

PEARSON PLC
Form 6-K
December 28, 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 December 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:

21/12/2018

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

27/12/2018

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 (total of 8.B 1 + 8.B 2)	Total of both in % (total of 8.A + 8.B)	Total number of voting rights of issuervii
Resulting situation on the date on which threshold was crossed or reached	0.66%	5.67%	6.33%	781,072,200
Position of previous notification (if applicable)	0.53%	5.92%	6.44%	

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

A: Voting rights attached to shares

	Number of voting rightsix		% of voting rights	
Class/type of shares	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)
ISIN code (if possible)				
GB0006776081		4,750,601		0.61%
US7050151056		417,524		0.05%

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SUBTOTAL 8. A 5,168,125 0.66

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

Type of financial instrument	Expirationdate	Exercise/Conversion Period	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
Securities Lending	Open		15,066,894	1.93%
Put option	15-Mar-2019		1,000,000	0.13%
Put option	15-Mar-2019		1,000,000	0.13%
Put option	15-Feb-2019		1,000,000	0.13%
Put option	15-Mar-2019		1,000,000	0.13%
SUBTOTAL 8. B 1			19,066,894	2.44%

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	Expirationdate	Exercise/Conversion Period	Physical or cash settlement	Number of voting rights	% of voting rights
Refer to Annexure					
SUBTOTAL 8.B.2				24,789,761	3.17%

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) issuerxiii
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 (please add additional X rows as necessary)

Name	% 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		3.74%	3.86%
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 27/12/2018

Natalie White
Deputy Company Secretary
Pearson plc

28 December 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	3,100,153	0.40%
CFD	23-Sep-2020		Cash	1,694,093	0.22%
CFD	4-Dec-2023		Cash	1,651,890	0.21%
CFD	20-Oct-2027		Cash	1,207,888	0.15%
Swap	28-Jul-2021		Cash	1,096,212	0.14%
CFD	15-Sep-2028		Cash	1,003,664	0.13%
Swap	28-Jul-2021		Cash	757,148	0.10%
CFD	9-Sep-2021		Cash	711,542	0.09%

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CFD	17-Nov-2028	Cash	509,700	0.07%
Call Option	9-Jan-2019	Cash	469,936	0.06%
Swap	12-Oct-2023	Cash	397,330	0.05%
CFD	15-Nov-2028	Cash	368,890	0.05%
CFD	15-Jul-2021	Cash	328,703	0.04%
CFD	16-Jun-2028	Cash	328,703	0.04%
Call Option	15-Jan-2019	Cash	327,380	0.04%
CFD	20-Oct-2027	Cash	308,401	0.04%
CFD	20-Oct-2027	Cash	308,140	0.04%
Swap	30-Nov-2023	Cash	300,000	0.04%
CFD	4-Dec-2023	Cash	284,110	0.04%
CFD	24-Mar-2028	Cash	259,000	0.03%
CFD	19-May-2027	Cash	256,115	0.03%
CFD	4-Dec-2023	Cash	254,475	0.03%
Call Option	11-Jan-2019	Cash	252,238	0.03%
Swap	3-Feb-2023	Cash	250,801	0.03%
Swap	29-Nov-2023	Cash	250,000	0.03%
CFD	21-Jun-2028	Cash	229,624	0.03%
Swap	29-Nov-2023	Cash	225,000	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	204,000	0.03%
Swap	28-Jul-2021	Cash	203,317	0.03%
Swap	2-Feb-2023	Cash	198,606	0.03%
CFD	25-Apr-2019	Cash	177,353	0.02%
CFD	6-Dec-2028	Cash		0.02%

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			176,900	
Swap	28-Jul-2021	Cash	170,231	0.02%
Swap	21-May-2019	Cash	164,456	0.02%
CFD	12-Jul-2023	Cash	158,153	0.02%
CFD	12-Jun-2028	Cash	156,757	0.02%
CFD	10-Mar-2028	Cash	141,968	0.02%
CFD	22-Nov-2028	Cash	134,667	0.02%
Swap	28-Jul-2021	Cash	131,070	0.02%
Swap	17-Sep-2020	Cash	128,491	0.02%
CFD	17-Nov-2028	Cash	125,499	0.02%
CFD	17-Nov-2028	Cash	121,696	0.02%
CFD	25-Feb-2027	Cash	120,007	0.02%
Swap	3-Feb-2023	Cash	117,797	0.02%
CFD	15-Nov-2028	Cash	116,110	0.01%
CFD	4-Dec-2023	Cash	114,713	0.01%
Swap	13-Oct-2023	Cash	113,548	0.01%
Swap	22-Mar-2019	Cash	113,300	0.01%
CFD	24-Nov-2028	Cash	106,470	0.01%
CFD	20-Oct-2021	Cash	104,500	0.01%
Call Option	8-Feb-2019	Cash	103,672	0.01%
Call Option	12-Mar-2019	Cash	103,614	0.01%
Swap	2-Feb-2023	Cash	93,281	0.01%
CFD	17-Jul-2028	Cash	92,500	0.01%
Swap	29-Nov-2023	Cash	91,988	0.01%
Swap	8-Dec-2023	Cash	91,426	0.01%
Call Option	19-Feb-2019	Cash		0.01%

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			88,707	
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%
Call Option	5-Mar-2019	Cash	77,584	0.01%
CFD	11-Aug-2023	Cash	77,077	0.01%
CFD	1-Mar-2028	Cash	76,610	0.01%
Swap	7-Jul-2023	Cash	73,094	0.01%
Swap	3-Feb-2023	Cash	68,758	0.01%
CFD	4-Dec-2023	Cash	68,531	0.01%
CFD	20-Nov-2028	Cash	68,454	0.01%
Call Option	8-Mar-2019	Cash	67,181	0.01%
Swap	29-Nov-2023	Cash	65,026	0.01%
CFD	5-Nov-2027	Cash	64,825	0.01%
CFD	17-Nov-2028	Cash	64,651	0.01%
Call Option	6-Mar-2019	Cash	62,449	0.01%
Swap	15-Jun-2023	Cash	57,709	0.01%
CFD	24-Nov-2028	Cash	57,059	0.01%
CFD	20-Nov-2028	Cash	57,045	0.01%
Swap	5-Sep-2019	Cash	55,700	0.01%
CFD	4-Dec-2023	Cash	55,037	0.01%
CFD	17-Jul-2028	Cash	55,000	0.01%
Swap	2-Feb-2023	Cash	54,448	0.01%
Swap	5-Sep-2019	Cash	53,400	0.01%
CFD	1-Mar-2028	Cash	50,720	0.01%
CFD	10-Mar-2028	Cash		0.01%

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			50,535	
Swap	1-Feb-2023	Cash	43,214	0.01%
Call Option	22-Feb-2019	Cash	41,081	0.01%
CFD	25-Apr-2019	Cash	41,002	0.01%
Swap	14-Jun-2023	Cash	40,052	0.01%
CFD	17-Nov-2028	Cash	39,501	0.01%
CFD	17-Nov-2028	Cash	38,304	0.005%
CFD	22-Nov-2028	Cash	38,030	0.005%
Swap	12-Jul-2023	Cash	37,897	0.005%
Call Option	15-Jan-2019	Cash	37,097	0.005%
CFD	17-Nov-2028	Cash	36,622	0.005%
CFD	17-Jul-2023	Cash	34,800	0.004%
CFD	21-Jul-2028	Cash	34,000	0.004%
CFD	24-Nov-2028	Cash	33,512	0.004%
CFD	25-Apr-2019	Cash	33,191	0.004%
Swap	7-Jul-2023	Cash	32,746	0.004%
CFD	14-Jul-2023	Cash	30,500	0.004%
Swap	12-Jun-2023	Cash	30,225	0.004%
CFD	25-Feb-2027	Cash	29,702	0.004%
CFD	25-Apr-2019	Cash	29,469	0.004%
Swap	15-Jun-2023	Cash	26,702	0.003%
CFD	1-Nov-2028	Cash	26,197	0.003%
CFD	13-Sep-2028	Cash	26,000	0.003%
CFD	6-Jul-2023	Cash	25,488	0.003%
CFD	1-Nov-2028	Cash	25,474	0.003%
CFD	25-Apr-2019	Cash		0.003%

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			24,541	
CFD	26-Nov-2021	Cash	24,179	0.003%
Swap	14-Jun-2023	Cash	23,383	0.003%
Swap	12-Jul-2023	Cash	22,173	0.003%
CFD	20-Nov-2028	Cash	21,546	0.003%
CFD	13-Dec-2028	Cash	20,400	0.003%
CFD	17-Nov-2028	Cash	20,349	0.003%
Swap	1-Feb-2023	Cash	20,297	0.003%
CFD	25-Apr-2019	Cash	19,385	0.002%
Swap	7-Jul-2023	Cash	19,160	0.002%
CFD	17-Jul-2023	Cash	18,700	0.002%
CFD	24-Nov-2028	Cash	17,959	0.002%
CFD	20-Nov-2028	Cash	17,955	0.002%
CFD	23-Nov-2028	Cash	17,711	0.002%
CFD	27-Feb-2023	Cash	16,641	0.002%
CFD	4-Dec-2023	Cash	16,369	0.002%
Swap	28-Mar-2019	Cash	16,200	0.002%
Swap	22-May-2020	Cash	16,129	0.002%
Swap	17-Sep-2020	Cash	15,868	0.002%
Swap	30-Apr-2019	Cash	15,800	0.002%
Swap	15-Jun-2023	Cash	15,589	0.002%
CFD	11-Nov-2020	Cash	15,090	0.002%
CFD	21-Jul-2028	Cash	15,000	0.002%
CFD	18-Sep-2019	Cash	15,000	0.002%
CFD	22-Nov-2028	Cash	14,532	0.002%
Swap	31-Dec-2019	Cash		0.002%

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			14,300	
Swap	12-Jun-2023	Cash	13,985	0.002%
Swap	3-Nov-2021	Cash	12,609	0.002%
Swap	22-May-2020	Cash	12,597	0.002%
Swap	22-May-2020	Cash	12,577	0.002%
CFD	20-Nov-2028	Cash	12,400	0.002%
CFD	22-Nov-2028	Cash	11,970	0.002%
Swap	1-Feb-2023	Cash	11,847	0.002%
CFD	26-Jun-2019	Cash	11,475	0.001%
Swap	31-Dec-2019	Cash	10,900	0.001%
CFD	28-Oct-2020	Cash	10,812	0.001%
Swap	6-Feb-2019	Cash	10,500	0.001%
CFD	27-Nov-2019	Cash	10,110	0.001%
CFD	27-Dec-2019	Cash	10,110	0.001%
CFD	14-Jan-2021	Cash	9,422	0.001%
CFD	30-Oct-2028	Cash	9,347	0.001%
CFD	14-Jan-2021	Cash	9,303	0.001%
Swap	12-Oct-2023	Cash	8,622	0.001%
Swap	12-Jun-2023	Cash	8,165	0.001%
Swap	22-May-2020	Cash	7,925	0.001%
CFD	25-Apr-2019	Cash	7,650	0.001%
CFD	27-Nov-2019	Cash	6,740	0.001%
Swap	22-May-2020	Cash	6,153	0.001%
Swap	8-Dec-2023	Cash	6,074	0.001%
CFD	15-Dec-2028	Cash	6,039	0.001%
Call Option	12-Mar-2019	Cash		0.001%

