

RYANAIR HOLDINGS PLC
Form 6-K
September 18, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of September 2018

RYANAIR HOLDINGS PLC
(Translation of registrant's name into English)

c/o Ryanair Ltd Corporate Head Office
Dublin Airport
County Dublin Ireland
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual
reports under cover 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..

If "Yes" is marked, indicate below the file number assigned to the registrant
in connection with Rule 12g3-2(b): 82- _____

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Standard Form TR-1

Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS (to be sent to the relevant issuer and to the Central Bank of Ireland)i

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

Ryanair Holdings plc

2. Reason for the notification (please tick the appropriate box or boxes):

An acquisition or disposal of voting rights

An acquisition or disposal of financial instruments

An event changing the breakdown of voting rights

Other (please specify)iii:

3. Details of person subject to the notification obligationiv :

Name: City and country of registered office (if applicable):

The Capital Group Companies, Inc. Los Angeles, California 90071 U.S.A.

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

See Box 10

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

14 September 2018

6. Date on which issuer notified:

17 September 2018

7. Threshold(s) that is/are crossed or reached: Below 15% - Aggregate of voting rights from shares

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

	% of voting rights attached to shares (total of 9.A)	% of voting rights through financial instruments(total of 9.B.1 + 9.B.2)	Total of both in % (9.A + 9.B)	Total number of voting rights of issuervii
Resulting situation on the date on which threshold was crossed or reached	14.9583%	0.0000%	14.9583%	1,137,907,720
Position of previous notification (if applicable)	15.9112%	0.0000%	15.9112%	

9. 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	Indirect	DirectIndirect
Ordinary Shares (ISIN: IE00B1GKF381)		394,527	0.0347%
American Depositary Shares (ISIN: US7835131043)		169,816,800	14.9236%
SUBTOTAL A		170,211,327	14.9583%

B 1: Financial Instruments according to Regulation 17(1)(a) of the Regulations

Type of financial instrument	Expirationdatex	% of voting rights
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Exercise/Conversion
Periodxi

Number
of
voting
rights
that
may be
acquired
if the
instrument
is
exercised/converted.

SUBTOTAL B.1

B 2: Financial Instruments with similar economic effect according to Regulation 17(1)(b) of the Regulations

Type of financial instrument	Expirationdatex	Exercise/Conversion Period xi	Physical or cash settlementxii.	Number of voting rights	% of voting rights
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SUBTOTAL
B.2

10. Information in relation to the person subject to the notification obligation

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 entityxiv:

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 Capital Group Companies, Inc. Holdings by CG Management companies are set out below:			
Capital Research and Management Company1	15.4469%	0.0000%	15.4469%
Capital Guardian Trust Company2	14.9583%	0.0000%	14.9583%
Capital International, Inc.2			
Capital International Sárl2			

EuroPacific Growth Fund
(EUPAC) 3

1. Wholly Owned subsidiary of The Capital Group Companies, Inc.
2. Wholly owned indirect subsidiaries of Capital Research and Management Company
3. Fund managed by Capital Research and Management Company
11. In case of proxy voting: [name of the proxy holder] will cease to hold [% and number] voting rights as of [date]

12. Additional informationxvi:

CGC is the parent company of Capital Research and Management Company ("CRMC"). CRMC is a U.S.-based investment management company that manages the American Funds family of mutual funds. CRMC manages equity assets for various investment companies through three divisions, Capital Research Global Investors, Capital International Investors and Capital World Investors. CRMC in turn is the parent company of Capital Group International, Inc. ("CGII"), which in turn is the parent company of five investment management companies ("CGII management companies"): Capital Guardian Trust Company, Capital International, Inc., Capital International Limited, Capital International Sàrl and Capital International K.K. The CGII management companies primarily serve as investment managers to institutional clients.

Neither CGC nor any of its affiliates own shares of your company for its own account. Rather, the shares reported on this Notification are owned by accounts under the discretionary investment management of one or more of the investment management companies described above.

This notice is due to CRMC decreasing under 15% of voting rights on 14 September 2018.

EuroPacific Growth Fund ("EUPAC") is a mutual fund registered in the United States under the Investment Company Act of 1940. EUPAC is the legal owner of 16,381,241 ADRs (7.196% of the outstanding shares) and it has granted proxy voting authority to its investment adviser CRMC.

Done at Los Angeles, California on 17 September 2018

SIGNATURES

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, hereunto duly authorized.

RYANAIR HOLDINGS PLC

Date: 18 September, 2018

By: ___/s/ Juliusz Komorek___

Juliusz Komorek
Company Secretary

BER OF A GROUP (See Instructions) (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

10,295,154

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

10,295,154

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,295,154

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.65% 14

TYPE OF REPORTING PERSON (See Instructions)

CO

Explanatory Note

This Amendment No. 2 (the "Amendment") amends and supplements the statement on Schedule 13D originally filed by the Reporting Persons on April 13, 2016, as amended by Amendment No. 1 to Schedule 13D filed on April 29, 2016 (as amended, the "Schedule 13D"). Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to such terms in the Schedule 13D. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and restated in its entirety as follows:

The aggregate number of shares of Common Stock beneficially owned by the Reporting Persons is 10,295,154, consisting entirely of shares of Common Stock for which an aggregate consideration of approximately \$58,600,631, has been paid. The source of the funds used to purchase the shares described above is working capital of the Reporting Persons.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Items 5(a), (b) and (c) are hereby amended and supplemented as follows:

(a) The aggregate number of shares of Common Stock and the percentage of total outstanding shares of Common Stock beneficially owned by the Reporting Persons is set forth below. The aggregate percentage of shares of Common Stock owned by the Reporting Persons is based upon 118,994,539 shares of Common Stock outstanding as of February 26, 2016, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2016.

As of the date of this Amendment, Tsinghua International beneficially owns 10,295,154 shares of Common Stock, which represents approximately 8.65% of the outstanding shares of Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

Tsinghua Capital, as the direct parent company of Tsinghua International, also may be deemed to beneficially own the 10,295,154 shares of Common Stock.

Tsinghua Unigroup, as an indirect, but controlling parent of Tsinghua International, also may be deemed to beneficially own the 10,295,154 shares of Common Stock.

Zhao Weiguo is the Chairman of the Board of Directors of Tsinghua Unigroup and a director of each of Tsinghua Capital and Tsinghua International. Mr. Zhao expressly disclaims beneficial ownership of the shares of Common Stock beneficially owned by Tsinghua Unigroup, Tsinghua Capital and Tsinghua International.

(b) Each of Tsinghua Unigroup, Tsinghua Capital and Tsinghua International may be deemed to have shared power to vote and dispose or direct the vote and direct the disposition of an aggregate of 10,295,154 shares of Common Stock.

(c) Since the filing of Amendment No. 1 to the Schedule 13D, the Reporting Persons have purchased additional shares of Common Stock as set forth in Annex A and incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit Number Description

99.1 Joint Filing Agreement, dated May 9, 2016, by and among the Reporting Persons

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this Amendment No. 2 to Schedule 13D is true, complete and correct.

Dated: May 9, 2016

Tsinghua Unigroup
International Co., Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Director

Tsinghua Unigroup
Capital Management Co.,
Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Chairman

Tsinghua Unigroup Co.,
Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Chairman

ANNEX A

Transactions in the Shares Since the Filing of Amendment No. 1 to the Schedule 13D

Date of Transaction	Nature of the Transaction	Amount of Securities Purchased/(Sold)	Price Per Share (\$)
April 29, 2016	Open Market Purchase	517,758	5.53
May 2, 2016	Open Market Purchase	55,362	5.56
May 3, 2016	Open Market Purchase	197,063	5.54
May 4, 2016	Open Market Purchase	148,752	5.51
May 5, 2016	Open Market Purchase	465,185	5.49
May 6, 2016	Open Market Purchase	350,497	5.31

Exhibit 99.1

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf of each of them.
- (ii) Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; provided that none of them is responsible for the completeness or accuracy of the information concerning any other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.
- (iii) This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

Date: May 9, 2016

Tsinghua Unigroup
International Co., Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Director

Tsinghua Unigroup
Capital Management Co.,
Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Chairman

Tsinghua Unigroup Co.,
Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Chairman