

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

	Number of voting rightsix		% of voting rights	
Class/type of shares ISIN code (if possible)	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	Expirationdate	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	Expirationdate	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) issuerxiii
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 X 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%
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		0.12%

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			970,000	
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	419,554	0.05%
CFD	19/03/2029	Cash	406,983	0.05%
CFD	09/02/2024	Cash	406,520	0.05%
CFD	12/07/2023	Cash	393,923	0.05%
CFD	09/09/2021	Cash	384,939	0.05%
CFD	20/10/2027	Cash	378,633	0.05%
CFD	20/10/2027	Cash	369,444	0.05%
CFD	15/07/2021	Cash	328,703	0.04%
CFD	16/06/2028	Cash	328,703	0.04%
Swap	30/11/2023	Cash	300,000	0.04%
CFD	04/12/2023	Cash	280,939	0.04%
CFD	19/02/2024	Cash	265,000	0.03%
CFD	24/03/2028	Cash	259,000	0.03%
Swap	03/02/2023	Cash	250,801	0.03%
Swap	29/11/2023	Cash		0.03%

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			250,000	
CFD	22/02/2024	Cash	248,352	0.03%
CFD	29/02/2024	Cash	235,463	0.03%
Swap	29/11/2023	Cash	225,000	0.03%
Swap	18/01/2024	Cash	222,460	0.03%
CFD	27/09/2028	Cash	217,594	0.03%
CFD	21/02/2024	Cash	215,238	0.03%
CFD	04/12/2023	Cash	211,680	0.03%
CFD	23/02/2024	Cash	206,960	0.03%
CFD	23/08/2028	Cash	204,000	0.03%
Swap	28/07/2021	Cash	203,317	0.03%
CFD	19/05/2027	Cash	200,012	0.03%
Swap	02/02/2023	Cash	198,606	0.03%
CFD	22/02/2021	Cash	192,056	0.02%
Swap	18/01/2024	Cash	183,004	0.02%
CFD	07/03/2029	Cash	174,649	0.02%
Swap	17/09/2020	Cash	172,831	0.02%
Swap	28/07/2021	Cash	170,231	0.02%
CFD	21/02/2024	Cash	170,178	0.02%
CFD	18/01/2029	Cash	170,000	0.02%
CFD	31/01/2029	Cash	166,473	0.02%
CFD	07/03/2029	Cash	163,291	0.02%
Swap	01/02/2024	Cash	155,100	0.02%
CFD	16/02/2024	Cash	140,912	0.02%
Call Option	04/06/2019	Cash	140,312	0.02%
CFD	31/01/2024	Cash		0.02%

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			136,001	
CFD	17/01/2029	Cash	135,485	0.02%
CFD	22/11/2028	Cash	134,667	0.02%
Swap	28/07/2021	Cash	131,070	0.02%
CFD	28/02/2029	Cash	129,305	0.02%
CFD	02/02/2029	Cash	122,404	0.02%
Swap	03/02/2023	Cash	117,797	0.02%
CFD	25/02/2027	Cash	115,007	0.01%
Swap	22/03/2019	Cash	113,300	0.01%
CFD	19/01/2029	Cash	110,000	0.01%
CFD	09/09/2021	Cash	109,171	0.01%
Swap	18/01/2024	Cash	106,899	0.01%
CFD	04/12/2023	Cash	104,940	0.01%
Swap	18/01/2024	Cash	101,869	0.01%
CFD	31/01/2029	Cash	100,165	0.01%
CFD	18/01/2029	Cash	100,000	0.01%
CFD	12/06/2028	Cash	98,591	0.01%
CFD	07/03/2029	Cash	96,585	0.01%
Swap	02/02/2023	Cash	93,281	0.01%
Swap	29/11/2023	Cash	91,988	0.01%
CFD	07/03/2029	Cash	89,163	0.01%
Swap	21/05/2019	Cash	89,064	0.01%
Call Option	07/06/2019	Cash	89,051	0.01%
Swap	14/06/2023	Cash	86,565	0.01%
CFD	11/08/2023	Cash	86,452	0.01%
CFD	08/02/2024	Cash		0.01%

