

PEARSON PLC  
Form 6-K  
December 11, 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 December 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

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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

TR-1: Standard form for notification of major holdings

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

An event changing the breakdown of voting rights

Other (please specify)iii: Type 1 Disclosure as per the Transparency Directive II Regulation

3. Details of person subject to the notification obligation iv

Name Schrodgers plc

City and country of registered office (if applicable) London, UK

4. Full name of shareholder(s)

(if different from 3.) v

Name

City and country of registered office (if applicable)

5. Date on which the threshold was crossed or reached vi : 07/12/2017

6. Date on which issuer notified (DD/MM/YYYY): 08/12/2017

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 % (8.A + 8.B) | Total number of voting rights of issuer vii |
|---|---|---|--------------------------------|---|
| Resulting situation on the date on which threshold was crossed or reached | 13.492%   | N/A   | 13.492%                        | 805,582,018                                 |
| Position of previous notification (if applicable)                         | 13.003%   | N/A   | 13.003%                        |   |

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

A: Voting rights attached to shares

| Class/type of shares<br>ISIN code (if possible) ix | Number of voting rights                    |                                   | % of voting rights                         |   |
|--|--|-----------------------------------|--|---|
|  | Direct<br>(Art 9 of Directive 2004/109/EC) | Indirect<br>(Art 10 of Directive) | Direct<br>(Art 9 of Directive 2004/109/EC) | Indirect<br>(Art 10 of Directive 2004/109/EC)<br>(DTR5.2.1) |
|  |  |                                   |  |   |

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|              |          |                      |         |
|--------------|----------|----------------------|---------|
|              | (DTR5.1) | 2004/109/EC (DTR5.1) |         |
|              |          | (DTR5.2.1)           |         |
| GB0006776081 |          | 108,691,682          | 13.492% |

SUBTOTAL 8. A 108,691,682 13.492%

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<br>x | Exercise/Conversion<br>Period<br>xi | Number of voting<br>rights that may be<br>acquired if the<br>instrument is<br>exercised/converted.<br>N/A | % of voting rights<br>N/A |
|------------------------------|---------------------|-------------------------------------|---|---------------------------|
| N/A                          |                     |                                     |   |                           |

SUBTOTAL 8. B 1 N/A N/A

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<br>x | Exercise/Conversion<br>Period<br>xi | Physical<br>or cash<br>settlement<br>rights<br>xii | Number of voting<br>rights<br>N/A | % of voting rights<br>N/A |
|------------------------------|---------------------|-------------------------------------|--|-----------------------------------|---------------------------|
| N/A                          |                     |                                     |  |                                   |                           |

SUBTOTAL 8.B.2 N/A N/A

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

X

xiv

(please add additional rows as necessary)

|         |  |  |   |
|---------|--|--|---|
| 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 |
|---------|--|--|---|

Schroders plc  
Schroder Administration  
Limited  
Schroder Wealth Holdings  
Limited  
Schroder & Co. Limited

Schroders plc  
Schroder Administration  
Limited  
Schroder Wealth Holdings  
Limited  
Schroders (C.I.) Limited

Schroders plc  
Schroder Administration  
Limited  
Schroder International  
Holdings Limited

|   |         |     |         |
|---|---------|-----|---------|
| Schroder Investment<br>Management Limited | 13.094% | N/A | 13.094% |
|---|---------|-----|---------|

10. In case of proxy voting, please identify:  
Name of the proxy holder  
The number and % of voting rights held  
The date until which the voting rights will be held

11. Additional information  
xvi

This notification is being made due to a legal entity position crossing above the 13% threshold.

Place of completion London, UK  
Date of completion 8th December 2017

Natalie White  
Deputy Company Secretary  
Pearson plc

11 December 2017

**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: 11 December 2017

By: /s/ NATALIE WHITE

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Natalie White  
Deputy Company Secretary