**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: **April 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 | (Commission file number) | (I.R.S. Employer |
| of incorporation) |  | 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 2.02. Results of Operations and Financial Condition**

On April 27, 2017, Principal Financial Group, Inc. publicly announced information regarding its results of operations and financial condition for the quarter ended March 31, 2017. The text of the announcement is included herewith as Exhibit 99.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No.**

**Description**

99

First Quarter 2017 Earnings Release

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: April 27, 2017

**EXHIBIT 99**

Release: On receipt, April 27, 2017

Media Contact: Erica Jensen, 515-362-0049, jensen.erica@principal.com

Investor Contact: John Egan, 515-235-9500, egan.john@principal.com

**Principal® Announces First Quarter 2017 Results**

**Company Also Announces Increase to Common Stock Dividend**



*Company Highlights*

* **First quarter 2017 net income available to common stockholders of $348.9 million, or $1.19 per diluted share**
* **First quarter 2017 operating earnings1 of $370.5 million, or $1.27 per diluted share**
* **Record assets under management (AUM) of $619.7 billion, up 13 percent on a trailing twelve month basis, reflecting $19.8 billion in net cash flows and strong investment performance**
* **Company declares second quarter 2017 common stock dividend of $0.46 per share; an 18 percent increase over the second quarter 2016 common stock dividend**

(Des Moines, Iowa) - Principal Financial Group**®** (NYSE: PFG) today announced results for first quarter 2017.

* **Net income available to common stockholders for first quarter 2017 of $348.9 million**, compared to $368.0 millionfor first quarter 2016. Net income per diluted share of $1.19 for first quarter 2017 was down 5 percent, compared to $1.25 in prior year quarter, which had favorable derivative marks driven by interest rate volatility.
* **Operating earnings increased 29 percent to $370.5 million for first quarter 2017,** compared to $286.3 million for firstquarter 2016. Operating earnings per diluted share (EPS) of $1.27 for first quarter 2017 was up 31 percent, compared to $0.97 for first quarter 2016.
* **Quarterly common stock dividend** of $0.46 per share for second quarter 2017 was authorized by the company’s Boardof Directors, bringing the trailing twelve month dividend to $1.75 per share, a 14 percent increase compared to the prior year trailing twelve month period. The dividend will be payable on June 30, 2017, to shareholders of record as of June 5, 2017.

“First quarter was a good start to the year for Principal, as we continued to deliver solid results and build additional momentum. We grew AUM by $28 billion over the three month period and by $72 billion over the trailing twelve months, reaching a record $620 billion at quarter end,” said Dan Houston, chairman, president and CEO. “This strong growth reflects competitive long-term investment performance; and ongoing investments to enhance our solution set, expand our distribution reach, improve the customer experience, and deliver better outcomes for clients overall.”

“Strong execution across all of our businesses -- Fee, Spread, and Risk -- coupled with improving macroeconomic conditions and opportunistic share repurchase, helped drive a 31 percent increase in EPS compared to the year ago quarter,” added Deanna Strable, chief financial officer. “We continue to benefit from our global, diversified and integrated model - by business, geography and asset class - and view this as a differentiator. Our model allows us to generate and deploy capital in multiple ways that create long-term value for our shareholders and advance our leadership in retirement, asset management and protection.”

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* Use of non-GAAP financial measures is discussed in this release after segment results. Operating Earnings for total company is after tax.

**Other first quarter highlights**

* Strong Morningstar investment performance, with 80 percent of Principal’s investment options2 above median on a three-year basis and 89 percent above median on a five-year basis.
* Retirement and Income Solutions - Fee sales of $3.8 billion and net cash flows of $2.2 billion helped drive end of period account values to $203.8 billion.
* Retirement and Income Solutions - Spread had sales of $2.1 billion driving account values to $38.5 billion.
* Principal Global Investors achieved record AUM of $403.0 billion and operating revenues less pass-through commissions3 increased 14 percent from the year ago quarter.
* Principal International (PI) generated net cash flows of $1.3 billion and achieved record AUM of $147.3 billion, both increased 18 percent over the year ago quarter on a constant currency basis4. Additionally, PI had record quarterly pre-tax operating earnings in Brazil, China, and Hong Kong.
* Specialty Benefits premium and fees5 increased 8 percent compared to the year ago quarter, driven by strong sales and retention.
* Individual Life Insurance premium and fees increased 6 percent over the year ago quarter.
* Continued strong capital position with a 2017 capital deployment target of $800 million to $1.1 billion. Deployed $248 million of capital in first quarter 2017, including:
  + $130 million of common stock dividends with the $0.45 per share dividend paid in the first quarter; and
  + $118 million to repurchase 1.9 million shares of common stock.

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* Represents the percentage of Principal mutual funds, separate accounts and collective investment trusts (CITs) in the top two Morningstar quartiles.
* The company has provided reconciliations of the non-GAAP measures to the most directly comparable U.S. GAAP measure at the end of the release. The company has determined this measure is more representative of underlying operating revenues growth for PGI as it removes commissions that are collected through fee revenue and passed through expenses with no impact to pre-tax operating earnings.

4 Constant currency basis = prior period results translated using foreign exchange rates from the current period.

* Premium and fees = premiums and other considerations plus fees and other revenues.

**Segment Results**

**Retirement and Income Solutions - Fee**



|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| *(in millions except percentages or otherwise noted)* |  | ***Quarter*** |  | ***Trailing Twelve Months*** | | |  |  |
| **1Q17** | **1Q16** | % Change | **1Q17** | **1Q16** | % Change |  |  |
|  |  |  |
| Pre-tax operating earnings6 | $144.7 | $114.0 | 27% | $524.1 | $465.7 | 13% |  |  |
| Net revenue7 | $403.5 | $363.7 | 11% | $1,550.9 | $1,546.7 | 0% |  |  |
| Pre-tax return on net revenue8 | 35.9% | 31.3% |  | 33.8% | 30.1% |  |  |  |

* **Pre-tax operating earnings** increased $30.7 million driven by an increase in net revenue.
* **Net revenue** increased $39.8 million primarily due to higher fees driven by higher account values, and higher variableinvestment income9.

**Retirement and Income Solutions - Spread**



|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| *(in millions except percentages or otherwise noted)* |  | ***Quarter*** |  | ***Trailing Twelve Months*** | | |  |
| **1Q17** | **1Q16** | % Change | **1Q17** | **1Q16** | % Change |  |
|  |  |
| Pre-tax operating earnings | $99.5 | $67.4 | 48% | $333.2 | $252.9 | 32% |  |
| Net revenue | $143.9 | $114.7 | 25% | $520.7 | $445.6 | 17% |  |
| Pre-tax return on net revenue | 69.1% | 58.8% |  | 64.0% | 56.8% |  |  |

* **Pre-tax operating earnings** increased $32.1 million due to an increase in net revenue and a slight decline in expenses.
* **Net revenue** increased $29.2 million due to strong growth in the business as well as higher variable investment incomeand mortality gains.

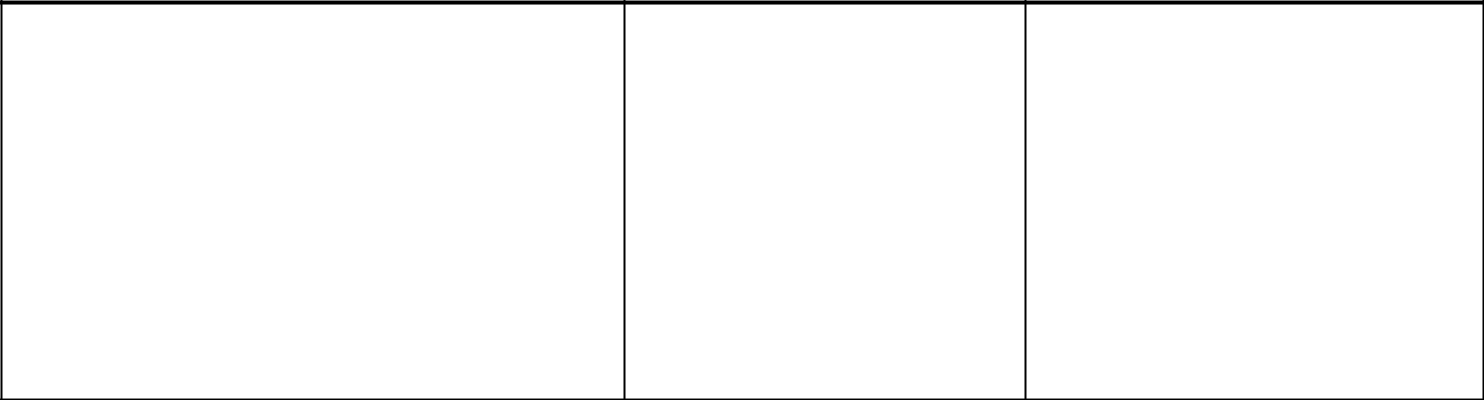
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* Pre-tax operating earnings = operating earnings before income taxes and after noncontrolling interest.
* Net revenue = operating revenues less benefits, claims and settlement expenses less dividends to policyholders.

