

PEARSON PLC
Form 6-K
November 15, 2018

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 2018

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

TR-1: Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS (to be sent to the relevant issuer and to the FCA in Microsoft Word format if possible)i

1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attachedii:

Pearson plc

1b. Please indicate if the issuer is a non-UK issuer (please mark with an "X" if appropriate)
Non-UK issuer

2. Reason for the notification (please mark the appropriate box or boxes with an "X")

An acquisition or disposal of voting rights

An acquisition or disposal of financial instruments

X

An event changing the breakdown of voting rights

Other (please specify)iii:

3. Details of person subject to the notification obligationiv

Name

The Goldman Sachs Group, Inc.
Corporation Trust Center, 1209 Orange Street,
Wilmington DE 19801, USA

City and country of registered office (if applicable)

4. Full name of shareholder(s) (if different from 3.)v

Name

Goldman Sachs International
Peterborough Court, 133 Fleet Street, London EC4A 2BB, UK

City and country of registered office (if applicable)

5. Date on which the threshold was crossed or reachedvi:

12/11/2018

6. Date on which issuer notified (DD/MM/YYYY):

14/11/2018

7. Total positions of person(s) subject to the notification obligation

	% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights of issuervii
Resulting situation on the date on which threshold was crossed or reached	0.54%	5.95%	6.50%	781,067,196
Position of previous notification (if applicable)	0.59%	2.30%	2.89%	

8. Notified details of the resulting situation on the date on which the threshold was crossed or reachedviii

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	Number of voting rightsix		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)
GB0006776081		3,890,511		0.50%
US7050151056		347,972		0.04%

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SUBTOTAL 8. A 4,238,483 0.54%

B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))

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
Securities Lending	Open		16,939,985	2.17%
Put Option	15-Feb-2019		1,000,000	0.13%
Call Option	21-Dec-2018		400,000	0.05%

SUBTOTAL 8. B 118,339,985 2.35%

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))

Type of financial instrument	Expiration date	Exercise/Conversion Period	Physical or cash settlement	Number of voting rights	% of voting rights
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Refer to the Annexure

SUBTOTAL 8.B.2 28,168,529 3.61%

9. Information in relation to the person subject to the notification obligation (please mark the applicable box with an "X")

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer^{xiii}

Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity^{xiv} (please add additional rows as necessary) X

Name ^{xv}	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
The Goldman Sachs Group, Inc. Goldman Sachs (UK) L.L.C. Goldman Sachs Group UK Limited Goldman Sachs International		3.72%	3.72%

The Goldman Sachs Group, Inc.
Goldman Sachs & Co. LLC

The Goldman Sachs Group, Inc.
GSAM Holdings LLC

Goldman Sachs Asset Management,
L.P.
Goldman Sachs Asset Management
International Holdings L.L.C.
Goldman Sachs Asset Management
Co., Ltd.

The Goldman Sachs Group, Inc.
GSAM Holdings LLC
Goldman Sachs Asset Management,
L.P.

10. In case of proxy voting, please identify:

Name of the proxy holder	N/A
The number and % of voting rights held	N/A
The date until which the voting rights will be held	N/A

11. Additional information^{xvi}

Please note, total amount of voting rights have been rounded to 2 decimal places therefore there is a possibility of a rounding error.

General email contact:

gs-regops-emea-position-enquiries@gs.com

Place of completion London
Date of completion 14/11/2018

Natalie White
Deputy Company Secretary
Pearson plc

15 November 2018

Annexure

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))

Type of financial instrument	Expiration date ^x	Exercise/ Conversion period ^{xi}	Physical or cash settlement ^{xii}	Number of voting rights	% of voting rights
CFD	10-Dec-2025		Cash	3,850,190	0.49%
CFD	23-Sep-2020		Cash	2,464,000	0.32%
CFD	10-Apr-2028		Cash	2,067,467	0.26%
Swap	7-May-2019		Cash	1,876,758	0.24%
CFD	20-Oct-2027		Cash	1,505,835	0.19%

