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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-260964
UNDER
THE SECURITIES ACT OF 1933**

PRINCIPAL FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

42-1520346

(I.R.S. Employer Identification No.)

**711 High Street
Des Moines, Iowa 50392**

(Address of principal executive offices, including zip code)

THE PRINCIPAL SELECT SAVINGS PLAN
(Full title of the plan)

**Christopher Agbe-Davies, Esq.
Vice President, Associate General Counsel and Assistant Secretary
Principal Financial Group, Inc.
711 High Street
Des Moines, Iowa 50392
(515) 878-0909**

(Name, address and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On November 10, 2021, Principal Financial Group, Inc. (the “Company”) filed the original Registration Statement on Form S-8, File No. 333-260964 (“Original S-8”) to register 5,000,000 shares of the Company’s common stock issuable under The Principal Select Savings Plan for Employees (“Employee Plan”) and The Principal Select Savings Plan for Individual Field (“Individual Field Plan”), and an indeterminate number of plan interests pursuant to the Employee Plan and Individual Field Plan.

Effective December 28, 2022, the Individual Field Plan was merged with and into the Employee Plan and individuals previously eligible to participate under the Individual Field Plan became eligible to participate in the Employee Plan, which was renamed The Principal Select Savings Plan.

This Post-Effective Amendment is being filed to reflect the merger of the plans and update the name of the successor plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

[Exhibit Index](#)

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<u>24</u>	<u>Powers of Attorney.</u>

Signatures

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Des Moines, State of Iowa, on November 3, 2023.

PRINCIPAL FINANCIAL GROUP, INC.

By: /s/ Daniel J. Houston

Daniel J. Houston

Chairman, President and Chief Executive Officer

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Administrator of The Principal Select Savings Plan certifies that it has reasonable grounds to believe that it meets all requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Des Moines, State of Iowa, on November 3, 2023.

THE PRINCIPAL SELECT SAVINGS PLAN

By: Principal Life Insurance Company

Benefit Plans Administration Committee

By: /s/ Lisa Coulson

Lisa Coulson

Committee Chair

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Dated: November 3, 2023

Majority of Directors

By _____ *
Daniel J. Houston
Chairman, President, Chief Executive Officer and Director

By _____ *
Scott M. Mills
Director

By /s/ Deanna D. Strable-Soethout
Deanna D. Strable-Soethout
Executive Vice President and Chief Financial Officer

By _____ *
Claudio N. Muruzabal
Director

By _____ *
Jonathan S. Auerbach
Director

By _____ *
Diane C. Nordin
Director

By _____ *
Mary E. Beams
Director

By _____ *
Blair C. Pickerell
Director

By _____ *
Jocelyn Carter-Miller
Director

By _____ *
Clare S. Richer
Director

By _____ *
Roger C. Hochschild
Director

By _____ *
Alfredo Rivera
Director

*Deanna D. Strable-Soethout, by signing her name hereto, does hereby sign this document on behalf of each of the above-named directors of the Registrant pursuant to the powers of attorney duly executed by such persons.

By /s/ Deanna D. Strable-Soethout
Deanna D. Strable-Soethout, Attorney-in-Fact

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Daniel J. Houston, Deanna D. Strable-Soethout and Christopher J. Littlefield, and each of them, with full power to act as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to sign on such person's behalf individually and in each capacity stated below a Registration Statement on Form S-8 for the registration of 5,000,000 shares of Principal Financial Group, Inc. common stock authorized for issuance under The Principal Select Savings Plan for Employees and The Principal Select Savings Plan for Individual Field, pursuant to the Securities Act of 1933, as amended, and any and all amendments and supplements to said Registration Statements, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person could do in person, hereby ratifying and confirming all that such attorneys-in-fact or agents may lawfully do or cause to be done by virtue hereof.

Dated: November 10, 2021

By /s/ Daniel J. Houston
Daniel J. Houston
Chairman, President, Chief Executive Officer and Director

By /s/ Roger C. Hochschild
Roger C. Hochschild
Director

By /s/ Deanna D. Strabel-Soethout
Deanna D. Strable-Soethout
Executive Vice President and Chief Financial Officer

By /s/ Scott M. Mills
Scott M. Mills
Director

By /s/ Jonathan S. Auerbach
Jonathan S. Auerbach
Director

By /s/ Claudio N. Muruzabal
Claudio N. Muruzabal
Director

By /s/ Mary E. Beams
Mary E. Beams
Director

By /s/ Diane C. Nordin
Diane C. Nordin
Director

By /s/ Jocelyn Carter-Miller
Jocelyn Carter-Miller
Director

By /s/ Blair C. Pickerell
Blair C. Pickerell
Director

By /s/ Michael T. Dan
Michael T. Dan
Director

By /s/ Clare S. Richer
Clare S. Richer
Director

By /s/ Sandra L. Helton
Sandra L. Helton
Director

By /s/ Alfredo Rivera
Alfredo Rivera
Director