

PEARSON PLC
Form 6-K
April 30, 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 April 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 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

Goldman Sachs International
Peterborough Court, 133 Fleet Street, London
EC4A 2BB, UK

City and country of registered office (if applicable)

5. Date on which the threshold was crossed or reachedvi:

25/04/2019

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

29/04/2019

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 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	0.51%	6.45%	6.95%	781,415,05
Position of previous notification (if applicable)	0.60%	6.92%	7.53%	

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		3,650,849		0.47%
US7050151056		310,768		0.04%

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SUBTOTAL 8. A 3,961,617 0.51%

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

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
Securities Lending	Open		9,039,038	1.16%
SUBTOTAL 8. B			19,039,038	1.16%

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	Physical or cash settlement	Number of voting rights	% of voting rights
Refer to Annexure					
SUBTOTAL 8.B.2				41,340,283	5.29%

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 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		5.32%	5.33%
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 29/04/2019

Natalie White
Deputy Company Secretary
Pearson plc

30 April 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	2,650,131	0.34%
CFD	15/09/2028		Cash	2,366,489	0.30%
CFD	20/04/2029		Cash	1,977,494	0.25%

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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	1,577,609	0.20%
CFD	21/02/2024	Cash	1,300,000	0.17%
CFD	07/02/2024	Cash	1,240,000	0.16%
CFD	21/02/2024	Cash	1,100,000	0.14%
CFD	14/02/2024	Cash	970,000	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%
Swap	28/07/2021	Cash	851,294	0.11%
CFD	22/02/2024	Cash	800,000	0.10%
Swap	28/07/2021	Cash	757,148	0.10%
CFD	20/04/2029	Cash	685,506	0.09%
CFD	29/01/2024	Cash	663,999	0.08%
CFD	12/07/2023	Cash	478,848	0.06%
CFD	06/12/2028	Cash	440,459	0.06%
CFD	28/03/2029	Cash	420,373	0.05%
CFD	14/02/2024	Cash	419,554	0.05%
CFD	09/02/2024	Cash	406,520	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%
CFD	09/09/2021	Cash		0.04%

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			307,099	
Swap	30/11/2023	Cash	300,000	0.04%
Swap	05/05/2022	Cash	295,638	0.04%
CFD	19/02/2024	Cash	265,000	0.03%
CFD	04/12/2023	Cash	262,991	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	250,000	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%
Call Option	04/06/2019	Cash	211,469	0.03%
CFD	17/07/2020	Cash	211,406	0.03%
CFD	09/03/2029	Cash	208,313	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	201,012	0.03%
Swap	02/02/2023	Cash	198,606	0.03%
CFD	04/12/2023	Cash	186,585	0.02%
Swap	18/01/2024	Cash	183,004	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%
Swap	01/02/2024	Cash		0.02%

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			154,031	
CFD	16/02/2024	Cash	140,912	0.02%
CFD	31/01/2024	Cash	136,001	0.02%
CFD	22/11/2028	Cash	134,667	0.02%
CFD	17/01/2029	Cash	132,328	0.02%
Call Option	07/06/2019	Cash	131,347	0.02%
Swap	28/07/2021	Cash	131,070	0.02%
CFD	12/04/2029	Cash	128,954	0.02%
Call Option	02/07/2019	Cash	124,751	0.02%
CFD	28/03/2029	Cash	122,527	0.02%
CFD	28/03/2029	Cash	122,383	0.02%
Swap	17/09/2020	Cash	119,364	0.02%
Swap	03/02/2023	Cash	117,797	0.02%
CFD	25/02/2027	Cash	115,000	0.01%
CFD	22/02/2021	Cash	114,718	0.01%
Swap	22/04/2020	Cash	113,300	0.01%
CFD	19/01/2029	Cash	110,000	0.01%
Swap	18/01/2024	Cash	106,899	0.01%
Swap	18/01/2024	Cash	101,869	0.01%
Swap	13/05/2020	Cash	100,100	0.01%
CFD	18/01/2029	Cash	100,000	0.01%
Swap	16/04/2024	Cash	100,000	0.01%
CFD	12/06/2028	Cash	98,591	0.01%
CFD	11/08/2023	Cash	95,216	0.01%
CFD	04/12/2023	Cash	93,311	0.01%
Swap	02/02/2023	Cash		0.01%

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			93,281	
Swap	29/11/2023	Cash	91,988	0.01%
Swap	14/06/2023	Cash	86,565	0.01%
CFD	08/02/2024	Cash	86,367	0.01%
CFD	09/09/2021	Cash	85,463	0.01%
Swap	12/07/2023	Cash	84,590	0.01%
CFD	21/02/2024	Cash	82,784	0.01%
Swap	21/05/2019	Cash	82,753	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		