

PEARSON PLC
Form 6-K
October 08, 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 October 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

For filings with the FCA include the annex

For filings with issuer exclude the annex

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: Pearson plc
ii

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 Harbor International Fund
(a series of Harbor Funds, a Delaware Statutory Trust)

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 Trade date: 7 October 2014
Settlement date: 9 October 2014

6. Date on which issuer notified: 7 October 2014

7. Threshold(s) that is/are crossed or reached: vi, vii Below 3% of the total voting rights of the issuer

8. Notified details:

A: Voting rights attached to shares viii, ix

| Class/type of shares | Situation previous to the triggering transaction | Resulting situation after the triggering transaction | | | | | |
|---------------------------------|--|--|-------------------------|-----------------------------------|--------------|---------------------------|----------|
| | | Number of Voting Rights | Number of shares Direct | Number of voting rights Direct xi | Indirect xii | % of voting rights Direct | Indirect |
| Ordinary shares GB0006776081 | 25,012,155 | 25,012,155 | 24,480,701 | 24,480,701 | N/A | 2.986% | N/A |

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 |
|------------------------------|----------------------|---------------------------------|---|--------------------|
| | | | | |

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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 xvii | Exercise/ Conversion period xviii | Number of voting rights instrument refers to | % of voting rights | xix, xx |
|------------------------------|----------------|----------------------|-----------------------------------|--|--------------------|---------|
| | | | | | Nominal | Delta |
| N/A | N/A | N/A | N/A | N/A | N/A | N/A |

Total (A+B+C)

| | |
|-------------------------|-----------------------------|
| Number of voting rights | Percentage of voting rights |
| 24,480,701 | 2.986% |

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: N/A

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: Completed in Chicago, Illinois, USA on 7 October 2014

14. Contact name: Charles F. McCain, Esq. Chief Compliance Officer

15. Contact telephone number: 1-312-443-4420

Natalie Dale
Assistant Company Secretary
Pearson plc

8 October 2014

Date: 08 October 2014

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary