

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report: **May 26, 2020**
(Date of earliest event reported)

PRINCIPAL FINANCIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-16725
(Commission file number)

42-1520346
(I.R.S. Employer
Identification Number)

711 High Street, Des Moines, Iowa 50392
(Address of principal executive offices)

(515) 247-5111
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	PFG	Nasdaq Global Select Market

- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§203.405 of this chapter) or rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company
- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

(d) On May 26, 2020, the Board of Directors of Principal Financial Group, Inc. (the “Company”) appointed Clare S. Richer as a new director of the Company and of Principal Life Insurance Company, effective May 26, 2020. There is no arrangement or understanding between Ms. Richer and any other person pursuant to which Ms. Richer was selected as a director. Ms. Richer has no material interest in any prior, existing or proposed transaction or series of transactions with the Company or its management.

Effective with her appointment, Ms. Richer will serve as a member of the Audit and Human Resources committees of the Board of Directors. Ms. Richer’s compensation as a non-employee director will be consistent with that provided to all Company non-employee directors, as described in the Company’s most recent proxy statement filed with the Securities and Exchange Commission on April 6, 2020. Pursuant to the established compensation program for non-employee directors, Ms. Richer will receive a pro-rated grant of Company restricted stock units which will be determined based upon the closing price of Company stock on May 26, 2020.

A press release announcing Ms. Richer’s election is included herewith as Exhibit 99.

Item 9.01 Financial Statements and Exhibits

[99](#) [Press Release Concerning Election of Clare S. Richer, dated May 29, 2020](#)

104 Cover Page to this Current Report on Form 8-K in Inline XBRL

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.

PRINCIPAL FINANCIAL GROUP, INC.

By: /s/ Christopher J. Littlefield

Name: Christopher J. Littlefield

Title: Executive Vice President, General Counsel and Secretary

Date: June 1, 2020



Release: On receipt, May 29, 2020
Media Contact: Jane Slusark, 515.362.0482, slusark.jane@principal.com
Investor Contact: John Egan, 515.235.9500, egan.john@principal.com

Principal[®] names Clare Stack Richer to Board of Directors



(Des Moines, Iowa) – Principal Financial Group[®] (Nasdaq: PFG) announced today that Clare Stack Richer, former chief financial officer of Putnam Investments and an experienced financial services executive, has been appointed to the Principal Board of Directors, effective May 26.

“Clare is a valuable addition to our Board having spent more than 35 years in our industry with significant time spent leading business lines, operations, and finance teams,” said Dan Houston, chairman, president, and chief executive officer of Principal[®]. “Her extensive experience in the boardroom today and in the C-suite previously will help guide our business strategies to create long-term value for our customers and shareholders during an important time in our company’s history.”

Richer, 61, also serves as an independent director on the Board of Directors for Bain Capital Specialty Finance Inc. and on the State Street Global Advisors SPDR ETF Mutual Funds Board. In 2017, she retired as chief financial officer for Putnam Investments after spending nine years with the private investment manager. Prior to that, she spent 25 years with Fidelity Investments in a variety of leadership roles including executive vice president of Fidelity Management and Research Company, chief financial officer, and president of Fidelity Investments Life Insurance Company.



Richer also serves on the Board of Trustees for the University of Notre Dame as a member of the Compensation, Investment, Finance, and Audit Committees, and as a board member for the Alzheimer's Association, MA/NH Chapter. She graduated from the University of Notre Dame with a bachelor's in Business Administration.

About Principal®

Principal helps people and companies around the world build, protect and advance their financial well-being through retirement, insurance and asset management solutions that fit their lives. Our employees are passionate about helping clients of all income and portfolio sizes achieve their goals – offering innovative ideas, investment expertise and real-life solutions to make financial progress possible. To find out more, visit us at principal.com.

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