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			86,367	
Swap	12/07/2023	Cash	84,590	0.01%
Call Option	11/04/2019	Cash	83,043	0.01%
CFD	21/02/2024	Cash	82,784	0.01%
CFD	26/11/2021	Cash	80,948	0.01%
CFD	18/01/2029	Cash	80,000	0.01%
CFD	26/02/2024	Cash	75,108	0.01%
CFD	21/02/2024	Cash	75,051	0.01%
CFD	18/01/2029	Cash	75,000	0.01%
Swap	07/07/2023	Cash	73,094	0.01%
CFD	17/07/2028	Cash	71,500	0.01%
Swap	03/02/2023	Cash	68,758	0.01%
Call Option	28/05/2019	Cash	65,246	0.01%
Swap	29/11/2023	Cash	65,026	0.01%
CFD	02/03/2029	Cash	65,001	0.01%
CFD	28/02/2024	Cash	63,641	0.01%
Swap	18/01/2024	Cash	62,356	0.01%
CFD	04/12/2023	Cash	61,570	0.01%
CFD	16/02/2024	Cash	60,750	0.01%
CFD	09/02/2029	Cash	60,475	0.01%
CFD	19/01/2029	Cash	60,000	0.01%
Swap	18/01/2024	Cash	59,338	0.01%
CFD	05/11/2027	Cash	59,199	0.01%
Swap	15/06/2023	Cash	57,709	0.01%
CFD	04/12/2023	Cash	56,395	0.01%
Swap	05/09/2019	Cash		0.01%

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			55,700	
Swap	02/02/2023	Cash	54,448	0.01%
Swap	05/09/2019	Cash	53,400	0.01%
CFD	21/02/2024	Cash	52,715	0.01%
CFD	19/01/2029	Cash	50,000	0.01%
CFD	01/03/2028	Cash	48,879	0.01%
CFD	28/02/2029	Cash	48,312	0.01%
CFD	02/02/2029	Cash	45,733	0.01%
CFD	25/01/2029	Cash	45,600	0.01%
Swap	01/02/2023	Cash	43,214	0.01%
CFD	07/03/2029	Cash	43,106	0.01%
CFD	09/02/2029	Cash	42,813	0.01%
CFD	28/02/2024	Cash	41,681	0.01%
Swap	14/06/2023	Cash	40,052	0.01%
Swap	08/04/2020	Cash	38,800	0.005%
Swap	12/07/2023	Cash	37,897	0.005%
CFD	17/11/2028	Cash	36,622	0.005%
CFD	28/02/2029	Cash	36,198	0.005%
CFD	21/07/2028	Cash	34,000	0.004%
CFD	29/02/2024	Cash	33,797	0.004%
CFD	25/04/2019	Cash	33,191	0.004%
CFD	02/02/2029	Cash	33,056	0.004%
Swap	07/07/2023	Cash	32,746	0.004%
CFD	17/07/2023	Cash	32,600	0.004%
CFD	14/02/2029	Cash	32,485	0.004%
Swap	12/06/2023	Cash		0.004%

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			30,225	
CFD	25/04/2019	Cash	29,469	0.004%
CFD	14/02/2029	Cash	27,575	0.004%
CFD	01/03/2028	Cash	26,822	0.003%
Swap	15/06/2023	Cash	26,702	0.003%
CFD	28/02/2024	Cash	26,285	0.003%
CFD	06/07/2023	Cash	25,488	0.003%
CFD	21/02/2024	Cash	24,949	0.003%
CFD	26/02/2024	Cash	24,892	0.003%
CFD	18/09/2019	Cash	24,830	0.003%
CFD	25/04/2019	Cash	24,541	0.003%
CFD	02/03/2029	Cash	24,286	0.003%
CFD	26/11/2021	Cash	24,179	0.003%
Swap	17/09/2020	Cash	23,913	0.003%
Swap	14/06/2023	Cash	23,383	0.003%
CFD	15/03/2029	Cash	22,789	0.003%
CFD	09/02/2029	Cash	22,595	0.003%
CFD	14/07/2023	Cash	22,500	0.003%
Swap	12/07/2023	Cash	22,173	0.003%
CFD	31/01/2029	Cash	20,988	0.003%
Swap	01/02/2023	Cash	20,297	0.003%
CFD	17/01/2029	Cash	20,250	0.003%
CFD	16/02/2024	Cash	20,250	0.003%
CFD	25/04/2019	Cash	19,385	0.002%
Swap	07/07/2023	Cash	19,160	0.002%
CFD	04/12/2023	Cash		0.002%

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			18,221	
CFD	23/11/2028	Cash	17,711	0.002%
CFD	21/02/2024	Cash	17,285	0.002%
CFD	09/02/2029	Cash	16,930	0.002%
CFD	02/03/2029	Cash	16,929	0.002%
Swap	28/03/2019	Cash	16,200	0.002%
CFD	20/10/2021	Cash	16,000	0.002%
CFD	09/02/2029	Cash	15,996	0.002%
Swap	30/04/2019	Cash	15,800	0.002%
Swap	04/02/2022	Cash	15,710	0.002%
Swap	15/06/2023	Cash	15,589	0.002%
CFD	11/11/2020	Cash	15,090	0.002%
CFD	15/02/2024	Cash	14,534	0.002%
Swap	31/12/2019	Cash	14,300	0.002%
Swap	12/06/2023	Cash	13,985	0.002%
Swap	04/02/2022	Cash	13,826	0.002%
CFD	28/02/2024	Cash	13,819	0.002%
Swap	04/02/2022	Cash	13,507	0.002%
CFD	19/03/2029	Cash	13,059	0.002%
Swap	22/05/2020	Cash	12,743	0.002%
Swap	03/11/2021	Cash	12,609	0.002%
CFD	09/02/2029	Cash	12,562	0.002%
CFD	14/02/2029	Cash	12,137	0.002%
CFD	09/02/2029	Cash	11,984	0.002%
Swap	01/02/2023	Cash	11,847	0.002%
Swap	18/03/2020	Cash		0.001%

