

PEARSON PLC
Form 6-K
October 17, 2017

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 2017

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

17 October 2017
London

LAUNCH OF SHARE BUYBACK PROGRAMME

Further to its announcement on 11 July 2017, and the subsequent completion of the sale of a 22% stake in Penguin Random House to our partner Bertelsmann SE & Co KGaA on 5 October 2017, Pearson plc (the Company) announces that it is to commence a £300 million share buyback programme (the Programme). The Programme will commence on 18 October 2017 and will end no later than 26 April 2018 (the Engagement Period). Purchases may continue during any closed periods of the Company during the Engagement Period.

The Company has entered into engagements with Citigroup Global Markets Limited and J.P. Morgan Securities plc (each a Bank and together the Banks) under which it has issued a non-discretionary irrevocable instruction to each Bank to manage the share buyback programme. Each Bank will carry out the instruction through the acquisition of ordinary shares in the Company for subsequent repurchase by the Company. The Banks will make trading decisions in relation to the Company's ordinary shares repurchased under the buy-back programme independently of, and uninfluenced by, the Company. The Banks will acquire ordinary shares for delivery to the Company pursuant to the Programme on alternate days during the Engagement Period, starting with J.P. Morgan Securities plc on 18 October 2017.

Any acquisitions of its ordinary shares by the Company will be effected within pre-set parameters set out in the Bank's respective engagements, and in accordance with the Company's AGM authority to repurchase ordinary shares (at the AGM in 2017, shareholders gave the company authority to purchase a maximum of 82,258,685 ordinary shares), Chapter 12 of the Financial Conduct Authority's Listing Rules and the provisions of the Market Abuse Regulation 596/2014/EU.

The sole purpose of the Programme is to reduce the capital of the Company. As such the Company intends to cancel any ordinary shares purchased.

For the avoidance of doubt, no repurchases will be made in respect of the Company's American Depositary Receipts.

Each Bank may undertake transactions in the Company's ordinary shares during the Engagement Period in order to manage its market exposure under the Programme.

For more information
T + 44 (0)20 7010 2310
Investors: Jo Russell, Tom Waldron, Anjali Kotak
Press: Tom Engel, Tom Steiner

ENDS

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: 17 October 2017

By: /s/ NATALIE WHITE

Natalie White
Deputy Company Secretary