8 Pre-tax return on net revenue = pre-tax operating earnings divided by net revenue.

9 Variable investment income includes certain types of investment returns such as prepayment fees and income (loss) from certain elements of our alternative asset classes, including results of value-add real estate sales activity.

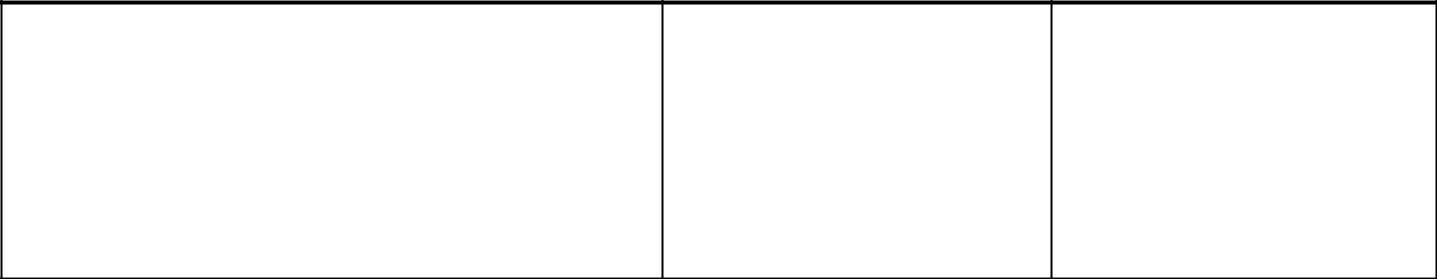
**Principal Global Investors**



|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| *(in millions except percentages or otherwise noted)* |  | ***Quarter*** |  | ***Trailing Twelve Months*** | | |  |  |
| **1Q17** | **1Q16** | % Change | **1Q17** | **1Q16** | % Change |  |  |
|  |  |  |
| Pre-tax operating earnings | $100.0 | $79.7 | 25% | $464.1 | $375.6 | 24% |  |  |
| Operating revenues less pass- | $306.3 | $269.7 | 14% | $1,260.7 | $1,147.3 | 10% |  |  |
| through commissions |  |  |
|  |  |  |  |  |  |  |  |
| Pre-tax return on operating revenues | 33.1% | 30.0% |  | 37.3% | 33.1% |  |  |  |
| less pass-through commissions10 |  |  |  |  |
| Total PGI assets under management | $403.0 | $368.3 | 9% |  |  |  |  |  |
| *(billions)* |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| Institutional assets under management*(billions)* | $133.4 | $122.7 | 9% |  |  |  |  |  |

* **Pre-tax operating earnings** increased $20.3 million driven by an increase in operating revenues less pass-throughcommissions and improved margins.
* **Operating revenues less pass-through commissions** increased $36.6 million primarily due to growth in managementfees.

