PEARSON PLC Form 6-K December 13, 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 December 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

Type of financial instrument Expirationdatex Exercise/Conversion

Periodxi

Non-UK issuer  2. Reason for the notification (please mark the appropriate box or boxes 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 acquisition or disposal of voting rights  Other (please specify)iii: i. Type 1 & Type 3 Disclosure as per the Transparency Directive II Regulation  A 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 (IDD/MM/YYYY):  7. Total positions of person(s) subject to the notification obligation  8. Of voting rights attached to shares (total of 8. A)  Resulting situation on the date on which shares (total of 8. A)  Resulting situation on the date on which shares (total of 8. A)  Resulting situation on the date on which shares  Number of voting rights attached to shares  Number of voting rightsix  8. Notified details of the resulting situation on the date on which the threshold was crossed or reached position of previous notification (if applicable)  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 rightsix  8. Voting rights attached to shares  Number of voting rightsix  8. Outflied the threshold was crossed or reached (Art 10 of Directive 2004/109/EC) (DTR5.1)  City of voting rights  Class/type of shares  Direct (Art 10 of Directive	1a. Identity of the issuer or	the underlying	g issuer of ex	xisting shares to wh	ich Pear	rson plc			
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Class/type ofshares         Direct         Indirect (Art 10 of Directive ISIN code (if possible)         Direct (Art 9 of Directive 2004/109/EC)         Direct (Art 10 of Directive 2004/109/EC)         Direct (Art 9 of Directive 2004/109/EC)         (Art 10 of Directive (Art 9 of Directive 2004/109/EC)           GB0006776081         97,140,096         2004/109/EC)         (DTR5.2.1)           SUBTOTAL 8. A         97,140,096         12.437%           B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))		voting rightsix							
ISIN code (if possible)  (Art 9 of Directive 2004/109/EC) (DTR5.1)  (Art 10 of Directive 2004/109/EC) (Art 9 of Directive 2004/109/EC) (DTR5.1)  (Brs.2.1)  (Brs.2.1)  (Brs.2.1)  (Art 9 of Directive 2004/109/EC) (DTR5.1)  (DTR5.2.1)  (DTR5.2.1)  (DTR5.2.1)  SUBTOTAL 8. A  97,140,096  12.437%  B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))	C1 / C.1	D: .		Indirect	D: .				
2004/109/EC) (DTR5.1) 2004/109/EC) (DTR5.1) 2004/109/EC) (DTR5.2.1) GB0006776081 97,140,096 12.437%  SUBTOTAL 8. A 97,140,096 12.437%  B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))	• •	(Art 9 of Directive		(Art 10 of Directiv	(Art 9 of Directive D		•		
GB0006776081 97,140,096 (DTR5.2.1) SUBTOTAL 8. A 97,140,096 12.437%  B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))	isin code (ii possible)			1					
SUBTOTAL 8. A 97,140,096 12.437%  B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))		200 11107/12	(D 1113.1	(DTR5.2.1)	200 1, 105	(20) (2110.1)		•	
B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))	GB0006776081			97,140,096			12.43	37%	
B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))									
B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))	SUBTOTAL & A	97,140,096			12 /37%	12 /27%			
	SUBTUTAL 0. A				14.43770				
Type of financial instrument Expiration datay Exercise/Conversion Number of voting rights % of voting		_							

Number of voting rights % of voting that may be acquired if rights

the instrument is exercised/converted.

SUBTOTAL 8. B 1

N/A

N/A

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 Expirationdatex

Physical or Exercise/Conversion cash Period xi

Number of voting rights

% of voting rights

settlementxii

SUBTOTAL N/A 8.B.2

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) issuerxiii 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 entityxiv(please add additional X rows as necessary)

> Total of both if it equals or

Namexy

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

instruments if it equals or is higher than the is higher notifiable threshold

than the notifiable threshold

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 12.002% N/A

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 informationxvi

This disclosure is being made due to a legal entity crossing above the 12% threshold.

Place of completion London
Date of completion 12/12/2018

Natalie White Deputy Company Secretary Pearson plc

13 December 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: 13 December 2018

By: /s/ NATALIE WHITE

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Natalie White

**Deputy Company Secretary** 

12.002%