

PEARSON PLC  
Form 6-K  
October 04, 2016

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 2016

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

This Report includes the following documents:

1. A press release from Pearson plc announcing Director/PDMR Shareholding

Pearson plc - (the "Company")  
Notification of PDMR Interests

Long-Term Incentive Plan ("LTIP") - 2016 Time-Vesting Release

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.

Under the terms of the LTIP Time-Vesting Plan, all shares are released to participants on the vesting date, providing that the participant is still employed by the Company.

The following table sets out the number of shares released to a Person Discharging Managerial Responsibility (PDMR) on 3 October 2016 and notified to the Company on 3 October 2016. The LTIP rules require that sufficient shares are sold to discharge the tax liability arising on the shares released. The shares set out in the third column below were sold on 3 October 2016 at the price shown, with the number of American Depositary Receipts (ADRs) set out in the fifth column below being allotted to and retained by the PDMR.

| Name of PDMR  | Shares Released | Shares sold to discharge tax liabilities | Sale price per share (£) | ADRs Retained |
|---------------|-----------------|--|--------------------------|---------------|
| Melinda Wolfe | 45,960          | 25,746                                   | 7.59                     | 20,214        |

The following notifications, made in accordance with the requirements of the EU Market Abuse Regulation, give further detail.

Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them

- 1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Melinda Wolfe

- 2 Reason for the notification

a) Position/status Chief Human Resources Officer

b) Initial notification /Amendment Initial notification

- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Pearson plc

b) LEI 2138004JBXWWJKIURC57

- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument

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|                                   |  |           |
|-----------------------------------|--|-----------|
| Identification code               | Ordinary shares of 25 pence each in Pearson plc  |           |
|                                   | ISIN: GB0006776081   |           |
| b) Nature of the transaction      | Sale of shares to cover tax liabilities arising from vesting of Long-Term Incentive Plan award |           |
|                                   | Price(s)   | Volume(s) |
| c) Price(s) and volume(s)         | Sale price: £7.59 per share 25,746   |           |
|                                   | Aggregated volume: 25,746 shares   |           |
| d) - Aggregated volume<br>- Price | Aggregated price: £195,412.14  |           |
| e) Date of the transaction        | 3 October 2016   |           |
| f) Place of the transaction       | London Stock Exchange (XLON)   |           |

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

|   |  |           |
|---|--|-----------|
| a) Description of the financial instrument, type of instrument<br>Identification code | American Depositary Receipts (ADRs) in Pearson plc (each ADR represents one ordinary share of 25 pence in Pearson plc) |           |
|   | ISIN:<br>US7050151056  |           |
| b) Nature of the transaction  | Allotment of ADRs following release of Long-Term Incentive Plan award  |           |
|   | Price(s)   | Volume(s) |
| c) Price(s) and volume(s)   | n/a 20,214   |           |
| d) Aggregated information   |  |           |

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- Aggregated volume  
- Price

Aggregated volume:  
20,214 ADRs  
Aggregated price:  
n/a

e) Date of the transaction

3 October 2016

f) Place of the transaction

New York Stock  
Exchange (XNYS)

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 October 2016

By: /s/ NATALIE DALE

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Natalie Dale  
Deputy Company Secretary