

PRINCIPAL FINANCIAL GROUP INC  
Form 8-K  
July 27, 2016

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: July 27, 2016  
(Date of earliest event reported)

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

Delaware	1-16725	42-1520346
(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))
-

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

(d) On July 27, 2016, the Board of Directors of Principal Financial Group, Inc. (the “Company”) elected Scott M. Mills as a new director of the Company and of Principal Life Insurance Company, effective immediately. There is no arrangement or understanding between Mr. Mills and any other person pursuant to which Mr. Mills was selected as a director. Mr. Mills has no material interest in any prior, existing or proposed transaction or series of transactions with the Company or its management.

Effective with the next regularly scheduled meetings to be held in August, Mr. Mills will serve as a member of the audit and human resources committees of the Board of Directors. Mr. Mills’ 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 7, 2016. Pursuant to the established compensation program for non-employee directors, Mr. Mills will receive a pro-rated grant of Company restricted stock units which will be determined based upon the closing price of Company stock on July 27, 2016, the effective date of the grant.

A press release announcing Mr. Mills’ election is included herewith as Exhibit 99.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

99 Press Release Concerning Election of Scott M. Mills, dated July 27, 2016

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: July 27, 2016