

PEARSON PLC
Form 6-K
November 27, 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

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:

22/11/2018

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

26/11/2018

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 (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	0.69%	6.03%	6.72%	781,067,196
Position of previous notification (if applicable)	0.57%	5.93%	6.50%	

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		5,028,217		0.64%
US7050151056		349,573		0.04%
SUBTOTAL 8. A	5,377,790		0.69%	

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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		16,216,291	2.08%
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			119,616,291	2.51%

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 Annexure					
SUBTOTAL 8.B.2				27,493,152	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 rows as necessary) X

Names ^{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		3.91%	4.02%
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, UK

Date of completion 26/11/2018

Natalie White

Deputy Company Secretary

27 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	Exercise/Conversion periodxi	Physical or cash settlementxii	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	1,765,458	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%
Swap	21-May-2019		Cash	601,165	0.08%
Call Option	9-Jan-2019		Cash	510,021	0.07%
Swap	12-Oct-2023		Cash	397,330	0.05%

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CFD	15-Nov-2028	Cash	368,8900.05%
Call Option	15-Jan-2019	Cash	359,2850.05%
CFD	17-Nov-2028	Cash	338,9000.04%
Swap	7-May-2019	Cash	334,0440.04%
CFD	15-Jul-2021	Cash	328,7030.04%
CFD	16-Jun-2028	Cash	328,7030.04%
CFD	21-Jun-2028	Cash	322,5390.04%
CFD	20-Oct-2027	Cash	308,4010.04%
CFD	20-Oct-2027	Cash	308,1400.04%
Call Option	11-Jan-2019	Cash	293,3230.04%
CFD	24-Mar-2028	Cash	259,0000.03%
Swap	7-May-2019	Cash	254,6070.03%
CFD	19-May-2027	Cash	253,4150.03%
Swap	3-Feb-2023	Cash	250,8010.03%
CFD	20-Oct-2021	Cash	232,0000.03%
CFD	27-Sep-2028	Cash	217,5940.03%
CFD	13-Nov-2028	Cash	209,3310.03%
CFD	9-Sep-2021	Cash	208,8790.03%
CFD	23-Aug-2028	Cash	204,0000.03%
Swap	28-Jul-2021	Cash	203,3170.03%
Swap	2-Feb-2023	Cash	198,6060.03%
Swap	28-Jul-2021	Cash	170,2310.02%
CFD	12-Jul-2023	Cash	158,1530.02%
CFD	25-Apr-2019	Cash	157,4630.02%
CFD	12-Jun-2028	Cash	156,7570.02%
Call Option	8-Feb-2019	Cash	149,5080.02%
CFD	24-Nov-2028	Cash	139,9820.02%
Call Option	19-Feb-2019	Cash	138,6180.02%
CFD	22-Nov-2028	Cash	134,6670.02%
Swap	28-Jul-2021	Cash	131,0700.02%
CFD	17-Nov-2028	Cash	125,4990.02%
Swap	7-May-2019	Cash	122,7110.02%
CFD	25-Feb-2027	Cash	122,7070.02%
Swap	17-Sep-2020	Cash	122,2900.02%
CFD	17-Nov-2028	Cash	121,6960.02%
CFD	10-Mar-2028	Cash	118,2610.02%
Swap	3-Feb-2023	Cash	117,7970.02%
CFD	15-Nov-2028	Cash	116,1100.01%
Swap	13-Oct-2023	Cash	113,5480.01%
Swap	22-Mar-2019	Cash	113,3000.01%
Swap	2-Feb-2023	Cash	93,2810.01%
CFD	17-Jul-2028	Cash	92,5000.01%
CFD	1-Mar-2028	Cash	92,2100.01%
Swap	14-Jun-2023	Cash	86,5650.01%
Swap	12-Jul-2023	Cash	84,5900.01%
CFD	18-Nov-2019	Cash	82,5000.01%
CFD	26-Nov-2021	Cash	80,9480.01%
CFD	11-Aug-2023	Cash	77,0770.01%
CFD	24-Nov-2028	Cash	75,0180.01%
Swap	7-Jul-2023	Cash	73,0940.01%
CFD	25-Apr-2019	Cash	69,3850.01%

