

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

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

Date of Report: **September 19, 2016**  
(Date of earliest event reported)

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

<b>Delaware</b>	<b>1-16725</b>	<b>42-1520346</b>
(State or other jurisdiction of incorporation)	(Commission file number)	(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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 19, 2016, the Board of Directors of Principal Financial Group, Inc. (the “Company”) appointed Deanna D. Strable-Soethout to the position of executive vice president, Principal, effective September 20, 2016, and to the position of chief financial officer, effective February 14, 2017. Ms. Strable currently holds the position of president of the United States Insurance Solutions segment of the Company and will continue in that role until her successor is named. A press release on this topic is included with this report as Exhibit 99.

Terrance J. Lillis currently serves as the Company’s executive vice president and chief financial officer. Mr. Lillis previously announced his intention to retire no later than the end of the first quarter of 2017, and now plans to retire no later than April 30, 2017. Mr. Lillis’ will continue to serve as an executive vice president from February 14, 2017 until his retirement.

In connection with this promotion, Ms. Strable’s annual salary will be \$535,000, subject to periodic adjustment in accordance with the Company’s regular salary review policy. In addition, Ms. Strable will participate in the Company’s annual and long-term incentive compensation plans, qualified and non-qualified savings and retirement plans and other benefits as described in the Company’s current proxy statement filed with the Securities and Exchange Commission on April 7, 2016.

Ms. Strable’s annual incentive target will be 100% of salary, and her long-term incentive award opportunity is 275% of salary for target performance. Realized compensation may vary considerably above or below the target award opportunity based on the Company’s performance and changes in share price over a three-year performance cycle subsequent to the grant.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99	Press Release Announcing Strable-Soethout Promotion

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/ Karen E. Shaff

Name: Karen E. Shaff

Title: Executive Vice President, General Counsel and Secretary

Date: September 20, 2016

Release: On receipt, September 20, 2016  
Media Contact: Erica Jensen, 515-362-0049, [jensen.eric@principal.com](mailto:jensen.eric@principal.com)  
Investor Contact: John Egan, 515-235-9500, [egan.john@principal.com](mailto:egan.john@principal.com)

**Principal Names Next CFO**  
**Deanna Strable-Soethout Named Chief Financial Officer**



(Des Moines, Iowa) - As part of the planned succession process, [Principal Financial Group](#)® announced today that, in preparation for the retirement of current chief financial officer and executive vice president Terry J. Lillis in April 2017, Deanna D. Strable-Soethout (Strable) will assume the role of chief financial officer effective February 14, 2017. In addition, she is promoted to executive vice president of Principal® effective immediately. She will retain her current position as president of United States Insurance Solutions until her successor is named.

“We conducted an extensive search, both internally and externally, and Deanna clearly distinguishes herself as the most qualified candidate for the CFO position,” said Dan Houston, chairman, president and CEO of Principal. “Deanna’s prior experience at running one of our most successful businesses and strong financial expertise uniquely qualifies her to be our next CFO.”

In 2015, Strable was named president of the United States Insurance Solutions responsible for all businesses within the Individual Life and Specialty Benefits Divisions of U.S. Insurance Solutions with

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overall accountability for individual life, nonqualified deferred compensation, individual disability and group benefits.

Strable joined the company in 1990 as an actuarial assistant. She was appointed actuarial associate in 1992, senior actuarial associate in 1994 and named officer in 1995. In 1999, Strable was promoted to second vice president, and then vice president in 2002. She was named senior vice president in 2005 before assuming her current position in 2015.

In addition to her role within Principal, Strable currently serves as chair of the Board of Directors for LIMRA LOMA Global (LL Global, Inc) and is a member of the Board of Trustees for Simpson College. She also serves on various committees for United Way of Central Iowa and the American Council of Life Insurers (ACLI).

A native of Iowa, Strable received her Bachelor's degree with a double major in mathematics and economics from Northwestern University in Evanston, Illinois. She is also a Fellow of the Society of Actuaries and a member of the American Academy of Actuaries.

#### **About Principal<sup>®</sup>**

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](http://principal.com).

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