

Janus Henderson Group – SEC Form 8-K

18 November 2021 (London)

A copy of the United States Securities and Exchange Commission ('SEC') Form 8-K filing in relation to the Chief Executive Officer's retirement is included below.

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Authorised by:

Michelle Rosenberg, Company Secretary

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About Janus Henderson

Janus Henderson Group is a leading global active asset manager dedicated to helping investors achieve long-term financial goals through a broad range of investment solutions, including equities, fixed income, quantitative equities, multi-asset and alternative asset class strategies.

At 30 September 2021, Janus Henderson had approximately US\$419 billion in assets under management, more than 2,000 employees, and offices in 25 cities worldwide. Headquartered in London, the company is listed on the New York Stock Exchange (NYSE) and the Australian Securities Exchange (ASX).

**UNITED STATES
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 (Date of earliest event reported): **November 18, 2021**



JANUS HENDERSON GROUP PLC
(Exact name of registrant as specified in its charter)

Jersey, Channel Islands
(State or other jurisdiction of
incorporation)

001-38103
(Commission File Number)

98-1376360
(IRS Employer
Identification No.)

201 Bishopsgate
London, United Kingdom
(Address of principal executive offices)

EC2M3AE
(Zip Code)

+44 (0) 20 7818 1818
(Registrant's telephone number, including area code)

N/A
(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 (see General Instruction A.2. below):

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.50 Per Share Par Value	JHG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

ITEM 5.02 OTHER EVENTS.

On November 18, 2021, Richard M. Weil, Chief Executive Officer of Janus Henderson Group plc (“Janus Henderson”), notified Janus Henderson of his intention to retire as Chief Executive Officer and a member of the Board of Janus Henderson, effective as of March 31, 2022 (the “Transition Date”).

In connection with his retirement, Janus Capital Management LLC (the “Company”), a wholly-owned subsidiary of Janus Henderson, has entered into a Settlement Agreement with Mr. Weil which provides that, from the period commencing on the Transition Date and ending on June 30, 2022 (the “Separation Date”), Mr. Weil will remain an employee of the Company and serve as non-executive special advisor to the Company and its affiliates assisting in the transition of the chief executive officer duties. During this period, Mr. Weil will continue to receive his base salary and be eligible for employee benefits as well as a pro-rata bonus for the portion of the 2022 calendar year preceding the Transition Date.

As of the Separation Date, and subject to the execution of a release of claims, Mr. Weil will be entitled to receive retirement benefits in accordance with the previously disclosed terms of the Company's compensation and benefit plans, including continued vesting of any restricted stock units and fund unit awards held by Mr. Weil under the Janus Henderson variable compensation program; provided that the Board has determined that Mr. Weil is also entitled to continued vesting of his performance-based share unit awards under the existing terms of such awards applicable to terminations other than for cause.

The Settlement Agreement includes covenants not to solicit, not to disparage, to maintain confidentiality and to cooperate with the Company and its affiliates.

The foregoing description of the Settlement Agreement is a summary of material terms only and is qualified in its entirety by the full text of the agreement, which will be filed as an exhibit to our Form 10-K.

A copy of the press release announcing Mr. Weil's retirement is included as an exhibit to this report.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Exhibit
99.1	Janus Henderson Group plc press release dated November 18, 2021 announcing Richard Weil's retirement.
104	Cover Page Interactive Data File - The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

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.

JANUS HENDERSON GROUP PLC

By: /s/ Roger Thompson

Name: Roger Thompson

Title: Chief Financial Officer

Date: November 18, 2021



Janus Henderson Group Announces CEO Retirement

Dick Weil to Retire After 12 Years as CEO; Effective 31 March 2022

Board of Directors Commences Search for Successor

LONDON, 18 November 2021 – Janus Henderson Group plc (NYSE/ASX: JHG) (“JHG” or the “Company”) today announced that Dick Weil intends to retire as Chief Executive Officer and as a member of the Company’s Board of Directors, effective 31 March 2022. The Board has initiated an internal and external search process with the assistance of a leading executive search firm to identify a successor to lead Janus Henderson through its next phase of growth. To ensure a seamless transition, Mr. Weil will remain in his role until March 2022 and assist Janus Henderson with an orderly transfer of responsibilities, serving as an adviser to the Company through 30 June 2022.

Richard Gillingwater, Chairman of the Board of Directors stated, *“On behalf of the Board of Directors, I want to thank Dick for his outstanding service to Janus Henderson over a 12-year career. As the leader of Janus Capital Group, Dick successfully executed the merger integration that has resulted in the Janus Henderson that we know today. Under his vision and stewardship, the Company has transformed into one of the world’s leading active asset managers with steadfast investment principles and an unmatched commitment to serving clients. Dick has instilled a unified culture of excellence throughout Janus Henderson and, as a result, we have built a strong global franchise well positioned for continued growth.”*

Dick Weil, said, *“It has been a true privilege to lead Janus Henderson, and I am incredibly proud of all that our team has achieved over my 12 years with the Company. Together with my colleagues, we have built a strong operational and financial foundation, extended our product offering, created significant value for our clients and our shareholders alike, and successfully positioned the Company for future growth. With the Company operating from a position of strength, I believe that now is the right time to begin the search for a new CEO who will continue the journey of growth that the firm is on. While the search process for my successor is underway, I remain committed to working alongside the Board and executive team to further our strategy and, to ultimately ensuring a seamless transition. In announcing my retirement, I do so with full confidence in my colleagues and their ceaseless dedication to delivering excellence.”*

Mr. Gillingwater continued, *“We wish Dick the very best on his well-deserved retirement and we look forward to working with him as we transition to the Company’s next CEO. The Board’s focus is on ensuring we identify a leader who can build on our success to date, and who has the relevant skills and expertise to enable us to realise our growth opportunities, expand into new markets and products and continue to drive value for our clients and shareholders.”*

Mr. Weil was instrumental in executing the transformational merger of Janus Capital Group Inc. and Henderson Group plc. to form Janus Henderson Group plc. During his tenure as CEO, Mr. Weil successfully established Janus Henderson as a global asset manager. He prioritised hiring top talent and reinvented, strengthened, and modernized Janus Henderson’s products and business model, all with the purpose of delivering results for clients and long-term profit for shareholders. He implemented a company culture that has always put the client first, which values diversity and inclusion of thought, and has delivered long-term profit for shareholders.

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FORWARD-LOOKING STATEMENTS DISCLAIMER

Past performance is no guarantee of future results. Investing involves risk, including the possible loss of principal and fluctuation of value. A client commitment is not a guarantee that a stated objective will be met.

This release includes statements concerning potential future events involving Janus Henderson Group that could differ materially from the events that actually occur. The differences could be caused by a number of factors, including those factors identified in Janus Henderson Group’s Annual Report on Form 10-K for the fiscal year ended 31 December 2020 and in subsequent filings or furnishings made by the Company with the Securities and Exchange Commission from time to time (Commission file no. 001- 38103), including those that appear under headings such as ‘Risk Factors’ and ‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’.

Many of these factors are beyond the control of Janus Henderson Group and its management. Any forward-looking statements contained in this release are as at the date on which such statements were made. Janus Henderson Group undertakes no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except as required by law.

Janus Henderson Group plc
Incorporated and registered in Jersey
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St Helier, Jersey JE1 1ES
No. 101484
ABN 67 133 992 766

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