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			5,995	
CFD	9-Dec-2020	Cash	5,970	0.001%
Call Option	7-Jan-2019	Cash	5,663	0.001%
CFD	21-Oct-2021	Cash	5,098	0.001%
CFD	15-Dec-2027	Cash	5,000	0.001%
CFD	8-Mar-2028	Cash	5,000	0.001%
CFD	12-May-2028	Cash	5,000	0.001%
CFD	3-Nov-2028	Cash	4,984	0.001%
Swap	22-May-2020	Cash	4,774	0.001%
CFD	20-Dec-2028	Cash	4,700	0.001%
CFD	27-Dec-2028	Cash	4,610	0.001%
Swap	22-May-2020	Cash	3,941	0.001%
Swap	3-Nov-2021	Cash	3,634	0.0005%
CFD	25-Apr-2019	Cash	3,060	0.0004%
Swap	22-May-2020	Cash	3,050	0.0004%
CFD	2-Nov-2028	Cash	2,900	0.0004%
CFD	21-Dec-2028	Cash	2,880	0.0004%
Swap	22-May-2020	Cash	2,857	0.0004%
Swap	3-Nov-2021	Cash	2,556	0.0003%
CFD	27-Dec-2028	Cash	2,356	0.0003%
CFD	28-Oct-2020	Cash	2,350	0.0003%
CFD	28-Oct-2020	Cash	2,350	0.0003%
Swap	3-Nov-2021	Cash	2,214	0.0003%
CFD	6-Dec-2023	Cash	2,080	0.0003%
CFD	29-Nov-2028	Cash	1,900	0.0002%
Call Option	22-Feb-2019	Cash		0.0002%

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			1,773	
Swap	22-May-2020	Cash	1,768	0.0002%
CFD	27-Feb-2023	Cash	1,765	0.0002%
CFD	16-Nov-2028	Cash	1,259	0.0002%
CFD	22-Dec-2028	Cash	1,200	0.0002%
CFD	15-Nov-2028	Cash	1,100	0.0001%
CFD	16-Dec-2020	Cash	662	0.0001%
CFD	18-Sep-2028	Cash	602	0.0001%
CFD	20-Nov-2028	Cash	532	0.0001%
Call Option	22-Feb-2019	Cash	478	0.0001%
Swap	22-May-2020	Cash	461	0.0001%
CFD	6-Dec-2028	Cash	433	0.0001%
Swap	22-May-2020	Cash	419	0.0001%
CFD	29-Nov-2028	Cash	406	0.0001%
CFD	8-Nov-2028	Cash	400	0.0001%
CFD	22-Nov-2028	Cash	400	0.0001%
Swap	22-May-2020	Cash	329	0.00004%
Swap	22-May-2020	Cash	323	0.00004%
CFD	9-Nov-2028	Cash	300	0.00004%
CFD	10-Nov-2028	Cash	300	0.00004%
CFD	15-Nov-2028	Cash	300	0.00004%
CFD	6-Dec-2028	Cash	200	0.00003%
CFD	18-Dec-2028	Cash	200	0.00003%
CFD	20-Dec-2028	Cash	200	0.00003%
CFD	27-Dec-2028	Cash	172	0.00002%
CFD	27-Sep-2028	Cash		0.00002%

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			123	
CFD	5-Oct-2028	Cash	122	0.00002%
CFD	22-Nov-2028	Cash	100	0.00001%
CFD	29-Nov-2028	Cash	100	0.00001%
CFD	30-Nov-2028	Cash	100	0.00001%
CFD	13-Dec-2028	Cash	100	0.00001%
CFD	15-Dec-2028	Cash	100	0.00001%
CFD	27-Sep-2028	Cash	90	0.00001%
CFD	6-Oct-2028	Cash	82	0.00001%
CFD	23-Nov-2028	Cash	63	0.00001%
CFD	2-Oct-2028	Cash	61	0.00001%
CFD	23-Oct-2028	Cash	19	0.000002%

Total Number of voting rights and percentage of voting rights 24,789,761 3.17%
 Additional information: Please note, total amount of voting rights have been rounded to 2 decimal places therefore there is a possibility of a rounding error.

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: 28 December 2018

By: /s/ NATALIE WHITE

 Natalie White
 Deputy Company Secretary

