PEARSON PLC Form 6-K November 05, 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

GB0006776081

Ib. 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  Other (please specify)iii: i. Type 3 Disclosure as per the Transparency Directive II Regulation  3. Details of person subject to the notification obligation iv  Name  City and country of registered office (if applicable)  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 reached vi:  6. Date on which issuer notified (DD/MM/YYYY):  7. Total positions of person(s) subject to the notification obligation  **Weather of the country of the person of the pe
An acquisition or disposal of voting rights  An acquisition or disposal of financial instruments  An event changing the breakdown of voting rights  Other (please specify)iii: i. Type 3 Disclosure as per the Transparency Directive II Regulation  X  3. Details of person subject to the notification obligation iv  Name  Schroders plc  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 reached vi:  Oz/11/2018  6. Date on which issuer notified (DD/MM/YYYY):  7. Total positions of person(s) subject to the notification obligation  8 of voting rights attached to shares (total of 8. A)  8 of voting rights attached to of 8.B 1 + shares (total of 8.B)  Resulting situation on the date on which threshold was crossed or reached  12.897%  13.044%  0.028%  13.072%
An acquisition or disposal of financial instruments  An event changing the breakdown of voting rights  Other (please specify)iii: i. Type 3 Disclosure as per the Transparency Directive II Regulation  3. Details of person subject to the notification obligation iv  Name  Schroders plc  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 reached vi:  Oz/11/2018  6. Date on which issuer notified (DD/MM/YYYY):  7. Total positions of person(s) subject to the notification obligation  Soft voting rights attached to shares (total of 8. A)  Soft voting rights through financial instruments (total of both in % (8.A + 8.B)) rights of issuer vii  8.B 2)  Resulting situation on the date on which threshold was crossed or reached  Position of previous notification (if  13.044%  O 0.028%  13.072%
An event changing the breakdown of voting rights  Other (please specify)iii: i. Type 3 Disclosure as per the Transparency Directive II Regulation  3. Details of person subject to the notification obligation iv  Name Schroders plc City and country of registered office (if applicable) 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 reached vi:  6. Date on which issuer notified (DD/MM/YYYY): 7. Total positions of person(s) subject to the notification obligation  8. of voting rights attached to shares (total of 8. A)  8. of voting rights attached to financial instruments (total of both in % voting rights of issuer vii)  8. B 2)  Resulting situation on the date on which threshold was crossed or reached  Position of previous notification (if  13. 044%  0.028% 13. 072%
Other (please specify)iii: i. Type 3 Disclosure as per the Transparency Directive II Regulation  3. Details of person subject to the notification obligation iv Name  City and country of registered office (if applicable)  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 reached vi:  6. Date on which issuer notified (DD/MM/YYYY):  7. Total positions of person(s) subject to the notification obligation  8. of voting rights attached to shares (total of 8. A)  8. of voting rights attached to of 8. B1 +  8. B2  Resulting situation on the date on which threshold was crossed or reached  Position of previous notification (if  13. 044%  14. 0028%  13. 072%
3. Details of person subject to the notification obligation iv  Name  City and country of registered office (if applicable)  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 reached vi:  6. Date on which issuer notified (DD/MM/YYYY):  7. Total positions of person(s) subject to the notification obligation  8 of voting rights attached to shares (total of 8. A)  8 of voting rights attached to shares (total of 8. A)  8 of solvential through financial instruments (total of both in % of 8.B 1 + 8.B 2)  Resulting situation on the date on which threshold was crossed or reached  Position of previous notification (if  13 044%  1 0 028%  1 3 072%
Name City and country of registered office (if applicable) 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 reached vi: 6. Date on which issuer notified (DD/MM/YYYY): 7. Total positions of person(s) subject to the notification obligation  **Gof voting rights attached to shares (total of 8. A)  **Gof voting rights attached to offical instruments (total of both in % instruments (total of both in % instruments (total of 8. B. 1 + 8.B. 2)  **Resulting situation on the date on which threshold was crossed or reached Position of previous notification (if  **Total of both in % instruments (total of 8. B. 1 + 8.B.)  **Total of both in % instruments (total of 8. B. A. B.)  *
Name City and country of registered office (if applicable) 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 reached vi: 6. Date on which issuer notified (DD/MM/YYYY): 7. Total positions of person(s) subject to the notification obligation  **Gof voting rights attached to shares (total of 8. A)  **Gof voting rights attached to offical instruments (total of both in % instruments (total of both in % instruments (total of 8. B. 1 + 8.B. 2)  **Resulting situation on the date on which threshold was crossed or reached Position of previous notification (if  **Total of both in % instruments (total of 8. B. 1 + 8.B.)  **Total of both in % instruments (total of 8. B. A. B.)  *
City and country of registered office (if applicable) 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 reached vi: 6. Date on which issuer notified (DD/MM/YYYY): 7. Total positions of person(s) subject to the notification obligation  **Weak of voting rights attached to shares (total of 8. A)*  **Weak of voting rights attached to shares (total of 8. A)*  **Resulting situation on the date on which threshold was crossed or reached  Position of previous notification (if  **13.044%*  **London, UK  **London **Lon
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 reached vi:  6. Date on which issuer notified (DD/MM/YYYY):  7. Total positions of person(s) subject to the notification obligation  8. of voting rights attached to shares (total of 8. A)  8. of voting rights attached to shares (total of 8. A)  8. B 2)  Resulting situation on the date on which threshold was crossed or reached  Position of previous notification (if  13. 044%  12.897%  13. 044%  14. Full name of shareholder(s) (if different from 3.) v  16. Date on which the thresholder of 20/11/2018  16. Date on which the threshold was crossed or reached vi:  17. Ozil 1/2018  18. Ozil 1/2018  19. Ozil
City and country of registered office (if applicable)  5. Date on which the threshold was crossed or reached vi:  6. Date on which issuer notified (DD/MM/YYYY):  7. Total positions of person(s) subject to the notification obligation  8. of voting rights attached to shares (total of 8. A)  9. of voting rights attached to shares (total of 8. A)  12.897%  13.044%  14.0028%  15. Date on which threshold was crossed or reached vi:  10.0211/2018  10.021
5. Date on which the threshold was crossed or reached vi:  6. Date on which issuer notified (DD/MM/YYYY):  7. Total positions of person(s) subject to the notification obligation  8. Of voting rights attached to shares (total of 8. A)  9. Of voting rights attached to shares (total of 8. A)  12.897%  13.044%  13.072%  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  15.11/2018  16. Distribution of voting rights attached to shares (total of 8. A)  16. Date on which in such states of voting rights attached to shares (total of 8. A)  17. Total of both in sumber of voting rights of of 8. B 1 + issuer vii such states of the shares (total of 8. A)  16. Date on which issuer notified (DD/MM/YYYY):  17. Total of both in sumber of voting rights of of 8. B 1 + issuer vii such states of the notification (if shares (total of 8. A) issuer vii such states of the notification (if shares (total of 8. A) issuer vii such states of the notification (if shares (total of 8. A) issuer vii such states (total of 8. A) issuer vii suc
6. Date on which issuer notified (DD/MM/YYYY): 05/11/2018  7. Total positions of person(s) subject to the notification obligation  8. of voting rights attached to shares (total of 8. A)  9. of voting rights attached to shares (total of 8. A)  12.897%  12.897%  13.044%  15.7072%  15.7072%  15.7072%  15.7072%  15.7072%  15.7072%
7. Total positions of person(s) subject to the notification obligation
Resulting situation on the date on which threshold was crossed or reached Position of previous notification (if $\frac{8}{3}$ of voting rights attached to $\frac{8}{3}$ of voting rights attached through financial instruments (total of both in $\frac{8}{3}$ of 8.B 1 + 8.B 2) rights of issuer vii $\frac{8}{3}$ of 8.B 1 + 8.B 2) $\frac{8}{3}$ of $8$
Resulting situation on the date on which threshold was crossed or reached Position of previous notification (if $\frac{\%}{\%}$ of voting rights attached to $\frac{\%}{\%}$ of voting rights attached to $\frac{\%}{\%}$ through $\frac{\%}{\%}$ attached to $\frac{\%}{\%}$ through $\frac{\%}{\%}$ attached to $\frac{\%}{\%}$ attached through financial instruments (total of both in $\frac{\%}{\%}$ voting rights of of $8.B 1 + \frac{\%}{\$}$ issuer vii $8.B 2$ )  Resulting situation on the date on which threshold was crossed or reached Position of previous notification (if $\frac{\%}{\%}$ attached to $\frac{\%}{\%}$
Resulting situation on the date on which threshold was crossed or reached Position of previous notification (if $\frac{\%}{13,044\%}$ of voting rights attached to shares (total of 8. A) $\frac{\text{through financial instruments}}{\text{financial instruments}}$ $\frac{\text{Total of both in \%}}{(8.A + 8.B)}$ $\frac{\text{number of voting rights of instruments}}{\text{rights of issuer viion}}$ $\frac{12.897\%}{12.925\%}$ $\frac{12.925\%}{13.044\%}$ $\frac{13.072\%}{13.072\%}$
Resulting situation on the date on which threshold was crossed or reached Position of previous notification (if  13.044%  Of 8.B 1 + issuer vii  8.B 2)  781,067,196
threshold was crossed or reached Position of previous notification (if 13.044% 0.028% 12.925% 781,067,196
Position of previous notification (if
8. Notified details of the resulting situation on the date on which the threshold was crossed or reached viii A: Voting rights attached to shares
Number of voting rights ix % of voting rights
Class/type of shares Direct
ISIN code (if (Art 9 of Directive) Indirect Direct (Art 10 of Directive)
possible) 2004/109/FC) (Art 10 of Directive (Art 9 of Directive 2004/109/FC)
(DTR5.1) 2004/109/EC) (DTR5.2.1) 2004/109/EC) (DTR5.1) (DTR5.2.1)