**Principal International**



|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| *(in millions except percentages or otherwise noted)* |  | ***Quarter*** |  | ***Trailing Twelve Months*** | | |  |
| **1Q17** | **1Q16** | % Change | **1Q17** | **1Q16** | % Change |  |
|  |  |
| Pre-tax operating earnings | $100.9 | $68.0 | 48% | $321.0 | $258.5 | 24% |  |
| Combined11 net revenue (at PFG share) | $227.7 | $184.7 | 23% | $834.7 | $761.2 | 10% |  |
| Combined pre-tax return on net revenue (at PFG | 44.3% | 36.8% |  | 38.5% | 34.0% |  |  |
| share) |  |  |  |  |  |  |  |
| Assets under management | $147.3 | $121.0 | 22% |  |  |  |  |

* **Pre-tax operating earnings** increased $32.9 million. Adjusting for higher than expected encaje returns, PrincipalInternational continues to generate mid-teens growth on a constant currency basis.
* **Combined net revenue (at PFG share)** increased $43.0 million driven by growth in AUM and higher than expected encajereturns.

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1. Pre-tax return on operating revenues less pass-through commissions = pre-tax operating earnings, adjusted for noncontrolling interest divided by operating revenues less pass-through commissions.
2. Combined basis = all Principal International companies at 100 percent. The company has provided reconciliations of the non-GAAP measures to the most directly comparable U.S. GAAP measure at the end of the release. The company has determined combined net revenue (at PFG share) is more representative of underlying net revenue growth for Principal International as it reflects our proportionate share of consolidated and equity method subsidiaries. In addition, using this net revenue metric provides a more meaningful representation of our profit margins.

**Specialty Benefits Insurance**



|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| *(in millions except percentages or otherwise noted)* |  | ***Quarter*** |  | ***Trailing Twelve Months*** | | |  |
| **1Q17** | **1Q16** | % Change | **1Q17** | **1Q16** | % Change |  |
|  |  |
| Pre-tax operating earnings | $45.5 | $38.6 | 18% | $257.8 | $212.2 | 21% |  |
| Premium and fees | $487.6 | $449.7 | 8% | $1,900.2 | $1,746.7 | 9% |  |
| Pre-tax return on premium and fees12 | 9.3% | 8.6% |  | 13.6% | 12.1% |  |  |
| Incurred loss ratio | 66.5% | 66.4% |  | 63.6% | 63.4% |  |  |

* **Pre-tax operating earnings** increased $6.9 million primarily due to growth in the business and the benefits of scale. In thequarter, higher variable investment income was offset by an assessment associated with the Penn Treaty liquidation.
* **Premium and fees** increased $37.9 million reflecting strong sales and retention.
* **Incurred loss ratio** was within our expected range.

**Individual Life Insurance**



|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| *(in millions except percentages or otherwise noted)* |  | ***Quarter*** |  | ***Trailing Twelve Months*** | | |  |  |
| **1Q17** | **1Q16** | % Change | **1Q17** | **1Q16** | % Change |  |  |
|  |  |  |
| Pre-tax operating earnings | $40.7 | $41.9 | (3)% | $109.1 | $215.9 | (49)% |  |  |
| Premium and fees | $270.0 | $255.2 | 6% | $1,010.9 | $973.5 | 4% |  |  |
| Pre-tax return on premium and fees | 15.1% | 16.4% |  | 10.8% | 22.2% |  |  |  |

* **Pre-tax operating earnings** decreased $1.2 million primarily reflecting more favorable claims experience in 1Q16.
* **Premium and fees** increased $14.8 million reflecting strong sales growth.

**Corporate**



|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| *(in millions except percentages or otherwise noted)* | |  | ***Quarter*** |  | ***Trailing Twelve Months*** | | |  |  |
| **1Q17** | **1Q16** | % Change | **1Q17** | **1Q16** | % Change |  |  |
|  |  |  |  |
| Pre-tax operating losses | | $(58.5) | $(53.3) | (10)% | $(224.1) | $(208.3) | (8)% |  |  |

* **Pre-tax operating losses** increased $5.2 million reflecting higher corporate expenses.

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1. Pre-tax return on premium and fees = pre-tax operating earnings divided by premium and fees.