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			11,600	
CFD	28/02/2029	Cash	11,500	0.001%
CFD	25/01/2029	Cash	11,400	0.001%
CFD	29/02/2024	Cash	11,203	0.001%
Swap	31/12/2019	Cash	10,900	0.001%
CFD	28/10/2020	Cash	10,812	0.001%
Swap	06/03/2020	Cash	10,500	0.001%
CFD	14/02/2029	Cash	10,303	0.001%
CFD	14/02/2029	Cash	9,094	0.001%
CFD	28/02/2024	Cash	8,715	0.001%
Swap	12/06/2023	Cash	8,165	0.001%
CFD	31/01/2029	Cash	7,842	0.001%
CFD	14/02/2029	Cash	7,720	0.001%
CFD	19/03/2029	Cash	7,558	0.001%
CFD	07/02/2029	Cash	7,263	0.001%
CFD	14/01/2021	Cash	6,812	0.001%
CFD	01/02/2029	Cash	6,777	0.001%
CFD	24/02/2021	Cash	6,225	0.001%
Swap	16/04/2020	Cash	5,700	0.001%
CFD	14/01/2021	Cash	5,420	0.001%
Call Option	07/05/2019	Cash	5,286	0.001%
CFD	09/02/2029	Cash	5,085	0.001%
CFD	15/12/2027	Cash	5,000	0.001%
CFD	08/03/2028	Cash	5,000	0.001%
CFD	12/05/2028	Cash	5,000	0.001%
Swap	22/05/2020	Cash		0.001%

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			4,774	
CFD	09/02/2029	Cash	4,694	0.001%
CFD	07/03/2029	Cash	4,381	0.001%
CFD	04/02/2022	Cash	4,300	0.001%
Call Option	08/05/2019	Cash	3,689	0.0005%
Swap	03/11/2021	Cash	3,634	0.0005%
CFD	09/02/2029	Cash	3,517	0.0005%
CFD	01/02/2029	Cash	3,500	0.0004%
Swap	22/05/2020	Cash	2,857	0.0004%
Swap	03/11/2021	Cash	2,556	0.0003%
CFD	14/03/2029	Cash	2,500	0.0003%
Swap	04/02/2022	Cash	2,470	0.0003%
CFD	28/10/2020	Cash	2,350	0.0003%
CFD	28/10/2020	Cash	2,350	0.0003%
CFD	21/03/2029	Cash	2,260	0.0003%
Swap	03/11/2021	Cash	2,214	0.0003%
CFD	09/02/2029	Cash	1,900	0.0002%
Swap	22/05/2020	Cash	1,768	0.0002%
CFD	21/03/2029	Cash	1,584	0.0002%
CFD	09/02/2029	Cash	1,424	0.0002%
CFD	09/03/2029	Cash	1,100	0.0001%
Call Option	17/04/2019	Cash	906	0.0001%
CFD	07/03/2029	Cash	700	0.0001%
CFD	09/03/2029	Cash	645	0.0001%
CFD	09/03/2029	Cash	531	0.0001%
CFD	19/03/2029	Cash		0.0001%

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			500	
Call Option	12/04/2019	Cash	489	0.0001%
Swap	22/05/2020	Cash	461	0.0001%
Call Option	07/05/2019	Cash	453	0.0001%
CFD	19/03/2029	Cash	451	0.0001%
Swap	22/05/2020	Cash	419	0.0001%
Call Option	10/04/2019	Cash	419	0.0001%
CFD	09/03/2029	Cash	357	0.00005%
Swap	22/05/2020	Cash	329	0.00004%
Swap	22/05/2020	Cash	323	0.00004%
Call Option	04/04/2019	Cash	278	0.00004%
CFD	09/03/2029	Cash	258	0.00003%
Call Option	09/04/2019	Cash	184	0.00002%
CFD	16/03/2029	Cash	150	0.00002%
CFD	12/03/2029	Cash	100	0.00001%
Call Option	08/04/2019	Cash	54	0.00001%
Call Option	16/04/2019	Cash	50	0.00001%

Total Number of voting rights and percentage of voting rights 43,450,5675.56%
 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: 22 March 2019

By: /s/ NATALIE WHITE

Natalie White
Deputy Company Secretary