

PEARSON PLC
Form 6-K
May 24, 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 May 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 Schroders 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: 23/05/2018

6. Date on which issuer notified (DD/MM/YYYY): 24/05/2018

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 | 13.957% | N/A | 13.957% | 780,668,607 |
| Position of previous notification (if applicable) | 14.196% | N/A | 14.196% | |

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 | | 108,958,191 | | 13.957% |
| SUBTOTAL 8. A | 108,958,191 | | 13.957% | |

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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 |
|------------------------------|-----------------|----------------------------|--|--------------------|
| N/A | | | N/A | N/A |
| 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))

| Type of financial instrument | Expiration date | Exercise/Conversion Period | Physical or cash settlement | 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) issuerⁱⁱⁱ

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 | % 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 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 | 13.442% | N/A | 13.442% |
|---|---------|-----|---------|

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

Place of completion London, UK
Date of completion 24 May 2018

Natalie White
Deputy Company Secretary
Pearson plc

24 May 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: 24 May 2018

By: /s/ NATALIE WHITE

Natalie White
Deputy Company Secretary

