 2014

Pearson plc - (the "Company")

## Notification of Directors' and PDMRs' 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. Since 2006, the annual LTIP awards have been based around three performance measures: relative total shareholder return, return on invested capital and earnings per share growth. 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 25 April 2014.

## 2014 Award

On 1 May 2014, the company made a grant of performance-related restricted shares to executive directors and other members of the Pearson Executive under the LTIP. This represents the company's annual grant of long-term incentives to executive directors and other members of the Pearson Executive for 2014.

The awards will vest on 1 May 2017 as follows:

- a) one-sixth of the award will be based on Pearson's total shareholder return performance relative to the constituents of the FTSE World Media Index over the three-year period 2014 to 2017;
- b) one-third of the award will be based on Pearson's return on invested capital in 2016; and
- c) one-half of the award will be based on Pearson's growth in earnings per share over the period 2013 to 2016.

Subject to meeting the performance conditions in full, and the retention of shares that vest on 1 May 2017 for a further two years, the maximum number of shares that the executive directors may receive is: John Fallon, CEO (274,000); Robin Freestone, CFO (162,000). The awards are consistent with the remuneration policy approved by shareholders at the Annual General Meeting on 25 April 2014 and were made on the following basis:

| Name            | Title | Restricted shares awarded | Share price on date of award | Face value on date of award<br>£ | % of base salary at date of award |
|-----------------|-------|---------------------------|------------------------------|----------------------------------|-----------------------------------|
| John Fallon     | CEO   | 274,000                   | 1,102.00p                    | £3,019,480                       | 395%                              |
| Robin Freestone | CFO   | 162,000                   | 1,102.00p                    | £1,785,240                       | 321%                              |

Subject to meeting the performance conditions in full, and the retention of shares that vest on 1 May 2017 for a further two years, the maximum number of shares that the other members of the Pearson Executive may receive is as follows:

| Name | Title | Restricted shares awarded |
|------|-------|---------------------------|
|------|-------|---------------------------|

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|                  |  |         |
|------------------|--|---------|
| Tim Bozik        | President, Higher Education                                | 116,000 |
| Rod Bristow      | President, Core  | 116,000 |
| Don Kilburn      | President, North America                                   | 116,000 |
| Doug Kubach      | President, School  | 116,000 |
| Tamara           | President, Growth  | 116,000 |
| Minick-Scokalo   |  |         |
| John Ridding     | President, Professional                                    | 116,000 |
| Michael Barber   | Chief Education Adviser                                    | 97,000  |
| Phil Hoffman     | Chief Corporate Finance & Strategic<br>Development Officer | 97,000  |
| Luke Swanson     | Chief Transformation Officer                               | 97,000  |
| Albert Hitchcock | Chief Information Officer                                  | 116,000 |
| Kate James       | Chief Corporate Affairs Officer                            | 97,000  |
| Melinda Wolfe    | Chief Human Resources Officer                              | 107,000 |

Further details of the LTIP and its performance measures are contained in Pearson's annual report and accounts.

The company also made a grant of shares under the LTIP to Kate James, Chief Corporate Affairs Officer and Albert Hitchcock, Chief Information Officer of 35,000 and 100,000 shares respectively in accordance with contractual commitments made on hiring. The awards will vest in full (with no performance criteria) provided the executives remain employed by Pearson on the relevant vesting dates.

This notification is made in accordance with DTR 3.1.4R.

PEARSON plc

Date: 02 May 2014

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary