

**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 (Date of earliest event reported): **August 15, 2025**



JANUS HENDERSON GROUP PLC
(Exact name of registrant as specified in its charter)

Jersey, Channel Islands
(State or other jurisdiction of
incorporation)

001-38103
(Commission File Number)

98-1376360
(IRS Employer
Identification No.)

201 Bishopsgate
London, United Kingdom
(Address of principal executive offices)

EC2M3AE
(Zip Code)

+44 (0) 20 7818 1818
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- 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, \$1.50 Per Share Par Value	JHG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Retirement of Current Chief Financial Officer

On August 15, 2025, Roger Thompson, Chief Financial Officer of Janus Henderson Group plc (the “Company”), notified the Company of his decision to retire from the Company, effective March 31, 2026.

In connection with his departure, Janus Henderson Administration UK Limited, a wholly-owned subsidiary of the Company, has entered into a Retirement Agreement (the “Retirement Agreement”) with Mr. Thompson, which will entitle him to receive certain payments in connection with his departure from the Company. Pursuant to the Retirement Agreement, Mr. Thompson will receive a prorated incentive bonus for the portion of 2026 performance year for which he is employed (subject to mandatory deferral under the terms of the Company’s deferral scheme) and pay in lieu of notice equal to three months’ base salary. The foregoing payments are subject to Mr. Thompson’s execution of a general release of claims in favor of the Company and continued compliance with post-termination restrictive covenants. Further, Mr. Thompson’s vested equity awards will be eligible to vest in accordance with the terms of the award agreements related to a termination of affiliation due to retirement. Mr. Thompson’s retirement did not result from any disagreement regarding the Company’s financial reporting or accounting policies, procedures, estimates, or judgments.

The foregoing description of the Retirement Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text thereof, which will be filed with the Company’s next Quarterly Report on Form 10-Q and is incorporated herein by reference.

Appointment of New Chief Financial Officer

In connection with Mr. Thompson’s retirement, the Company has appointed Sukh Grewal (currently the Company’s Head of Strategy & Corporate Development) to serve as its Chief Financial Officer and Head of Strategy & Corporate Development, effective April 1, 2026.

Mr. Grewal, age 36, is Head of Strategy & Corporate Development at Janus Henderson Investors, a position he has held since September 2022. In this role, he is responsible for developing corporate strategy, running corporate development, and M&A, as well as engaging on special projects for the CEO and Janus Henderson Executive Committee. Prior to joining the firm, Mr. Grewal held several roles at AllianceBernstein from November 2020, most recently as director of strategy and corporate development from April 2022. Before that, he was director, M&A and corporate strategy from 2015 at Guggenheim Partners. Earlier in his career, he held analyst roles at Apollo Global Management from 2013 to 2015 and Greenhill & Co. from 2011. Sukh received a Bachelor of Science degree in finance and management from New York Stern School of Business. He has 14 years of financial industry experience.

As of the date of this report, no new compensatory arrangements have been entered into in connection with Mr. Grewal’s appointment. Should any such arrangements be entered into in the future, the material terms of such arrangements will be disclosed in a subsequent filing.

At this time, the Company is not aware of any transactions in which Mr. Grewal has a direct or indirect interest that would require disclosure under Item 404(a) of Regulation S-K. In addition, Mr. Grewal does not have any family relationship with any director or other executive officer of the Company.

Item 7.01 Regulation FD Disclosure.

On August 18, 2025, the Company issued a press release announcing the Chief Financial Officer transition. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being furnished herewith.

Exhibit Number	Description
99.1	Press Release dated August 18, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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 hereunto duly authorized.

