

# 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: **August 18, 2015**  
(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))
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## Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On August 19, 2015, in connection with action taken by the Board of Directors of Principal Financial Group, Inc. (the "Company"), the Company announced the promotion of Daniel J. Houston to the position of president and chief executive officer, effective August 18, 2015. Mr. Houston previously held the position of president and chief operating officer. Larry D. Zimpleman previously served as the Company's chairman and chief executive officer. Mr. Zimpleman will continue to serve as chairman. The text of the announcement is included with this report as Exhibit 99.

Mr. Houston's annual salary will be \$775,000, subject to periodic adjustment in accordance with the Company's regular salary review policy. In addition, Mr. Houston will continue to 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 ("SEC") on April 8, 2015. Mr. Houston's annual incentive award opportunity has been increased from 200% to 350% of his current base salary for target performance. Realized compensation may vary considerably above or below the target award opportunity based upon performance results.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99	Press Release Announcing Houston 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

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Name: Karen E. Shaff

Title: Executive Vice President, General Counsel  
and Secretary

Date: August 19, 2015

Release: On receipt, Wednesday, August 19, 2015  
 Media contact: Erica Jensen, 515-362-0049, [jensen.eric@principal.com](mailto:jensen.eric@principal.com)  
 Investor Relations contact: John Egan, 515-235-9500, [egan.john@principal.com](mailto:egan.john@principal.com)

## The Principal Financial Group Board Names Daniel J. Houston President and CEO

(Des Moines, Iowa) - The Principal Financial Group<sup>®</sup> announced today the Board of Directors, as part of its planned succession process, has elected **Daniel J. Houston** president and chief executive officer effective August 18, 2015. Larry Zimpleman will continue to serve as executive chairman of the board and advise Dan as he takes on his new responsibilities.

“Careful and thoughtful succession planning is an integral part of our business success,” says Zimpleman. “Dan brings 31 years of experience and extensive knowledge of our global businesses and tremendous leadership skills. I could not be more confident about the future of The Principal.”

Houston joined the company in 1984. He was promoted to senior group and pension representative in 1986, and named group and pension consultant in 1988. He was elected an officer and named regional director of group and pension sales in 1990 and promoted to regional vice president in 1993, to vice president in 1997, and to senior vice president in 2000. He was named executive vice president in 2006, president of retirement and investor services in 2008, and chief operating officer in 2014.

“I am very proud to continue the great legacy Larry leaves behind,” says Houston. “I have had the remarkable privilege of learning from him. He not only led our organization through the financial crisis but also helped us evolve from a domestic employee benefits company to a global leader in retirement and investment management. I look forward to leading this organization as we continue to execute our strategy and build on our leadership positions in asset management, retirement and protection.”

### About the Principal Financial Group

The Principal Financial Group (The Principal<sup>®</sup>)<sup>1</sup> is a global investment management leader offering retirement services, insurance solutions and asset management. The Principal offers businesses, individuals and institutional clients a wide range of financial products and services, including retirement, asset management and insurance through its diverse family of financial services companies. Founded in 1879 and a member of the FORTUNE 500<sup>®</sup>, the Principal Financial Group has \$539.9 billion in assets under management<sup>2</sup> and serves some 20.1 million customers worldwide from offices in Asia, Australia,

<sup>1</sup> “The Principal Financial Group” and “The Principal” are registered service marks of Principal Financial Services, Inc., a member of the Principal Financial Group.

<sup>2</sup> As of June 30, 2015.

Europe, Latin America and the United States. Principal Financial Group, Inc. is traded on the New York Stock Exchange under the ticker symbol PFG. For more information, visit [www.principal.com](http://www.principal.com).

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