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CFD	15-Sep-2028	Cash	1,470,000	0.19%
Swap	28-Jul-2021	Cash	1,096,212	0.14%
Swap	28-Jul-2021	Cash	757,148	0.10%
CFD	9-Sep-2021	Cash	711,542	0.09%
Swap	21-May-2019	Cash	622,194	0.08%
Call Option	9-Jan-2019	Cash	435,693	0.06%
Swap	12-Oct-2023	Cash	397,330	0.05%
CFD	20-Oct-2027	Cash	384,473	0.05%
CFD	20-Oct-2027	Cash	384,147	0.05%
CFD	15-Nov-2028	Cash	368,890	0.05%
Swap	7-May-2019	Cash	360,243	0.05%
CFD	21-Jun-2028	Cash	337,751	0.04%
CFD	15-Jul-2021	Cash	328,703	0.04%
CFD	16-Jun-2028	Cash	328,703	0.04%
Call Option	15-Jan-2019	Cash	310,801	0.04%
CFD	27-Oct-2027	Cash	297,682	0.04%
Swap	7-May-2019	Cash	274,507	0.04%
CFD	17-Jul-2020	Cash	272,685	0.03%
CFD	24-Mar-2028	Cash	259,000	0.03%
CFD	19-May-2027	Cash	253,415	0.03%
Swap	3-Feb-2023	Cash	250,801	0.03%
CFD	10-Apr-2028	Cash	246,251	0.03%
Call Option	11-Jan-2019	Cash	235,766	0.03%
CFD	27-Sep-2028	Cash	217,594	0.03%
CFD	9-Sep-2021	Cash	208,879	0.03%
CFD	23-Aug-2028	Cash		0.03%

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			204,000	
Swap	28-Jul-2021	Cash	203,317	0.03%
Swap	2-Feb-2023	Cash	198,606	0.03%
Swap	28-Jul-2021	Cash	170,231	0.02%
CFD	12-Jul-2023	Cash	158,153	0.02%
CFD	12-Jun-2028	Cash	156,757	0.02%
Swap	28-Jul-2021	Cash	131,070	0.02%
Swap	7-May-2019	Cash	128,958	0.02%
CFD	25-Apr-2019	Cash	124,313	0.02%
CFD	25-Feb-2027	Cash	122,707	0.02%
Swap	17-Sep-2020	Cash	120,551	0.02%
Swap	5-Sep-2019	Cash	120,300	0.02%
Swap	3-Feb-2023	Cash	117,797	0.02%
CFD	15-Nov-2028	Cash	116,110	0.01%
Swap	13-Oct-2023	Cash	113,548	0.01%
Swap	22-Mar-2019	Cash	113,300	0.01%
CFD	17-Jul-2028	Cash	103,200	0.01%
CFD	20-Oct-2021	Cash	99,750	0.01%
Swap	2-Feb-2023	Cash	93,281	0.01%
CFD	1-Mar-2028	Cash	92,210	0.01%
CFD	10-Mar-2028	Cash	89,945	0.01%
Swap	14-Jun-2023	Cash	86,565	0.01%
Swap	12-Jul-2023	Cash	84,590	0.01%
CFD	26-Nov-2021	Cash	80,948	0.01%
CFD	11-Aug-2023	Cash	77,077	0.01%
Swap	7-May-2019	Cash		0.01%

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			74,747	
Swap	7-Jul-2023	Cash	73,094	0.01%
Swap	5-Sep-2019	Cash	72,000	0.01%
CFD	25-Apr-2019	Cash	69,385	0.01%
Swap	3-Feb-2023	Cash	68,758	0.01%
CFD	5-Nov-2027	Cash	64,825	0.01%
CFD	10-Jul-2019	Cash	63,409	0.01%
Swap	7-May-2019	Cash	59,699	0.01%
Swap	15-Jun-2023	Cash	57,709	0.01%
CFD	1-Mar-2028	Cash	56,462	0.01%
Swap	5-Sep-2019	Cash	55,700	0.01%
CFD	17-Jul-2028	Cash	55,000	0.01%
Swap	2-Feb-2023	Cash	54,448	0.01%
CFD	14-Jan-2021	Cash	51,561	0.01%
CFD	27-Feb-2023	Cash	50,572	0.01%
CFD	25-Apr-2019	Cash	50,000	0.01%
CFD	27-Feb-2023	Cash	45,370	0.01%
Swap	1-Feb-2023	Cash	43,214	0.01%
CFD	14-Jan-2021	Cash	42,705	0.01%
Swap	21-Nov-2018	Cash	42,200	0.01%
CFD	25-Apr-2019	Cash	41,002	0.01%
Swap	14-Jun-2023	Cash	40,052	0.01%