

PEARSON PLC  
Form 6-K  
August 21, 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 August 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 X

3. Details of person subject to the notification obligationiv

Name Schrodgers 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: 17/08/2018

6. Date on which issuer notified (DD/MM/YYYY): 20/08/2018

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 of 8.B 1 + 8.B 2) | Total of both in % (8.A + 8.B) (total) | Total number of voting rights of issuervii |
|---|---|--|--|--|
| Resulting situation on the date on which threshold was crossed or reached | 13.392%   | 0.001%   | 13.393%                                | 781,057,074                                |
| Position of previous notification (if applicable)                         | 13.849%   | N/A  | 13.849%                                |  |

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<br>ISIN code (if possible) | Number of voting rightsix                              |   | % of voting rights                                     |   |
|---|--|---|--|---|
|   | Direct<br>(Art 9 of Directive 2004/109/EC)<br>(DTR5.1) | Indirect<br>(Art 10 of Directive 2004/109/EC)<br>(DTR5.2.1) | Direct<br>(Art 9 of Directive 2004/109/EC)<br>(DTR5.1) | Indirect<br>(Art 10 of Directive 2004/109/EC)<br>(DTR5.2.1) |
| GB0006776081                                    |  | 104,601,668   |  | 13.392%   |
| SUBTOTAL 8. A                                   | 104,601,668  |   | 13.392%  |   |

Edgar Filing: PEARSON PLC - Form 6-K

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 x | Exercise/Conversion Period xi | Number of voting rights that may be acquired if the instrument is exercised/converted. | % of voting rights |
|------------------------------|-------------------|-------------------------------|--|--------------------|
| CFD                          | N/A               | N/A                           | 9,050  | 0.001%             |
| SUBTOTAL 8. B 1              |                   |                               | 9,050  | 0.001%             |

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 |
|------------------------------|-------------------|-------------------------------|---------------------------------|-------------------------|--------------------|
| N/A                          |                   |                               |                                 | N/A                     | N/A                |
| SUBTOTAL 8.B.2               |                   |                               |                                 | N/A                     | N/A                |

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

| 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 notifiable threshold |
|--|--|--|---|
| Schroders plc<br>Schroder Administration Limited<br>Schroder Wealth Holdings Limited<br>Schroder & Co. Limited |  |  |   |
| Schroders plc<br>Schroder Administration Limited   |  |  |   |

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

Schroders plc  
Schroder Administration  
Limited  
Schroder International  
Holdings Limited

|   |         |     |         |
|---|---------|-----|---------|
| Schroder Investment<br>Management Limited | 12.933% | N/A | 12.934% |
|---|---------|-----|---------|

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  
The disclosure is being made due to a legal entity crossing below the 13% threshold.

Place of completion London, UK  
Date of completion 20 August 2018

Natalie White  
Deputy Company Secretary  
Pearson plc

21 August 2018

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: 21 August 2018

By: /s/ NATALIE WHITE

-----

Natalie White  
Deputy Company Secretary