

PRINCIPAL FINANCIAL GROUP INC
Form 8-K
May 23, 2016

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: May 17, 2016
(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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SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.07 Submission of Matters to a Vote of Security Holders

Principal Financial Group, Inc.'s (the "Company") annual meeting of shareholders was held on May 17, 2016 (the "2016 Annual Meeting"). The matters that were voted upon at the 2016 Annual Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes as to each such matter, as applicable, are set forth below. Abstentions and broker non-votes were treated as being present at the meeting for the purpose of determining a quorum, but were not counted as votes.

At the 2016 Annual Meeting, the shareholders elected four Class III directors each for a term expiring at the Company's 2019 Annual Meeting⁽¹⁾. In addition, the shareholders approved, on an advisory basis, the compensation paid to the Company's Named Executive Officers as disclosed in the Proxy Statement⁽²⁾. Finally, the shareholders ratified the appointment of Ernst & Young LLP as the Company's independent auditor for 2016⁽³⁾.

(1) Election of Directors

| | VOTES FOR | VOTES AGAINST | ABSTAINED | BROKER NON-VOTES |
|--------------------|-------------|---------------|-----------|---------------------|
| Michael T. Dan | 182,483,500 | 6,691,370 | 477,729 | 20,142,999 |
| C. Daniel Gelatt | 174,631,001 | 14,529,534 | 492,064 | 20,142,999 |
| Sandra L. Helton | 180,032,118 | 9,124,124 | 496,357 | 20,142,999 |
| Blair C. Pickerell | 181,042,546 | 8,088,961 | 521,092 | 20,142,999 |

The directors whose terms of office continued and the years their terms expire are as follows:

Class I Directors Continuing in Office Whose Term Expires in 2017

Betsy J. Bernard

Jocelyn Carter-Miller

Dennis H. Ferro

Class II Directors Continuing in Office Whose Term Expires in 2018

Roger C. Hochschild

Daniel J. Houston

Elizabeth E. Tallett

The voting results were as follows:

| | Votes For | Votes Against | Abstained | Broker Non-Votes |
|---|-------------|---------------|-----------|---------------------|
| (2) Advisory Vote on Executive Compensation | 179,220,072 | 9,595,684 | 836,843 | 20,142,999 |
| (3) Ratification of Independent Auditors | 207,194,910 | 2,182,357 | 418,331 | 0 |

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

Name: Karen E. Shaff

Title: Executive Vice President, General Counsel and Secretary

Date: May 23, 2016