**Forward looking and cautionary statements**

Certain statements made by the company which are not historical facts may be considered forward-looking statements, including, without limitation, statements as to operating earnings, net income available to common stockholders, net cash flows, realized and unrealized gains and losses, capital and liquidity positions, sales and earnings trends, and management’s beliefs, expectations, goals and opinions. The company does not undertake to update these statements, which are based on a number of assumptions concerning future conditions that may ultimately prove to be inaccurate. Future events and their effects on the company may not be those anticipated, and actual results may differ materially from the results anticipated in these forward-looking statements. The risks, uncertainties and factors that could cause or contribute to such material differences are discussed in the company’s annual report on Form 10-K for the year ended Dec. 31, 2016, filed by the company with the U.S. Securities and Exchange Commission, as updated or supplemented from time to time in subsequent filings. These risks and uncertainties include, without limitation: adverse capital and credit market conditions may significantly affect the company’s ability to meet liquidity needs, access to capital and cost of capital; conditions in the global capital markets and the economy generally; volatility or declines in the equity, bond or real estate markets; changes in interest rates or credit spreads or a sustained low interest rate environment; the company’s investment portfolio is subject to several risks that may diminish the value of its invested assets and the investment returns credited to customers; the company’s valuation of investments and the determination of the amount of allowances and impairments taken on such investments may include methodologies, estimations and assumptions that are subject to differing interpretations; any impairments of or valuation allowances against the company’s deferred tax assets; the company’s actual experience could differ significantly from its pricing and reserving assumptions; the pattern of amortizing the company’s DAC and other actuarial balances on its universal life-type insurance contracts, participating life insurance policies and certain investment contracts may change; the company may not be able to protect its intellectual property and may be subject to infringement claims; the company’s ability to pay stockholder dividends and meet its obligations may be constrained by the limitations on dividends or distributions Iowa insurance laws impose on Principal Life; changes in laws, regulations or accounting standards; results of litigation and regulatory investigations; from time to time the company may become subject to tax audits, tax litigation or similar proceedings, and as a result it may owe additional taxes, interest and penalties in amounts that may be material; applicable laws and the company’s certificate of incorporation and by-laws may discourage takeovers and business combinations that some stockholders might consider in their best interests; competition from companies that may have greater financial resources, broader arrays of products, higher ratings and stronger financial performance; a downgrade in the company’s financial strength or credit ratings; changes in investor preferences; inability to attract and retain qualified employees and sales representatives and develop new distribution sources; international business risks; fluctuations in foreign currency exchange rates; the company may need to fund deficiencies in its “Closed Block” assets that support participating ordinary life insurance policies that had a dividend scale in force at the time of Principal Life’s 1998 conversion into a stock life insurance company; the company’s reinsurers could default on their obligations or increase their rates; risks arising from acquisitions of businesses; and a computer system failure or security breach could disrupt the company’s business and damage its reputation.

**Use of Non-GAAP financial measures**

The company uses a number of non-GAAP financial measures that management believes are useful to investors because they illustrate the performance of normal, ongoing operations, which is important in understanding and evaluating the company’s financial condition and results of operations. They are not, however, a substitute for U.S. GAAP financial measures. Therefore, the company has provided reconciliations of the non-GAAP measures to the most directly comparable U.S. GAAP measure at the end of the release. The company adjusts U.S. GAAP measures for items not directly related to ongoing operations. However, it is possible these adjusting items have occurred in the past and could recur in

future reporting periods. Management also uses non-GAAP measures for goal setting, as a basis for determining employee and senior management awards and compensation, and evaluating performance on a basis comparable to that used by investors and securities analysts.

**Earnings conference call**

On Friday, Apr. 28, 2017, at 10:00 a.m. (ET), Chairman, President and Chief Executive Officer Dan Houston and Executive Vice President and Chief Financial Officer Deanna Strable will lead a discussion of results and the impacts on future prospects, asset quality and capital adequacy during a live conference call, which can be accessed as follows:

* Via live Internet webcast. Please go to principal.com/investor at least 10-15 minutes prior to the start of the call to register, and to download and install any necessary audio software.
* Via telephone by dialing 866-427-0175 (U.S. and Canadian callers) or 706-643-7701 (international callers) approximately 10 minutes prior to the start of the call. The access code is 92541151.
* Replay of the earnings call via telephone is available by dialing 855-859-2056 (U.S. and Canadian callers) or 404-537-3406 (international callers). The access code is 92541151. This replay will be available approximately two hours after the completion of the live earnings call through the end of day May 5, 2017.
* Replay of the earnings call via webcast as well as a transcript of the call will be available after the call at: principal.com/investor.

