

PEARSON PLC
Form 6-K
December 04, 2015

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 November 2015

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

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

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: Schroders plc
 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: 2 December 2015

6. Date on which issuer notified: 3 December 2015

7. Threshold(s) that is/are crossed or reached: Above 5%

8. Notified details:

A: Voting rights attached to shares

| 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 shares | Number of voting rights | | % of voting rights | |
| | | | | Direct | Indirect | Direct | Indirect |
| | | | | | | | |

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| | | | | | | | |
|---------------------------------|----------|----------|------------|-----|------------|-----|--------|
| Ordinary shares GB0006776081 | Below 5% | Below 5% | 43,233,562 | N/A | 42,151,560 | N/A | 5.134% |
|---------------------------------|----------|----------|------------|-----|------------|-----|--------|

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

| Type of financial instrument | Expiration date | Exercise/ Conversion Period | 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

Resulting situation after the triggering transaction

| Type of financial instrument | Exercise price | Expiration date | Exercise/ Conversion period | Number of voting rights instrument refers to | % of voting rights | Nominal | Delta |
|------------------------------|----------------|-----------------|-----------------------------|--|--------------------|---------|-------|
| N/A | 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 |
| 42,151,560 | 5.134% |

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

| | | |
|--|------------|--------|
| Schroder Investment Management Limited | 42,151,560 | 5.134% |
|--|------------|--------|

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:

This notification is being made based on the legal entity position exceeding 5%. Schroders Plc's position remains as per the previous disclosure. 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 821,066,980.

| | |
|-------------------------------|------------------|
| 14. Contact name: | Chloe Talbot |
| 15. Contact telephone number: | +44 207 658 6000 |

Natalie Dale
Assistant Company Secretary

Pearson plc

4 December 2015

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: 04 December 2015

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary