

PEARSON PLC  
Form 6-K  
September 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 September 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

1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: 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: i. Type 1 Disclosure as per the Transparency Directive II Regulation

3. Details of person subject to the notification obligationiv

Name The Goldman Sachs Group, Inc.  
Corporation Trust Center, 1209

City and country of registered office (if applicable) Orange Street,  
Wilmington DE 19801, USA

4. Full name of shareholder(s) (if different from 3.)v

Name Goldman Sachs International  
Peterborough Court, 133 Fleet Street,

City and country of registered office (if applicable) London  
EC4A 2BB, UK

5. Date on which the threshold was crossed or reachedvi: 24/09/2018

6. Date on which issuer notified (DD/MM/YYYY): 26/09/2018

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	0.60%	5.47%	6.06%	781,058,565
Position of previous notification (if applicable)	N/A	N/A	N/A	

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 voting rights	% 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)		
Indirect (Art 10 of Directive 2004/109/EC)		

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(DTR5.1)	2004/109/EC		
possible)	(DTR5.2.1)		
GB0006776081	4,345,348		0.56%
US7050151056	309,391		0.04%

SUBTOTAL  
 8,654,739 0.60%  
 A

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

Type of financial instrument	Exercise/Conversion Periodxi	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
Securities Open Lending		15,939,588	2.04%
Call Option 21-Dec-2018		400,000	0.05%

SUBTOTAL 8. B 1 16,339,588 2.09%

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	Exercise/Conversion Period xi	Physical or cash settlementxii	Number of voting rights	% of voting rights
Refer to the Annexure				

SUBTOTAL 8.B.2 26,370,085 3.38%

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 rows as necessary) X

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
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notifiable  
threshold

The Goldman Sachs Group, Inc.  
Goldman Sachs (UK) L.L.C.  
Goldman Sachs Group UK  
Limited

Goldman Sachs  
International

3.35%

3.35%

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 26/09/2018

Natalie White  
Deputy Company Secretary  
Pearson plc

28 September 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	3,181,985	0.41%
CFD	23-Sep-2020		Cash	2,464,000	0.32%
Swap	7-May-2019		Cash	1,896,936	0.24%
CFD	10-Apr-2028		Cash	1,576,754	0.20%
CFD	15-Sep-2028		Cash	1,305,000	0.17%
CFD	20-Oct-2027		Cash	1,299,697	0.17%
CFD	9-Sep-2021		Cash	1,241,970	0.16%
Swap	28-Jul-2021		Cash	1,117,225	0.14%
Swap	28-Jul-2021		Cash	757,148	0.10%
Swap	21-May-2019		Cash	622,194	0.08%
CFD	29-Oct-2027		Cash	525,035	0.07%
CFD	9-Sep-2021		Cash	376,104	0.05%
Swap	7-May-2019		Cash	344,973	0.04%
CFD	27-Oct-2027		Cash	333,350	0.04%
CFD	15-Jul-2021		Cash	328,703	0.04%
CFD	16-Jun-2028		Cash	328,703	0.04%
CFD	20-Oct-2027		Cash	327,767	0.04%
CFD	20-Oct-2027		Cash	291,096	0.04%
Swap	7-May-2019		Cash	262,835	0.03%
CFD	19-May-2027		Cash	253,415	0.03%
Swap	3-Feb-2023		Cash	250,801	0.03%
CFD	14-Sep-2028		Cash	248,735	0.03%
CFD	24-Mar-2028		Cash	219,000	0.03%
CFD	21-Jun-2028		Cash	215,370	0.03%
CFD	23-Aug-2028		Cash	204,000	0.03%
Swap	28-Jul-2021		Cash	203,317	0.03%
Swap	2-Feb-2023		Cash	198,606	0.03%
Swap	17-Sep-2020		Cash	189,942	0.02%
CFD	10-Apr-2028		Cash	175,149	0.02%
Swap	28-Jul-2021		Cash	170,231	0.02%
CFD	12-Jun-2028		Cash	156,757	0.02%
CFD	18-Sep-2028		Cash	133,410	0.02%
CFD	20-Sep-2028		Cash	132,450	0.02%
Swap	28-Jul-2021		Cash	131,070	0.02%
CFD	22-Sep-2028		Cash	128,710	0.02%
CFD	25-Apr-2019		Cash	124,313	0.02%
CFD	25-Feb-2027		Cash	122,707	0.02%
Swap	7-May-2019		Cash	121,966	0.02%
Swap	5-Sep-2019		Cash	120,300	0.02%
Swap	3-Feb-2023		Cash	117,797	0.02%
CFD	25-Feb-2027		Cash	117,407	0.02%
Swap	22-Mar-2019		Cash	113,300	0.01%

