

PEARSON PLC
Form 6-K
January 11, 2019

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 January 2019

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
 An event changing the breakdown of voting rights X
 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,
 City and country of registered office (if applicable) Wilmington DE 19801, USA

4. Full name of shareholder(s) (if different from 3.)v
 Name Goldman Sachs International
 Peterborough Court, 133 Fleet Street,
 City and country of registered office (if applicable) London
 EC4A 2BB, UK

5. Date on which the threshold was crossed or reachedvi: 08/01/2019

6. Date on which issuer notified (DD/MM/YYYY): 10/01/2019

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	0.54%	5.99%	6.52%	781,078,167
Position of previous notification (if applicable)	0.66%	5.67%	6.33%	

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		4,160,114		0.53%
US7050151056		23,022		0.003%

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SUBTOTAL 8. A 4,183,136 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	Expirationdate	Exercise/Conversion Period	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
Securities Lending	Open		14,528,821	1.86%
Put option	15-Feb-2019		1,500,000	0.19%
Put option	15-Feb-2019		1,000,000	0.13%
Put option	15-Mar-2019		1,000,000	0.13%
Put option	15-Mar-2019		1,000,000	0.13%
Put option	15-Mar-2019		1,000,000	0.13%
SUBTOTAL 8. B			120,028,821	2.56%

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				26,752,074	3.43%

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 X 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
The Goldman Sachs Group, Inc. Goldman Sachs (UK) L.L.C. Goldman Sachs Group UK Limited Goldman Sachs International		4.14%	4.14%
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 10/01/2019

Natalie White
 Deputy Company Secretary
 Pearson plc

11 January 2019

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	15-Sep-2028		Cash		0.20%

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			1,600,000	
CFD	4-Dec-2023	Cash	1,553,721	0.20%
CFD	20-Oct-2027	Cash	1,307,594	0.17%
Swap	28-Jul-2021	Cash	1,050,699	0.13%
Swap	28-Jul-2021	Cash	757,148	0.10%
CFD	9-Sep-2021	Cash	711,542	0.09%
Call Option	9-Jan-2019	Cash	658,865	0.08%
CFD	17-Nov-2028	Cash	549,700	0.07%
Call Option	15-Jan-2019	Cash	447,312	0.06%
CFD	10-Jan-2029	Cash	414,526	0.05%
Call Option	11-Jan-2019	Cash	405,588	0.05%
Swap	12-Oct-2023	Cash	397,330	0.05%
CFD	15-Jul-2021	Cash	328,703	0.04%
CFD	16-Jun-2028	Cash	328,703	0.04%
CFD	20-Oct-2027	Cash	300,700	0.04%
Swap	30-Nov-2023	Cash	300,000	0.04%
CFD	20-Oct-2027	Cash	294,339	0.04%
CFD	4-Dec-2023	Cash	268,587	0.03%
CFD	24-Mar-2028	Cash	259,000	0.03%
CFD	19-May-2027	Cash	256,115	0.03%
Swap	3-Feb-2023	Cash	250,801	0.03%
Swap	29-Nov-2023	Cash	250,000	0.03%
CFD	4-Dec-2023	Cash	240,533	0.03%
Call Option	12-Mar-2019	Cash	234,437	0.03%
Call Option	8-Feb-2019	Cash	234,031	0.03%
Swap	29-Nov-2023	Cash		0.03%

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			225,000	
CFD	20-Oct-2021	Cash	224,500	0.03%
Call Option	19-Feb-2019	Cash	224,398	0.03%
CFD	27-Sep-2028	Cash	217,594	0.03%
CFD	21-Jun-2028	Cash	211,858	0.03%
Call Option	25-Feb-2019	Cash	211,356	0.03%
CFD	9-Sep-2021	Cash	204,579	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%
Call Option	5-Mar-2019	Cash	182,153	0.02%
CFD	25-Apr-2019	Cash	177,353	0.02%
CFD	6-Dec-2028	Cash	176,900	0.02%
Swap	28-Jul-2021	Cash	170,231	0.02%
Swap	21-May-2019	Cash	164,749	0.02%
CFD	12-Jul-2023	Cash	158,153	0.02%
Call Option	8-Mar-2019	Cash	154,491	0.02%
Call Option	15-Jan-2019	Cash	153,862	0.02%
Call Option	6-Mar-2019	Cash	150,840	0.02%
CFD	22-Nov-2028	Cash	134,667	0.02%
CFD	10-Mar-2028	Cash	131,461	0.02%
Swap	28-Jul-2021	Cash	131,070	0.02%
CFD	10-Jan-2029	Cash	130,474	0.02%
Swap	17-Sep-2020	Cash	128,491	0.02%
Swap	3-Feb-2023	Cash	117,797	0.02%
CFD	25-Feb-2027	Cash		0.01%

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			115,007	
Call Option	22-Feb-2019	Cash	114,431	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	4-Dec-2023	Cash	106,286	0.01%
CFD	17-Nov-2028	Cash	102,681	0.01%
CFD	12-Jun-2028	Cash	98,591	0.01%
Swap	2-Feb-2023	Cash	93,281	0.01%
Swap	29-Nov-2023	Cash	91,988	0.01%
Swap	8-Dec-2023	Cash	91,426	0.01%
CFD	27-Jan-2020	Cash	90,147	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	17-Jul-2028	Cash	77,500	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	20-Nov-2028	Cash	68,454	0.01%
Swap	29-Nov-2023	Cash	65,026	0.01%
CFD	5-Nov-2027	Cash	64,825	0.01%
CFD	4-Dec-2023	Cash	64,788	0.01%
CFD	17-Nov-2028	Cash	64,651	0.01%
Swap	15-Jun-2023	Cash		0.01%

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			57,709	
CFD	1-Mar-2028	Cash	57,626	0.01%
CFD	24-Nov-2028	Cash	57,059	0.01%