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Swap	7-May-2019	Cash	69,3260.01%
Swap	3-Feb-2023	Cash	68,7580.01%
CFD	20-Nov-2028	Cash	68,4540.01%
CFD	5-Nov-2027	Cash	64,8250.01%
CFD	17-Nov-2028	Cash	64,6510.01%
CFD	10-Jul-2019	Cash	63,4090.01%
Swap	15-Jun-2023	Cash	57,7090.01%
CFD	20-Nov-2028	Cash	57,0450.01%
CFD	1-Mar-2028	Cash	56,4620.01%
Swap	5-Sep-2019	Cash	55,7000.01%
Swap	7-May-2019	Cash	55,3570.01%
CFD	17-Jul-2028	Cash	55,0000.01%
Swap	2-Feb-2023	Cash	54,4480.01%
Swap	5-Sep-2019	Cash	53,4000.01%
CFD	10-Mar-2028	Cash	49,2430.01%
CFD	27-Oct-2027	Cash	49,0920.01%
Swap	1-Feb-2023	Cash	43,2140.01%
CFD	25-Apr-2019	Cash	41,0020.01%
Swap	14-Jun-2023	Cash	40,0520.01%
CFD	17-Nov-2028	Cash	39,5010.01%
CFD	17-Nov-2028	Cash	38,3040.005%
CFD	22-Nov-2028	Cash	38,0300.005%
Swap	12-Jul-2023	Cash	37,8970.005%
CFD	17-Nov-2028	Cash	36,6220.005%
CFD	17-Jul-2023	Cash	34,8000.004%
CFD	21-Jul-2028	Cash	34,0000.004%
Swap	7-Jul-2023	Cash	32,7460.004%
CFD	14-Jan-2021	Cash	31,5730.004%
CFD	14-Jul-2023	Cash	30,5000.004%
Swap	12-Jun-2023	Cash	30,2250.004%
CFD	25-Feb-2027	Cash	29,7020.004%
CFD	30-Oct-2028	Cash	28,7730.004%
Swap	15-Jun-2023	Cash	26,7020.003%
CFD	1-Nov-2028	Cash	26,1970.003%
CFD	13-Sep-2028	Cash	26,0000.003%
CFD	6-Jul-2023	Cash	25,4880.003%
CFD	1-Nov-2028	Cash	25,4740.003%
CFD	27-Feb-2023	Cash	25,3160.003%
CFD	25-Apr-2019	Cash	24,5410.003%
CFD	14-Jan-2021	Cash	24,3720.003%
CFD	26-Nov-2021	Cash	24,1790.003%
Swap	14-Jun-2023	Cash	23,3830.003%
Swap	12-Jul-2023	Cash	22,1730.003%
CFD	25-Sep-2028	Cash	21,6000.003%
CFD	20-Nov-2028	Cash	21,5460.003%
CFD	21-Jan-2028	Cash	20,7760.003%
CFD	17-Nov-2028	Cash	20,3490.003%
Swap	1-Feb-2023	Cash	20,2970.003%
Swap	7-Jul-2023	Cash	19,1600.002%
CFD	27-Feb-2023	Cash	19,0630.002%
CFD	17-Jul-2023	Cash	18,7000.002%

