

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: **November 27, 2017**
(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))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 30, 2017, Principal Financial Group, Inc. (“Principal”) provided written notice to the New York Stock Exchange (“NYSE”) that it intends to voluntarily delist its common stock from the NYSE at the close of trading on December 15, 2017, and intends to transfer the listing of its common stock to the Nasdaq Global Select Market (“Nasdaq”) on the opening of trading on December 18, 2017. Principal has been authorized for listing on Nasdaq, and its common stock will continue to trade under the stock symbol “PFG” on Nasdaq.

Principal’s Board of Directors approved the delisting of the common stock from the NYSE and the listing and trading of the common stock on Nasdaq on November 27, 2017.

A copy of the press release issued by Principal is furnished and not filed as Exhibit 99 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

[99](#) [Principal Financial Group, Inc's press release regarding the transfer of listing to Nasdaq](#)

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/ Deanna D. Strable-Soethout

Name: Deanna D. Strable-Soethout

Title: Executive Vice President and Chief Financial Officer

Date: November 30, 2017

Release: On receipt, November 30, 2017
Media Contact: Erica Jensen, 515-362-0049, jensen.eric@principal.com
Investor Contact: John Egan, 515-235-9500, egan.john@principal.com

Principal joins Nasdaq

(Des Moines, Iowa) - Principal Financial Group® (NYSE: PFG) today announced that it will move its stock exchange listing to the Nasdaq Global Select Market, effective after market close on December 15, 2017. Principal® shares will continue to trade under the existing "PFG" ticker symbol. Principal has been listed on the New York Stock Exchange since going public in October 2001. This change is expected to be seamless for Principal shareholders.

"Our move to Nasdaq is consistent with our evolution as a company, with technology and innovation enhancing our ability to develop new solutions, deliver a better customer experience and put people on the path to financial security," said Dan Houston, chairman, president and CEO of Principal. "Our partnership with Nasdaq also provides a number of benefits including best in class investor relations services, greater brand visibility and marketing power."

"As a company that values ambition and dedication to helping their clients live better lives, Principal embodies the foundation and mission in all Nasdaq-listed companies," said Adena Friedman, Nasdaq President and CEO. "We look forward to working with and supporting Principal as it joins our family of the world's most admired companies."

[About Principal](#)®^[1]

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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^[1] Principal, Principal and symbol design and Principal Financial Group are trademarks and service marks of Principal Financial Services, Inc., a member of the Principal Financial Group.