

PEARSON PLC  
Form 6-K  
February 20, 2013

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 2013

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 Yes
- 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 Yes
- An event changing the breakdown of voting rights
- Other (please specify):
3. Full name of person(s) subject to the notification obligation: BlackRock, Inc.
4. Full name of shareholder(s) (if different from 3.):
5. Date of the transaction and date on which the threshold is crossed or reached: 15th February 2013
6. Date on which issuer notified: 19th February 2013
7. Threshold(s) that is/are crossed or reached: Holding has gone above 5%

## 8. Notified details:

## A: Voting rights attached to shares

| Class/type of shares | Situation previous to the triggering transaction | Resulting situation after the triggering transaction |                  |                         |                  |                         |                    |
|----------------------|--|--|------------------|-------------------------|------------------|-------------------------|--------------------|
|                      |  | if possible using the ISIN CODE                      | Number of Shares | Number of Voting Rights | Number of shares | Number of voting rights | % of voting rights |
|                      |  |  |                  | Direct                  | Indirect         | Direct                  | Indirect           |
| GB0006776081         | N/A  | N/A  | N/A              | N/A                     | 38,923,069       | N/A                     | 4.76%              |

## 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 | % of voting rights |
|------------------------------|----------------|-----------------|-----------------------------|------------------------------------|--------------------|
|                              |                |                 |                             |                                    |                    |

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|                         | Conversionrefers to<br>period | Nominal | Delta |
|-------------------------|-------------------------------|---------|-------|
| CFD                     | 2,052,376                     | 0.25%   | 0.25% |
| Total (A+B+C)           |                               |         |       |
| Number of voting rights | Percentage of voting rights   |         |       |
| 40,975,445              | 5.01%                         |         |       |

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

BlackRock Investment Management (UK) Limited - 40,975,445 (5.01%)

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:

Andrew Manchester

15. Contact telephone number:

020 7743 5773

Natalie Dale

Assistant Company Secretary

Pearson plc

20 February 2013

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: 20 February 2013

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary