

PEARSON PLC  
Form 6-K  
November 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 November 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 X

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.

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:

23/11/2018

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

27/11/2018

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 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	0.61%	6.01%	6.62%	781,067,196
Position of previous notification (if applicable)	0.69%	6.03%	6.72%	

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		4,403,641		0.56%
US7050151056		359,625		0.05%
SUBTOTAL 8. A	4,763,266		0.61%	

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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 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		16,079,096	2.06%
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%
Call Option	21-Dec-2018		400,000	0.05%
SUBTOTAL 8. B			119,479,096	2.49%

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
Refer to Annexure					
SUBTOTAL 8.B.2			27,471,096		3.52%

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) LLC Goldman Sachs Group UK Limited Goldman Sachs International		3.90%	3.95%
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<sup>xvi</sup>

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	27/11/2018

Natalie White  
Deputy Company Secretary  
28 November 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 <sup>x</sup>	Exercise/Conversion period <sup>xi</sup>	Physical or cash settlement <sup>xii</sup>	Number of voting rights	% of voting rights
CFD	10-Dec-2025		Cash	3,813,742	0.49%
CFD	23-Sep-2020		Cash	2,464,000	0.32%
CFD	13-Nov-2028		Cash	1,771,083	0.23%
Swap	7-May-2019		Cash	1,763,109	0.23%
CFD	20-Oct-2027		Cash	1,207,888	0.15%
Swap	28-Jul-2021		Cash	1,096,212	0.14%
Swap	28-Jul-2021		Cash	757,148	0.10%
CFD	15-Sep-2028		Cash	743,664	0.10%
CFD	9-Sep-2021		Cash	711,542	0.09%

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Swap	21-May-2019	Cash	601,165	0.08%
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