

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

PRINCIPAL FINANCIAL GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee paid: _____
 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Date Filed: _____
-

Important Notice Regarding the Availability of Proxy Materials for the Principal Financial Group, Inc. Annual Meeting to be Held Virtually via live webcast on Tuesday, May 19, 2020

In view of the impact of COVID-19, and updated Guidance issued by the Staff of the U.S. Securities and Exchange Commission on April 7, 2020 concerning Delays in Printing and Mailing of Full Set of Proxy Materials, Principal Financial Group, Inc. has decided to utilize a “notice-only” mailing to all shareholders. The notice includes information on where to view all meeting materials online, as well as voting instructions.

Inspecting the List of Shareholders – Shareholders may, during the ten days prior to the annual meeting, inspect a list of shareholders entitled to vote at the meeting. This list will be available for inspection at the company’s principal place of business. In order to schedule an appointment to inspect the list, please contact us at (i) investor-relations@principal.com with “Shareholder List” in the subject line or (ii) 1-877-909-1105. You will be asked to provide proof of ownership of the company’s common stock. During the annual meeting, the shareholder list will be available for viewing during the live webcast.