The company’s financial supplement is currently available at principal.com/investor, and may be referred to during the call. Other slides that will be referenced during the call will be available at principal.com/investor approximately one-half hour prior to call start time.

**About Principal®13**

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.

***Summary of Principal Financial Group, Inc. and Segment Results***

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  | ***(in millions)*** | | |  |  |  |
|  |  | *Three Months Ended,* | | |  | *Trailing Twelve Months,* | | |  |
| ***Principal Financial Group, Inc. Results:*** |  | 3/31/17 |  | 3/31/16 |  | 3/31/17 |  | 3/31/16 |  |
| ***Net income available to common stockholders*** | **$** | **348.9** | **$** | **368.0** | **$** | **1,297.4** | **$** | **1,163.1** |  |
| *Net realized capital (gains) losses, as adjusted* |  | 21.6 |  | (81.7) |  | 65.9 |  | 65.2 |  |
| *Other after-tax adjustments* |  | 0.0 |  | 0.0 |  | 52.0 |  | 2.1 |  |
| ***Operating Earnings\**** | **$** | **370.5** | **$** | **286.3** | **$** | **1,415.3** | **$** | **1,230.4** |  |
| *Income taxes* |  | 102.3 |  | 70.0 |  | 369.9 |  | 325.6 |  |
| *Preferred stock dividends* |  | 0.0 |  | 0.0 |  | 0.0 |  | 8.3 |  |
| *Excess of redemption value over carrying value of preferred shares* |  | 0.0 |  | 0.0 |  | 0.0 |  | 8.2 |  |
| *redeemed* |  |  |  |  |  |
| ***Pre-Tax Operating Earnings*** | **$** | **472.8** | **$** | **356.3** | **$** | **1,785.2** | **$** | **1,572.5** |  |
|  |  |  |  |  |  |  |  |  |  |
| ***Segment Pre-Tax Operating Earnings (Losses):*** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |
| *Retirement and Income Solutions* | $ | 244.2 | $ | 181.4 | $ | 857.3 | $ | 718.6 |  |
| *Principal Global Investors* |  | 100.0 |  | 79.7 |  | 464.1 |  | 375.6 |  |
| *Principal International* |  | 100.9 |  | 68.0 |  | 321.0 |  | 258.5 |  |
| *U.S. Insurance Solutions* |  | 86.2 |  | 80.5 |  | 366.9 |  | 428.1 |  |
| *Corporate* |  | (58.5) |  | (53.3) |  | (224.1) |  | (208.3) |  |
| ***Pre-Tax Operating Earnings*** | **$** | **472.8** | **$** | **356.3** | **$** | **1,785.2** | **$** | **1,572.5** |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  | **Per Diluted Share** | | |  |  |  |  |  |
|  |  | *Three Months Ended,* | | |  |  |  |  |  |
|  |  | 3/31/17 |  | 3/31/16 |  |  |  |  |  |
| ***Net income*** | **$** | **1.19** | **$** | **1.25** |  |  |  |  |  |
| *Net realized capital (gains) losses, as adjusted* |  | 0.08 |  | (0.28) |  |  |  |  |  |
| ***Operating Earnings*** | **$** | **1.27** | **$** | **0.97** |  |  |  |  |  |
| ***Weighted-average diluted common shares outstanding*** |  | **292.4** |  | **294.3** |  |  |  |  |  |

**\*U.S. GAAP (GAAP) net income available to common stockholders versus operating earnings**

Management uses operating earnings, which is a non-GAAP financial measure that excludes the effect of net realized capital gains and losses, as adjusted, and other after-tax adjustments the company believes are not indicative of overall operating trends, for goal setting, as a basis for determining employee and senior management awards and compensation, and evaluating performance on a basis comparable to that used by investors and securities analysts. Note: it is possible these adjusting items have occurred in the past and could recur in future reporting periods. While these items may be significant components in understanding and assessing our consolidated financial performance, management believes the presentation of operating earnings enhances the understanding of results of operations by highlighting earnings attributable to the normal, ongoing operations of the company’s businesses.

