

PEARSON PLC
Form 6-K
November 27, 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 November 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

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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:

Harbor International Fund

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:

Trade date: 22 November 2013
Settlement date: 27 November 2013

6. Date on which issuer notified:

26 November 2013

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

3% of the voting rights of the issuer

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
Ordinary shares GB0006776081	23,658,387	23,658,387	24,598,034	24,598,034	N/A	3.0053%	N/A

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
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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

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

24,598,034

3.0053%

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

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 25 November 2013

14. Contact name:

Charles F. McCain, Esq.

15. Contact telephone number:

312-443-4420

Natalie Dale

Assistant Company Secretary

Pearson plc

27 November 2013

PEARSON plc

Date: 27 November 2013

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary