

PEARSON PLC
Form 6-K
October 15, 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 October 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

1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: 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: i. Type 1 Disclosure as per the Transparency Directive II Regulation

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:

10/10/2018

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

12/10/2018

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 % (8.A + 8.B)	Total number of voting rights of issuervii
Resulting situation on the date on which threshold was crossed or reached	0.50%	6.19%	6.69%	781,064,746
Position of previous notification (if applicable)	0.60%	5.47%	6.06%	

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 of shares	Number of voting rights		% of voting rights	
	Direct	Indirect	Direct	Indirect
ISIN code (Art 9 of Directive 2004/109/EC) (if possible)	(Art 10 of Directive 2004/109/EC) (DTR5.1)	(Art 10 of Directive 2004/109/EC) (DTR5.2.1)	(Art 10 of Directive 2004/109/EC) (DTR5.2.1)	(Art 10 of Directive 2004/109/EC) (DTR5.2.1)

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		2004/109/EC) (DTR5.1)	
GB0006776081	3,591,794		0.46%
US7050151056	301,885		0.04%
SUBTOTAL			0.50%
8. A	3,893,679		

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 x	Exercise/Conversion Period xi	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
Securities Lending	Open		12,489,109	12.49%
Call Option	21-Dec-2018		406,000	0.41%
SUBTOTAL 8. B			12,895,109	12.90%
1				

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 x	Exercise/Conversion Period xi	Physical or cash settlement xii	Number of voting rights	% of voting rights
Refer to the Annexure					
SUBTOTAL			78,622,117		3.66%
8.B.2					

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

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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 rows as necessary) X

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		3.64%	3.64%
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, UK

Date of completion 12/10/2018

Natalie White
Deputy Company Secretary
Pearson plc

15 October 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	3,850,190	0.49%
CFD	23-Sep-2020		Cash	2,464,000	0.32%
CFD	10-Apr-2028		Cash	2,116,003	0.27%
Swap	7-May-2019		Cash	1,896,936	0.24%
CFD	15-Sep-2028		Cash	1,745,000	0.22%
CFD	20-Oct-2027		Cash	1,505,835	0.19%
Swap	28-Jul-2021		Cash	1,096,212	0.14%
CFD	9-Sep-2021		Cash	820,388	0.11%
Swap	28-Jul-2021		Cash	757,148	0.10%
Swap	21-May-2019		Cash	622,194	0.08%
CFD	12-Oct-2028		Cash	593,776	0.08%
CFD	29-Oct-2027		Cash	525,035	0.07%
CFD	20-Oct-2027		Cash	384,473	0.05%
CFD	20-Oct-2027		Cash	384,147	0.05%
CFD	27-Oct-2027		Cash	373,164	0.05%
Swap	7-May-2019		Cash	344,973	0.04%
CFD	16-Jun-2028		Cash		0.04%

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			328,703	
CFD	15-Jul-2021	Cash	328,703	0.04%
Swap	7-May-2019	Cash	262,835	0.03%
CFD	19-May-2027	Cash	253,415	0.03%
Swap	3-Feb-2023	Cash	250,801	0.03%
CFD	10-Apr-2028	Cash	249,676	0.03%
CFD	9-Sep-2021	Cash	241,924	0.03%
CFD	24-Mar-2028	Cash	219,000	0.03%
CFD	21-Jun-2028	Cash	218,357	0.03%
CFD	27-Sep-2028	Cash	217,594	0.03%
CFD	23-Aug-2028	Cash	204,000	0.03%
Swap	28-Jul-2021	Cash	203,317	0.03%
Swap	12-Oct-2023	Cash	200,000	0.03%
Swap	2-Feb-2023	Cash	198,606	0.03%
Swap	12-Oct-2023	Cash	197,330	0.03%
Swap	17-Sep-2020	Cash	189,942	0.02%
Swap	28-Jul-2021	Cash	170,231	0.02%
CFD	12-Jun-2028	Cash	156,757	0.02%
CFD	18-Sep-2028	Cash	133,410	0.02%
CFD	20-Sep-2028	Cash	132,450	0.02%
Swap	28-Jul-2021	Cash	131,070	0.02%
CFD	22-Sep-2028	Cash	128,710	0.02%
CFD	25-Apr-2019	Cash	124,313	0.02%
CFD	25-Feb-2027	Cash	122,707	0.02%
Swap	7-May-2019	Cash	121,966	0.02%
Swap	5-Sep-2019	Cash		0.02%

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			120,300	
Swap	3-Feb-2023	Cash	117,797	0.02%
CFD	25-Feb-2027	Cash	117,407	0.02%
Swap	22-Mar-2019	Cash	113,300	0.01%
CFD	5-Nov-2027	Cash	111,297	0.01%
CFD	12-Jul-2023	Cash	105,663	0.01%
CFD	17-Jul-2028	Cash	103,200	0.01%
CFD	11-Aug-2028	Cash	100,000	0.01%
Swap	2-Feb-2023	Cash	93,281	0.01%
CFD	1-Mar-2028	Cash	92,133	0.01%
Swap	14-Jun-2023	Cash	86,565	0.01%
Swap	12-Jul-2023	Cash	84,590	0.01%
CFD	11-Aug-2023	Cash	79,619	0.01%
CFD	10-Mar-2028	Cash	78,808	0.01%
CFD	15-Sep-2028	Cash	73,785	0.01%
Swap	7-Jul-2023	Cash	73,094	0.01%
Swap	5-Sep-2019	Cash	72,000	0.01%
Swap	7-May-2019	Cash	71,570	0.01%
CFD	25-Apr-2019	Cash	69,385	0.01%
Swap	3-Feb-2023	Cash	68,758	0.01%
CFD	10-Jul-2019	Cash	63,409	0.01%
CFD	27-Sep-2028	Cash	62,740	0.01%
Swap	15-Jun-2023	Cash	57,709	0.01%
Swap	7-May-2019	Cash	57,156	0.01%
Swap	5-Sep-2019	Cash	55,700	0.01%
CFD	14-Jan-2021	Cash		0.01%

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			55,648	
CFD	17-Jul-2028	Cash	55,000	0.01%
Swap	2-Feb-2023	Cash	54,448	0.01%
CFD	21-Sep-2028	Cash	50,000	0.01%
CFD	1-Sep-2028	Cash	50,000	0.01%
CFD	25-Apr-2019	Cash	50,000	0.01%
CFD	18-Sep-2028	Cash	48,590	0.01%
CFD	20-Sep-2028	Cash	48,250	0.01%
CFD	14-Jan-2021	Cash	47,488	0.01%
CFD	22-Sep-2028	Cash	46,890	0.01%
CFD	25-Feb-2027	Cash	46,703	0.01%
CFD	18-Sep-2019	Cash	43,473	0.01%
Swap	1-Feb-2023	Cash	43,214	0.01%
Swap	21-Nov-2018	Cash	42,200	0.01%
CFD	25-Apr-2019	Cash	41,002	0.01%
CFD	17-Jul-2023	Cash	40,500	0.01%
CFD	1-Mar-2028	Cash	40,474	0.01%
CFD	14-Sep-2028	Cash	40,055	0.01%
Swap	14-Jun-2023	Cash	40,052	0.01%
Swap	12-Jul-2023	Cash	37,897	0.005%
CFD	21-Jul-2028	Cash	34,000	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	10-Mar-2028	Cash	29,574	0.004%
CFD	27-Feb-2023	Cash		0.004%

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			29,498	
CFD	25-Apr-2019	Cash	29,469	0.004%
CFD	22-Sep-2028	Cash	27,275	0.003%
CFD	15-Sep-2028	Cash	26,877	0.003%
Swap	15-Jun-2023	Cash	26,702	0.003%
CFD	13-Sep-2028	Cash	26,000	0.003%
CFD	6-Jul-2023	Cash	25,488	0.003%
CFD	25-Apr-2019	Cash	24,541	0.003%
CFD	17-Jul-2023	Cash	23,600	0.003%
Swap	14-Jun-2023	Cash	23,383	0.003%
CFD	27-Sep-2028	Cash	22,860	0.003%
CFD	27-Feb-2023	Cash	22,803	0.003%
Swap	17-Sep-2020	Cash	22,452	0.003%
Swap	12-Jul-2023	Cash	22,173	0.003%
CFD	25-Sep-2028	Cash	20,756	0.003%
CFD	25-Sep-2028	Cash	20,406	0.003%
Swap	1-Feb-2023	Cash	20,297	0.003%
Swap	7-Jul-2023	Cash	19,160	0.002%
Swap	5-Sep-2019	Cash	18,900	0.002%
Swap	28-Mar-2019	Cash	16,200	0.002%
Swap	22-May-2020	Cash	16,129	0.002%
Swap	30-Apr-2019	Cash	15,800	0.002%
Swap	22-May-2020	Cash	15,796	0.002%
CFD	27-Feb-2023	Cash	15,624	0.002%
Swap	15-Jun-2023	Cash	15,589	0.002%
Swap	7-May-2019	Cash		0.002%

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			15,465	
CFD	21-Jul-2028	Cash	15,000	0.002%
CFD	14-Sep-2028	Cash	14,583	0.002%
Swap	28-Nov-2018	Cash	14,300	0.002%
Swap	12-Jun-2023	Cash	13,985	0.002%
CFD	25-Sep-2028	Cash	13,930	0.002%
CFD	21-Jan-2028	Cash	12,793	0.002%
Swap	3-Nov-2021	Cash	12,609	0.002%
Swap	22-May-2020	Cash	12,597	0.002%
CFD	11-Oct-2028	Cash	12,078	0.002%
Swap	1-Feb-2023	Cash	11,847	0.002%
CFD	26-Jun-2019	Cash	11,475	0.001%
Swap	29-Nov-2018	Cash	10,900	0.001%
Swap	5-Sep-2019	Cash	10,800	0.001%
Swap	6-Feb-2019	Cash	10,500	0.001%
CFD	31-Aug-2028	Cash	10,187	0.001%
CFD	2-Oct-2019	Cash	9,971	0.001%
CFD	27-Jan-2028	Cash	9,649	0.001%
Swap	12-Oct-2023	Cash	8,622	0.001%
Swap	12-Jun-2023	Cash	8,165	0.001%
CFD	12-Jul-2028	Cash	8,100	0.001%
CFD	5-Oct-2028	Cash	7,978	0.001%
Swap	22-May-2020	Cash	7,925	0.001%
CFD	25-Apr-2019	Cash	7,650	0.001%
Swap	22-May-2020	Cash	7,437	0.001%
Swap	22-May-2020	Cash		0.001%

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			6,834	
CFD	27-Sep-2028	Cash	6,200	0.001%
Swap	22-May-2020	Cash	6,153	0.001%
CFD	27-Sep-2028	Cash	5,104	0.001%
CFD	15-Dec-2027	Cash	5,000	0.001%
CFD	12-May-2028	Cash	5,000	0.001%
CFD	8-Mar-2028	Cash	5,000	0.001%
Call Option	2-Nov-2018	Cash	4,920	0.001%
Call Option	31-Oct-2018	Cash	4,779	0.001%
Swap	22-May-2020	Cash	4,774	0.001%
CFD	6-Sep-2028	Cash	4,764	0.001%
Call Option	20-Nov-2018	Cash	4,049	0.001%
Swap	22-May-2020	Cash	3,941	0.001%
Swap	5-Sep-2019	Cash	3,900	0.0005%
CFD	11-Oct-2028	Cash	3,757	0.0005%
Swap	3-Nov-2021	Cash	3,634	0.0005%
Call Option	21-Nov-2018	Cash	3,602	0.0005%
CFD	25-Apr-2019	Cash	3,060	0.0004%
Swap	22-May-2020	Cash	3,050	0.0004%
Swap	22-May-2020	Cash	2,857	0.0004%
CFD	27-Sep-2028	Cash	2,723	0.0003%
Swap	3-Nov-2021	Cash	2,556	0.0003%
CFD	29-Sep-2028	Cash	2,500	0.0003%
CFD	27-Jan-2028	Cash	2,248	0.0003%
CFD	27-Jan-2028	Cash	2,247	0.0003%
Swap	3-Nov-2021	Cash		0.0003%

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			2,214	
CFD	27-Sep-2028	Cash	2,000	0.0003%
CFD	27-Sep-2028	Cash	1,900	0.0002%
Swap	22-May-2020	Cash	1,768	0.0002%
CFD	6-Sep-2028	Cash	1,700	0.0002%
CFD	11-Aug-2023	Cash	1,574	0.0002%
CFD	18-Sep-2028	Cash	1,049	0.0001%
CFD	27-Jan-2028	Cash	961	0.0001%
CFD	7-Sep-2028	Cash	800	0.0001%
CFD	21-Sep-2028	Cash	600	0.0001%
CFD	14-Sep-2028	Cash	579	0.0001%
CFD	31-Aug-2028	Cash	545	0.0001%
Swap	22-May-2020	Cash	461	0.0001%
CFD	8-Sep-2028	Cash	437	0.0001%
Swap	22-May-2020	Cash	419	0.0001%
CFD	11-Oct-2028	Cash	400	0.0001%
CFD	28-Sep-2028	Cash	396	0.0001%
Swap	22-May-2020	Cash	329	0.00004%
Swap	22-May-2020	Cash	323	0.00004%
CFD	29-Sep-2028	Cash	196	0.00003%
CFD	8-Sep-2028	Cash	128	0.00002%
CFD	27-Sep-2028	Cash	123	0.00002%
CFD	5-Oct-2028	Cash	122	0.00002%
CFD	4-Oct-2028	Cash	100	0.00001%
CFD	2-Oct-2028	Cash	100	0.00001%
CFD	14-Sep-2028	Cash		0.00001%

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			100	
CFD	13-Sep-2028	Cash	100	0.00001%
CFD	27-Sep-2028	Cash	90	0.00001%
CFD	6-Oct-2028	Cash	82	0.00001%
CFD	2-Oct-2028	Cash	61	0.00001%
Total Number of voting rights and percentage of voting rights			28,622,117	3.66%

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: 15 October 2018

By: /s/ NATALIE WHITE

 Natalie White
 Deputy Company Secretary