

PRINCIPAL FINANCIAL GROUP INC  
Form 8-K  
May 13, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

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**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **May 13, 2015**

**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**  
(IRS Employer  
Identification No.)

**711 High Street, Des Moines, Iowa**  
(Address of principal executive offices)

**50392**  
(Zip Code)

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(515) 247-5111

(Registrant's telephone number, including area code)

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(Former name or former address, if changed since last report)

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 7.01 Regulation FD Disclosure.**

On May 13, 2015, Principal Financial Group, Inc. issued a press release announcing that it had issued notices to redeem all outstanding shares of its 5.563% Series A Non-Cumulative Perpetual Preferred Stock (OTC: PFGZP, CUSIP No. 74251V201) ( Series A Preferred Stock ) and all outstanding shares of its 6.518% Series B Non-Cumulative Perpetual Preferred Stock (NYSE: PFG-B, CUSIP No. 74251V300) ( Series B Preferred Stock ). A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

This Current Report on Form 8-K does not constitute a notice of redemption under the certificates of designation governing the Series A Preferred Stock and Series B Preferred Stock.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>                               |
|--------------------|--|
| 99.1               | Press Release of Principal Financial Group, Inc. |

**SIGNATURES**

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 hereunto duly authorized.

**PRINCIPAL FINANCIAL GROUP, INC.**

Date: May 13, 2015

By:

/s/ Terrance J. Lillis

Terrance J. Lillis

Executive Vice President and Chief Financial Officer