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CFD	5-Nov-2027	Cash	111,297	0.01%
CFD	12-Jul-2023	Cash	105,663	0.01%
CFD	17-Jul-2028	Cash	103,200	0.01%
CFD	10-Mar-2028	Cash	100,952	0.01%
CFD	11-Aug-2028	Cash	100,000	0.01%
Swap	2-Feb-2023	Cash	93,281	0.01%
CFD	1-Mar-2028	Cash	92,133	0.01%
CFD	14-Sep-2028	Cash	90,603	0.01%
CFD	13-Jul-2021	Cash	88,750	0.01%
Swap	14-Jun-2023	Cash	86,565	0.01%
Swap	12-Jul-2023	Cash	84,590	0.01%
CFD	15-Sep-2028	Cash	73,785	0.01%
Swap	7-Jul-2023	Cash	73,094	0.01%
CFD	11-Aug-2023	Cash	72,090	0.01%
Swap	5-Sep-2019	Cash	72,000	0.01%
Swap	7-May-2019	Cash	71,570	0.01%
CFD	25-Apr-2019	Cash	69,385	0.01%
Swap	3-Feb-2023	Cash	68,758	0.01%
CFD	10-Jul-2019	Cash	63,409	0.01%
CFD	27-Sep-2028	Cash	62,740	0.01%
Swap	15-Jun-2023	Cash	57,709	0.01%
Swap	7-May-2019	Cash	57,156	0.01%
Swap	5-Sep-2019	Cash	55,700	0.01%
CFD	17-Jul-2028	Cash	55,000	0.01%
Swap	2-Feb-2023	Cash	54,448	0.01%
CFD	14-Jan-2021	Cash	52,932	0.01%
Call Option	20-Nov-2018	Cash	51,966	0.01%
CFD	25-Apr-2019	Cash	50,000	0.01%
CFD	1-Sep-2028	Cash	50,000	0.01%
CFD	21-Sep-2028	Cash	50,000	0.01%
CFD	18-Sep-2028	Cash	48,590	0.01%
CFD	20-Sep-2028	Cash	48,250	0.01%
CFD	25-Sep-2028	Cash	47,916	0.01%
CFD	22-Sep-2028	Cash	46,890	0.01%
CFD	25-Feb-2027	Cash	46,703	0.01%
Call Option	21-Nov-2018	Cash	46,501	0.01%
CFD	21-Jan-2028	Cash	44,488	0.01%
CFD	14-Jan-2021	Cash	44,301	0.01%
Swap	1-Feb-2023	Cash	43,214	0.01%
Swap	21-Nov-2018	Cash	42,200	0.01%
CFD	25-Apr-2019	Cash	41,002	0.01%
Swap	14-Jun-2023	Cash	40,052	0.01%
CFD	16-Sep-2019	Cash	38,912	0.005%
Call Option	3-Oct-2018	Cash	38,747	0.005%
Swap	12-Jul-2023	Cash	37,897	0.005%
CFD	21-Jul-2028	Cash	34,000	0.004%
Swap	7-Jul-2023	Cash	32,746	0.004%
CFD	17-Jul-2023	Cash	32,600	0.004%
CFD	14-Jul-2023	Cash	30,500	0.004%
Swap	12-Jun-2023	Cash	30,225	0.004%
CFD	25-Apr-2019	Cash	29,469	0.004%

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CFD	10-Mar-2028	Cash	28,516	0.004%
CFD	1-Mar-2028	Cash	28,427	0.004%
CFD	18-Sep-2019	Cash	27,748	0.004%
CFD	25-Sep-2028	Cash	27,600	0.004%
CFD	22-Sep-2028	Cash	27,275	0.003%
CFD	15-Sep-2028	Cash	26,877	0.003%
Swap	15-Jun-2023	Cash	26,702	0.003%
CFD	13-Sep-2028	Cash	26,000	0.003%
CFD	6-Jul-2023	Cash	25,488	0.003%
CFD	25-Apr-2019	Cash	24,541	0.003%
Swap	14-Jun-2023	Cash	23,383	0.003%
CFD	9-Aug-2028	Cash	23,172	0.003%
CFD	27-Sep-2028	Cash	22,860	0.003%
Swap	17-Sep-2020	Cash	22,452	0.003%
CFD	27-Feb-2023	Cash	22,174	0.003%
Swap	12-Jul-2023	Cash	22,173	0.003%
CFD	25-Sep-2028	Cash	20,406	0.003%
Swap	1-Feb-2023	Cash	20,297	0.003%
CFD	17-Jul-2023	Cash	20,200	0.003%
Swap	7-Jul-2023	Cash	19,160	0.002%
Swap	5-Sep-2019	Cash	18,900	0.002%
Swap	28-Mar-2019	Cash	16,200	0.002%
Swap	30-Apr-2019	Cash	15,800	0.002%
Swap	22-May-2020	Cash	15,796	0.002%
Swap	15-Jun-2023	Cash	15,589	0.002%
Swap	7-May-2019	Cash	15,465	0.002%
CFD	21-Jul-2028	Cash	15,000	0.002%
Swap	28-Nov-2018	Cash	14,300	0.002%
Swap	12-Jun-2023	Cash	13,985	0.002%
Swap	22-May-2020	Cash	12,597	0.002%
Swap	1-Feb-2023	Cash	11,847	0.002%
CFD	26-Jun-2019	Cash	11,475	0.001%
Swap	29-Nov-2018	Cash	10,900	0.001%
Swap	5-Sep-2019	Cash	10,800	0.001%
CFD	31-Aug-2028	Cash	10,753	0.001%
Swap	6-Feb-2019	Cash	10,500	0.001%
CFD	27-Jan-2028	Cash	10,388	0.001%
CFD	27-Feb-2023	Cash	8,890	0.001%
Swap	12-Jun-2023	Cash	8,165	0.001%
CFD	12-Jul-2028	Cash	8,100	0.001%
Swap	22-May-2020	Cash	7,925	0.001%
CFD	23-Aug-2028	Cash	7,900	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%
Swap	22-May-2020	Cash	6,153	0.001%
CFD	16-Aug-2028	Cash	5,027	0.001%
CFD	22-Sep-2028	Cash	5,004	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%

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CFD	6-Sep-2028	Cash	4,7640.0001%
Swap	22-May-2020	Cash	3,9410.0001%
CFD	17-Aug-2028	Cash	3,9400.0001%
Swap	5-Sep-2019	Cash	3,9000.0005%
CFD	25-Apr-2019	Cash	3,0600.0004%
Swap	22-May-2020	Cash	3,0500.0004%
Swap	22-May-2020	Cash	2,8570.0004%
CFD	27-Sep-2028	Cash	2,7230.0003%
CFD	27-Jan-2028	Cash	2,5780.0003%
CFD	27-Jan-2028	Cash	2,4440.0003%
CFD	16-Aug-2028	Cash	2,1700.0003%
CFD	3-Aug-2028	Cash	2,0550.0003%
CFD	27-Sep-2028	Cash	1,9000.0002%
CFD	14-Aug-2028	Cash	1,7900.0002%
Swap	22-May-2020	Cash	1,7680.0002%
CFD	3-Jul-2028	Cash	1,7000.0002%
CFD	6-Sep-2028	Cash	1,7000.0002%
CFD	28-Jun-2028	Cash	1,5000.0002%
CFD	10-Aug-2028	Cash	1,2310.0002%
CFD	26-Jul-2028	Cash	1,2000.0002%
CFD	18-Sep-2028	Cash	1,0490.0001%
CFD	16-Jun-2028	Cash	1,0000.0001%
CFD	27-Jan-2028	Cash	9610.0001%
CFD	2-Aug-2028	Cash	9000.0001%
CFD	24-May-2028	Cash	8530.0001%
CFD	7-Sep-2028	Cash	8000.0001%
CFD	5-Jul-2028	Cash	7000.0001%
CFD	23-Aug-2028	Cash	6000.0001%
CFD	21-Sep-2028	Cash	6000.0001%
CFD	14-Sep-2028	Cash	5790.0001%
CFD	31-Aug-2028	Cash	5450.0001%
Call Option	26-Sep-2018	Cash	5060.0001%
CFD	18-Aug-2028	Cash	5000.0001%
Swap	22-May-2020	Cash	4610.0001%
CFD	8-Sep-2028	Cash	4370.0001%
Swap	22-May-2020	Cash	4190.0001%
CFD	21-Aug-2028	Cash	4000.0001%
CFD	30-Jun-2028	Cash	3930.0001%
CFD	11-Aug-2023	Cash	3520.00005%
Swap	22-May-2020	Cash	3290.00004%
Swap	22-May-2020	Cash	3230.00004%
CFD	25-Sep-2028	Cash	3150.00004%
CFD	5-Jun-2028	Cash	3000.00004%
CFD	28-Jul-2028	Cash	3000.00004%
CFD	1-Jun-2028	Cash	2000.00003%
CFD	14-Jun-2028	Cash	2000.00003%
CFD	7-Aug-2028	Cash	2000.00003%
CFD	24-Aug-2028	Cash	1930.00002%
CFD	2-Aug-2028	Cash	1500.00002%
CFD	5-Jul-2028	Cash	1350.00002%
CFD	8-Sep-2028	Cash	1280.00002%



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CFD	27-Sep-2028	Cash		1230.00002%
CFD	25-May-2028	Cash		1000.00001%
CFD	19-Jun-2028	Cash		1000.00001%
CFD	28-Jun-2028	Cash		1000.00001%
CFD	17-Jul-2028	Cash		1000.00001%
CFD	9-Aug-2028	Cash		1000.00001%
CFD	23-Aug-2028	Cash		1000.00001%
CFD	13-Sep-2028	Cash		1000.00001%
CFD	14-Sep-2028	Cash		1000.00001%
CFD	27-Sep-2028	Cash	27	0.000003%
CFD	25-Sep-2028	Cash	1	0.0000001%
Total Number of voting rights and percentage of voting rights				26,370,085 3.38%

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: 28 September 2018

By: /s/ NATALIE WHITE

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 Natalie White  
 Deputy Company Secretary