

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 31, 2023**

T. Rowe Price Group, Inc.

(Exact name of registrant as specified in its charter)

Maryland	000-32191	52-2264646
(State of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

100 East Pratt Street, Baltimore, Maryland 21202

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(410) 345-2000**

N/A

(Former Name of 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))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.20	TROW	The NASDAQ Stock Market LLC

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 (§240.12-2 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.

Section 5 - Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 31, 2023, the Board of Directors (the "Board") of T. Rowe Price Group, Inc. (the "Company") increased the number of directors from 12 to 13, and elected Mr. William P. Donnelly as a director of the Company, effective November 1, 2023. Mr. Donnelly was appointed to the Audit Committee and to the Executive Compensation and Management Development Committee.

The Board determined that Mr. Donnelly is an "independent director" in accordance with the NASDAQ Listed Company Rules, the rules and regulations of the Securities and Exchange Commission and the Company's Corporate Governance Guidelines.

Mr. Donnelly was the executive vice president responsible for finance, investor relations, supply chain and information technology of Mettler-Toledo International Inc. from 2014 until his retirement in 2018. From 1997 to 2002 and from 2004 to 2014, Mr. Donnelly served as Mettler-Toledo's chief financial officer. From 2002 to 2004, he served as division head of Mettler-Toledo's product inspection and certain lab businesses. From 1993 to 1997, Mr. Donnelly served in various senior financial roles, including chief financial officer, of Eltag Bailey Process Automation, NV and prior to that, he was an auditor with PricewaterhouseCoopers LLP from 1983 to 1993.

Mr. Donnelly received a bachelor of science in business administration from John Carroll University.

Mr. Donnelly serves on the board of directors of Ingersoll Rand, Inc., where he serves as the lead independent director, the chair of the nominating and governance committee and a member of the audit committee, and on the board of directors of Quanterix Corporation.

Section 9 - Financial Statements and Exhibits.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release Dated November 1, 2023

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

T. Rowe Price Group, Inc.

By: /s/ David Oestreicher
David Oestreicher
Vice President, General Counsel and Secretary
Date: November 1, 2023



NEWS RELEASE

T. ROWE PRICE GROUP ADDS BILL DONNELLY AS INDEPENDENT DIRECTOR

BALTIMORE, November 1, 2023 — T. Rowe Price Group, Inc. (NASDAQ-GS: TROW), announced today that its Board of Directors has elected Bill Donnelly as an independent director of the company.

Donnelly was the executive vice president responsible for finance, investor relations, supply chain and information technology for Mettler-Toledo International Inc. when he retired in 2018 after more than 20 years. Donnelly previously served as chief financial officer of Eltag Bailey Process Automation, NV, and prior to that was an auditor with PricewaterhouseCoopers LLP.

Donnelly earned a Bachelor of Science degree in business administration from John Carroll University.

Donnelly currently serves as lead independent director for Ingersoll Rand, Inc. and is also a member of the board of directors of Quanterix Corporation.

QUOTE

Rob Sharps, chief executive officer and president of T. Rowe Price Group, Inc.

We are pleased to announce Bill Donnelly as our newest director. Bill is an accomplished business leader and senior executive with a successful track record of financial management and operational performance. His expertise and career experiences will be highly valuable to T. Rowe Price Group, our stockholders, customers, associates, and the communities we serve.”

###

ABOUT T. ROWE PRICE

Founded in 1937, T. Rowe Price (NASDAQ: TROW) helps people around the world achieve their long-term investment goals. As a large global asset management company known for investment excellence, retirement leadership, and independent proprietary research, the firm is built on a culture of integrity that puts client interests first. Investors rely on the award-winning firm for its retirement expertise and active management approach of equity, fixed income, alternatives, and multi-asset investment capabilities. T. Rowe Price manages USD\$1.35 trillion in assets under management as of September 30, 2023, and serves millions of clients globally. News and other updates can be found on [Facebook](#), [Instagram](#), [LinkedIn](#), [Twitter](#), [YouTube](#), and [troweprice.com/newsroom](https://www.troweprice.com/newsroom).

T. ROWE PRICE CONTACTS:

Public Relations
Jamaal Mobley
410-345-3403
jamaal.mobley@troweprice.com

Investor Relations
Linsley Carruth
410-345-3717
linsley.carruth@troweprice.com

