

PEARSON PLC
Form 6-K
January 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 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

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.
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

City and country of registered office (if applicable)

5. Date on which the threshold was crossed or reachedvi: 16/01/2019

6. Date on which issuer notified (DD/MM/YYYY): 18/01/2019

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 + 8.B) | Total number of voting rights of issuervii |
|---|---|---|----------------------------------|--|
| Resulting situation on the date on which threshold was crossed or reached | 0.75% | 1.38% | 2.13% | 781,078,167 |
| Position of previous notification (if applicable) | 0.64% | 5.43% | 6.08% | |

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 | | 5,415,710 | | 0.69% |
| US7050151056 | | 438,178 | | 0.06% |
| SUBTOTAL 8. A | 5,853,888 | | 0.75% | |

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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 | 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 | | 10,432,106 | 1.34% |
| SUBTOTAL 8. B 1 | | | 10,432,106 | 1.34% |

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 |
|------------------------------|-----------------------------|--|--|-------------------------|--------------------|
| CFD | 21-Jun-2028 | | Cash | 211,858 | 0.03% |
| Swap | 21-May-2019 | | Cash | 164,749 | 0.02% |
| SUBTOTAL 8.B.2 | | | | 376,607 | 0.05% |

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 & 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 informationxvi

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 18/01/2019

Natalie White
Deputy Company Secretary
Pearson plc

21 January 2019

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: 21 January 2019

By: /s/ NATALIE WHITE

Natalie White
Deputy Company Secretary