***Selected Balance Sheet Statistics***

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | **Period Ended,** | | |
|  |  | **3/31/17** |  | **12/31/16** |
| Total assets (in billions) | $ | 235.5 | $ | 228.0 |
| Stockholders' equity (in millions) | $ | 10,684.9 | $ | 10,293.8 |
| Total common equity (in millions) | $ | 10,616.1 | $ | 10,227.3 |
| Total common equity excluding accumulated other comprehensive income (AOCI) |  |  |  |  |
| other than foreign currency translation adjustment (in millions) | $ | 10,040.8 | $ | 9,808.7 |
| End of period common shares outstanding (in millions) |  | 288.1 |  | 287.7 |
| Book value per common share | $ | 36.85 | $ | 35.55 |
| Book value per common share excluding AOCI other than foreign currency translation |  |  |  |  |
| adjustment | $ | 34.85 | $ | 34.09 |
| **Principal Financial Group, Inc.** |  |  |  |  |
| **Reconciliation of U.S. GAAP to Non-GAAP Financial Measures** |  |  |  |  |
| **(in millions, except as indicated)** |  |  |  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  | **Period Ended** | | |  |
|  |  | **3/31/17** |  | **12/31/16** |  |
| **Stockholders’ Equity, Excluding AOCI Other Than Foreign Currency Translation** |  |  |  |  |  |
| **Adjustment, Available to Common Stockholders:** |  |  |  |  |  |
| Stockholders’ equity | $ | 10,684.9 | $ | 10,293.8 |  |
| Noncontrolling interest |  | (68.8) |  | (66.5) |  |
| Stockholders’ equity available to common stockholders |  | 10,616.1 |  | 10,227.3 |  |
| Net unrealized capital (gains) losses |  | (979.4) |  | (827.0) |  |
| Net unrecognized postretirement benefit obligation |  | 404.1 |  | 408.4 |  |
| Stockholders' equity, excluding AOCI other than foreign currency translation adjustment, available to common | $ | 10,040.8 | $ | 9,808.7 |  |
| stockholders |  |
|  |  |  |  |  |  |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Book Value Per Common Share, Excluding AOCI Other Than Foreign Currency Translation Adjustment:** |  |  |  |  |
| Book value per common share | $ | 36.85 | $ | 35.55 |
| Net unrealized capital (gains) losses |  | (3.40) |  | (2.88) |
| Net unrecognized postretirement benefit obligation |  | 1.40 |  | 1.42 |
| Book value per common share, excluding AOCI other than foreign currency translation adjustment | $ | 34.85 | $ | 34.09 |
|  |  |  |  |  |