100,731,647

12.897%

SUBTOTAL 8. A 100,731,647

12.897%

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

Number of voting rights

Type of financial instrument

Expirationdate x

Exercise/Conversion

Period xi

that may be acquired if the % of voting rights

instrument is

exercised/converted.

SUBTOTAL 8. B 1

N/A

Physical or

8.B.2

N/A

0.028%

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))

(Note that holdings held via indices, baskets and ETFs would be displayed here as asset class "Equity" or "PreferredEquity" so please update this to the correct name accordingly)

Type of financial instrument	Expirationdate x	Exercise/Conversion Period xi	cash settlement xii	Number of voting rights	% of voting rights
CFD	N/A	N/A	Cash	219,335	0.028%
			SUBTOTAL	210 225	0.0000

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 thefinancial instruments are effectively held starting with the ultimate controlling natural person or legal entity xiv (please add additional rows as necessary)

X

Name xv

is higher than the notifiable threshold

% of voting rights if it equals or % of voting rights through financial instruments if it equals or is higher than the is higher notifiable threshold

219,335

than the notifiable threshold

equals or

Total of both if it

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 12.457% N/A

Management Limited 12.478%

Schroder Investment

Management North America

Limited

10. In case of proxy voting, please identify:

Name of the proxy holder

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

Place of completion London
Date of completion 5/11/2018

Natalie White Deputy Company Secretary Pearson plc

5 November 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.

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Date: 05 November 2018

By: /s/ NATALIE WHITE

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Natalie White

Deputy Company Secretary