

PEARSON PLC  
Form 6-K  
January 17, 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 X

An acquisition or disposal of financial instruments

An event changing the breakdown of voting rights

Other (please specify)iii: Type 3 Disclosure as per the Transparency Directive II Regulation X

3. Details of person subject to the notification obligationiv

Name Schroders plc

City and country of registered office (if applicable) London, UK

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: 15.01.2019

6. Date on which issuer notified (DD/MM/YYYY): 16.01.2019

7. Total positions of person(s) subject to the notification obligation

	% of voting rights	Total of both in % (8.A + 8.B) through financial instruments(total of 8.B 1 + 8.B 2)	Total number of voting rights of issuervii
% of voting rights attached to shares (total of 8. A)	11.721%	0.010%	11.731%
	12.421%	0.010%	12.430%
			781,078,167

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		91,556,456		11.721%

SUBTOTAL  
8. A 91,556,456 11.721%

B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC  
(DTR5.3.1.1 (a))

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Type of financial instrument	Expiration date	Exercise/Conversion Period	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
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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 Period	Dividend or cash settlement	Number of voting rights	% of voting rights
CDA		N/A	Cash	74,763	0.010%

SUBTOTAL 8.B.2    74,763    0.010%

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

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 (please add additional 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
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Schroders  
plc  
Schroder  
Administration  
Limited  
Schroder  
Wealth  
Holdings  
Limited  
Schroder &  
Co. Limited

Schroders  
plc

Schroder  
Administration  
Limited  
Schroder  
Wealth  
Holdings  
Limited  
Schroders  
(C.I.)  
Limited

Schroders  
plc  
Schroder  
Administration  
Limited  
Schroder  
International  
Holdings  
Limited  
Schroder  
Investment  
Management  
Limited

11.298%

N/A

11.308%

10. In case of proxy voting, please identify:

Name of the proxy holder

The number and % of voting rights  
held

The date until which the voting  
rights will be held

11. Additional informationxvi

Place of completion London

Date of completion 16.01.2019

Natalie White  
Deputy Company Secretary  
Pearson plc

17 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: 17 January 2019

By: /s/ NATALIE WHITE

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Natalie White  
Deputy Company Secretary