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CFD	20-Nov-2028	Cash		17,9550.002%
Swap	28-Mar-2019	Cash		16,2000.002%
Swap	22-May-2020	Cash		16,1290.002%
Swap	30-Apr-2019	Cash		15,8000.002%
Swap	22-May-2020	Cash		15,7960.002%
Swap	15-Jun-2023	Cash		15,5890.002%
Swap	7-May-2019	Cash		15,2910.002%
Swap	17-Sep-2020	Cash		15,1020.002%
CFD	11-Nov-2020	Cash		15,0900.002%
CFD	21-Jul-2028	Cash		15,0000.002%
CFD	18-Sep-2019	Cash		15,0000.002%
Swap	28-Nov-2018	Cash		14,3000.002%
Swap	12-Jun-2023	Cash		13,9850.002%
CFD	25-Apr-2019	Cash		12,6600.002%
Swap	3-Nov-2021	Cash		12,6090.002%
Swap	22-May-2020	Cash		12,5970.002%
CFD	21-Oct-2021	Cash		12,5190.002%
CFD	20-Nov-2028	Cash		12,4000.002%
CFD	22-Nov-2028	Cash		11,9700.002%
Swap	1-Feb-2023	Cash		11,8470.002%
CFD	26-Jun-2019	Cash		11,4750.001%
Swap	29-Nov-2018	Cash		10,9000.001%
CFD	28-Oct-2020	Cash		10,8120.001%
Swap	6-Feb-2019	Cash		10,5000.001%
CFD	27-Nov-2019	Cash		10,1100.001%
Swap	12-Oct-2023	Cash	8,622	0.001%
Swap	12-Jun-2023	Cash	8,165	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	6,834	0.001%
CFD	27-Nov-2019	Cash	6,740	0.001%
Swap	22-May-2020	Cash	6,153	0.001%
CFD	20-Nov-2028	Cash	5,772	0.001%
CFD	15-Dec-2027	Cash	5,000	0.001%
CFD	8-Mar-2028	Cash	5,000	0.001%
CFD	12-May-2028	Cash	5,000	0.001%
CFD	3-Nov-2028	Cash	4,984	0.001%

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Swap	22-May-2020	Cash	4,774	0.001%
CFD	27-Oct-2028	Cash	4,511	0.001%
CFD	27-Jan-2028	Cash	4,182	0.001%
Swap	22-May-2020	Cash	3,941	0.001%
Swap	3-Nov-2021	Cash	3,634	0.0005%
CFD	25-Apr-2019	Cash	3,060	0.0004%
Swap	22-May-2020	Cash	3,050	0.0004%
CFD	2-Nov-2028	Cash	2,900	0.0004%
Swap	22-May-2020	Cash	2,857	0.0004%
Swap	3-Nov-2021	Cash	2,556	0.0003%
CFD	28-Oct-2020	Cash	2,350	0.0003%
CFD	28-Oct-2020	Cash	2,350	0.0003%
Swap	3-Nov-2021	Cash	2,214	0.0003%
Swap	22-May-2020	Cash	1,768	0.0002%
CFD	27-Feb-2023	Cash	1,751	0.0002%
CFD	25-Oct-2028	Cash	1,629	0.0002%
CFD	23-Nov-2028	Cash	1,600	0.0002%
CFD	26-Oct-2028	Cash	1,547	0.0002%
CFD	21-May-2020	Cash	1,302	0.0002%
CFD	16-Nov-2028	Cash	1,259	0.0002%
CFD	15-Nov-2028	Cash	1,100	0.0001%
CFD	27-Jan-2028	Cash	951	0.0001%
CFD	22-Nov-2028	Cash	836	0.0001%
CFD	18-Sep-2028	Cash	786	0.0001%
CFD	20-Nov-2028	Cash	532	0.0001%
CFD	22-Nov-2028	Cash		0.0001%

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			500	
Swap	22-May-2020	Cash	461	0.0001%
Swap	22-May-2020	Cash	419	0.0001%
CFD	8-Nov-2028	Cash	400	0.0001%
CFD	22-Nov-2028	Cash	400	0.0001%
Swap	22-May-2020	Cash	329	0.00004%
Swap	22-May-2020	Cash	323	0.00004%
CFD	9-Nov-2028	Cash	300	0.00004%
CFD	10-Nov-2028	Cash	300	0.00004%
CFD	15-Nov-2028	Cash	300	0.00004%
CFD	27-Sep-2028	Cash	123	0.00002%
CFD	5-Oct-2028	Cash	122	0.00002%
CFD	22-Nov-2028	Cash	100	0.00001%
CFD	27-Sep-2028	Cash	90	0.00001%
CFD	6-Oct-2028	Cash	82	0.00001%
CFD	23-Nov-2028	Cash	63	0.00001%
CFD	2-Oct-2028	Cash	61	0.00001%
CFD	23-Oct-2028	Cash	19	0.000002%

Total Number of voting rights and percentage of voting rights 27,493,152 3.52%

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: 27 November 2018

By: /s/ NATALIE WHITE

Natalie White

Deputy Company Secretary