

PEARSON PLC
Form 6-K
March 22, 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 March 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.
City and country of registered office (if applicable) Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, USA

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

5. Date on which the threshold was crossed or reachedvi: 19/03/2019

6. Date on which issuer notified (DD/MM/YYYY): 21/03/2019

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 % (8.A + 8.B)	Total number of voting rights of issuervii
Resulting situation on the date on which threshold was crossed or reached	0.78%	6.997%	7.78%	781,412,69
Position of previous notification (if applicable)	0.64%	7.06%	7.70%	

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		5,799,516		0.74%
US7050151056		284,011		0.04%

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SUBTOTAL 8. A 6,083,527 0.78%

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		9,472,380	1.21%
Put Option	18/04/2019		1,750,000	0.22%
SUBTOTAL 8. B			111,222,380	1.44%

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	Expiration date	Exercise/Conversion Period	Physical or cash settlement	Number of voting rights	% of voting rights
Refer to Annexure					
SUBTOTAL 8.B.2				43,450,567	5.56%

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 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 (please add additional 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		5.82%	6.09%
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 21/03/2019

Natalie White

Deputy Company Secretary

Pearson plc

22 March 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	10/12/2025		Cash	3,000,148	0.38%
CFD	15/09/2028		Cash	2,949,232	0.38%
CFD	20/10/2027		Cash	1,846,611	0.24%
CFD	23/09/2020		Cash	1,834,093	0.23%
CFD	23/02/2024		Cash	1,800,000	0.23%
CFD	04/12/2023		Cash	1,561,912	0.20%

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CFD	21/02/2024	Cash	1,300,000	0.17%
CFD	19/03/2029	Cash	1,293,017	0.17%
CFD	07/02/2024	Cash	1,240,000	0.16%
CFD	21/02/2024	Cash	1,100,000	0.14%
Swap	28/07/2021	Cash	1,050,699	0.13%
CFD	14/02/2024	Cash	970,000	0.12%
CFD	17/07/2020	Cash	933,031	0.12%
CFD	12/02/2024	Cash	865,494	0.11%
CFD	26/01/2024	Cash	865,000	0.11%
CFD	26/02/2024	Cash	860,000	0.11%
CFD	22/02/2024	Cash	800,000	0.10%
Swap	28/07/2021	Cash	757,148	0.10%
CFD	29/01/2024	Cash	663,999	0.08%
CFD	07/03/2029	Cash	559,432	0.07%
CFD	31/01/2029	Cash	445,560	0.06%
CFD	06/12/2028	Cash	440,459	0.06%
CFD	14/02/2024	Cash		