JANUS HENDERSON GROUP PLC

By: /s/ Michelle Rosenberg

Name: Michelle Rosenberg

Title: General Counsel and Company Secretary

Date: August 18, 2025



NEWS RELEASE

Sukh Grewal To Succeed Roger Thompson as Janus Henderson Chief Financial Officer

Grewal will retain role as Head of Strategy & Corporate Development

LONDON – August 18, 2025 – Janus Henderson Group plc (NYSE: JHG, “Janus Henderson,” or “the firm”) today announced that Sukh Grewal, in addition to his current role as Head of Strategy & Corporate Development, has been appointed Chief Financial Officer (“CFO”), effective April 1, 2026. Sukh will succeed Roger Thompson, who will retire as CFO on March 31, 2026, after more than 12 years with Janus Henderson and 35 years in the financial services industry. Sukh will also join the firm’s Executive Committee. Roger and Sukh will work closely together over the next several months to ensure a smooth transition.

Sukh joined Janus Henderson in 2022 as Head of Strategy & Corporate Development. In this position, he has been instrumental in implementing the firm’s strategic roadmap and delivering successful corporate partnerships, including Janus Henderson’s acquisitions of [Tabula](#), [NBK Capital Partners](#), and [Victory Park Capital](#), in addition to the firm’s partnerships with [Privacore Capital](#) and [Guardian](#). Prior to joining the firm, Sukh was Director of Strategy and Corporate Development at AllianceBernstein, and held prior roles at Apollo Global Management and Guggenheim Partners. Sukh holds a Bachelor of Science in finance and management from NYU Stern School of Business.

“Sukh brings deep industry expertise and in-depth knowledge of Janus Henderson’s strategy and client offering to the CFO role. He has played a key role in further expanding the firm’s investment capabilities for the benefit of our clients, helping to deliver on our strategy to Amplify our strengths and Diversify where we have the right to win. His appointment as CFO complements his existing role as Head of Strategy & Corporate Development, which will more closely align our financial and corporate strategy teams to further create value for our shareholders, clients, and employees,” said **Ali Dibadj, Chief Executive Officer of Janus Henderson**.

Roger joined Janus Henderson in 2013 as CFO and serves on its Executive Committee. In addition to his role as CFO, he has served on several of the firm’s boards and has been a champion for many of the firm’s employee initiatives. Roger’s extensive career in financial services has spanned London, Tokyo, Singapore, and Hong Kong.

“Roger has been a true culture carrier for the firm, and the successes we’ve seen over the past few years at Janus Henderson could not have happened without him. He has been an incredible strategic thinker and all-around partner to me, and we have been fortunate to have been a beneficiary of his exceptional expertise, leadership, and partnership over the years. We wish Roger all the best in his well-deserved retirement,” said **Ali Dibadj**.

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Notes to editors

About Janus Henderson

Janus Henderson Group is a leading global active asset manager dedicated to helping clients define and achieve superior financial outcomes through insights, disciplined investments, and world-class service. As of June 30, 2025, Janus Henderson had approximately US\$457 billion in assets under management, more than 2,000 employees, and offices in 25 cities worldwide. The firm helps millions of people globally invest in a brighter future together. Headquartered in London, Janus Henderson is listed on the New York Stock Exchange.

Source: Janus Henderson Group plc

FORWARD-LOOKING STATEMENTS DISCLAIMER

Certain statements in this press release are “forward-looking statements” within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties that are difficult to predict and could cause our actual results, performance, or achievements to differ materially from those discussed. These include statements as to our future expectations, beliefs, plans, strategies, objectives, events, conditions, financial performance, prospects, or future events, including with respect to the timing and anticipated benefits of pending transactions and expectations regarding acquisition opportunities. In some cases, forward-looking statements can be identified by the use of words such as “may,” “could,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue,” “likely,” “will,” “would,” and similar words and phrases. Forward-looking statements are necessarily based on estimates and assumptions that, while considered reasonable by us and our management, are inherently uncertain. Accordingly, you should not place undue reliance on forward-looking statements, which speak only as of the date they are made and are not guarantees of future performance. We do not undertake any obligation to publicly update or revise these forward-looking statements.

The information, statements, and opinions contained in this document do not constitute a public offer under any applicable legislation or an offer to sell or solicitation of any offer to buy any securities or financial instruments or any advice or recommendation with respect to such securities or other financial instruments.

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