**Principal Financial Group, Inc.**

**Reconciliation of U.S. GAAP to Non-GAAP Financial Measures**

**(in millions)**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Three Months Ended,** | | |  | **Trailing Twelve Months,** | | |  |
|  |  | **3/31/17** |  | **3/31/16** |  | **3/31/17** |  | **3/31/16** |  |
| **Income Taxes:** |  |  |  |  |  |  |  |  |  |
| Total GAAP income taxes | $ | 60.4 | $ | 70.6 | $ | 219.7 | $ | 219.2 |  |
| Net realized capital gains (losses) tax adjustments |  | 19.4 |  | (14.8) |  | 40.8 |  | 48.4 |  |
| Tax benefit related to other after-tax adjustments |  | — |  | — |  | 34.4 |  | 2.9 |  |
| Income taxes related to equity method investments and |  |  |  |  |  |  |  |  |  |
| noncontrolling interest |  | 22.5 |  | 14.2 |  | 75.0 |  | 55.1 |  |
| Income taxes | $ | 102.3 | $ | 70.0 | $ | 369.9 | $ | 325.6 |  |
| **Net Realized Capital Gains (Losses):** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| GAAP net realized capital gains (losses) | $ | (16.6) | $ | 136.6 | $ | 17.9 | $ | 19.3 |  |
| Recognition of front-end fee revenues |  | (0.2) |  | 0.3 |  | (0.3) |  | — |  |
| Market value adjustments to fee revenues |  | — |  | (0.7) |  | (1.8) |  | (0.7) |  |
| Net realized capital gains related to equity method |  |  |  |  |  |  |  |  |  |
| investments |  | 0.6 |  | 0.3 |  | 0.4 |  | 0.3 |  |
| Derivative and hedging-related adjustments |  | (17.6) |  | (24.3) |  | (87.4) |  | (116.3) |  |
| Sponsored investment fund adjustments |  | 1.2 |  | 1.4 |  | 5.9 |  | 2.7 |  |
| Amortization of DAC |  | 7.0 |  | (39.3) |  | (19.9) |  | (38.8) |  |
| Capital gains distributed - operating expenses |  | (6.1) |  | 26.5 |  | (28.9) |  | 32.4 |  |
| Amortization of other actuarial balances |  | 2.1 |  | (7.0) |  | (2.1) |  | (5.5) |  |
| Market value adjustments of embedded derivatives |  | 1.8 |  | 2.4 |  | 49.4 |  | 3.1 |  |
| Capital gains distributed - cost of interest credited |  | (11.0) |  | 0.6 |  | (22.5) |  | (3.9) |  |
| Net realized capital gains (losses) tax adjustments |  | 19.4 |  | (14.8) |  | 40.8 |  | 48.4 |  |
| Net realized capital gains (losses) attributable to |  |  |  |  |  |  |  |  |  |
| noncontrolling interest, after-tax |  | (2.2) |  | (0.3) |  | (17.4) |  | (6.3) |  |
| Net realized capital losses associated with exited group |  |  |  |  |  |  |  |  |  |
| medical insurance business, after-tax |  | — |  | — |  | — |  | 0.1 |  |
| Total net realized capital gains (losses) after-tax |  |  |  |  |  |  |  |  |  |
| adjustments |  | (5.0) |  | (54.9) |  | (83.8) |  | (84.5) |  |
|  |  |  |  |  |  |  |  |  |  |
| Net realized capital gains (losses), as adjusted | $ | (21.6) | $ | 81.7 | $ | (65.9) | $ | (65.2) |  |
| **Other After-Tax Adjustments:** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| Exited group medical insurance business: |  |  |  |  |  |  |  |  |  |
| Pre-tax | $ | — | $ | — | $ | — | $ | (3.2) |  |
| Tax |  | — |  | — |  | — |  | 1.1 |  |
| Impact of a tax court ruling and related indemnification: |  |  |  |  |  |  |  |  |  |
| Pre-tax |  | — |  | — |  | — |  | (1.8) |  |
| Tax |  | — |  | — |  | — |  | 1.8 |  |
| Early extinguishment of debt: |  |  |  |  |  |  |  |  |  |
| Pre-tax |  | — |  | — |  | (86.4) |  | — |  |
| Tax |  | — |  | — |  | 34.4 |  | — |  |
| Total other after-tax adjustments | $ | — | $ | — | $ | (52.0) | $ | (2.1) |  |
|  |  |  |  |  |  |  |  |  |  |

**Principal Financial Group, Inc.**

**Reconciliation of U.S. GAAP to Non-GAAP Financial Measures**

**(in millions)**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Three Months Ended,** | | |  | **Trailing Twelve Months,** | | |  |
|  |  | **3/31/17** |  | **3/31/16** |  | **3/31/17** |  | **3/31/16** |  |
| **Principal Global Investors Operating Revenues Less** |  |  |  |  |  |  |  |  |  |
| **Pass-Through Commissions:** |  |  |  |  |  |  |  |  |  |
| Operating revenues | $ | 345.9 | $ | 309.5 | $ | 1,423.5 | $ | 1,324.1 |  |
| Commission expense |  | (39.6) |  | (39.8) |  | (162.8) |  | (176.8) |  |
| Operating revenues less pass-through commissions | $ | 306.3 | $ | 269.7 | $ | 1,260.7 | $ | 1,147.3 |  |
| **Principal International Combined Net Revenue (at PFG** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| **Share)** |  |  |  |  |  |  |  |  |  |
| Pre-tax operating earnings | $ | 100.9 | $ | 68.0 | $ | 321.0 | $ | 258.5 |  |
| Combined operating expenses (at PFG share) |  | 126.8 |  | 116.7 |  | 513.7 |  | 502.7 |  |
| Combined net revenue (at PFG share) | $ | 227.7 | $ | 184.7 | $ | 834.7 | $ | 761.2 |  |
|  |  |  |  |  |  |  |  |  |  |