

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): June 14, 2021

T. Rowe Price Group, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State of
incorporation)

000-32191

(Commission
File Number)

52-2264646

(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 8 - Other Events

Item 8.01. Other Events.

On June 14, 2021, T. Rowe Price Group, Inc. (the "Company") issued a press release announcing that its Board of Directors declared a special cash dividend of \$3.00 per share payable on July 7, 2021 to stockholders of record as of the close of business on June 25, 2021. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K, and incorporated herein by reference.

Section 9 - Financial Statements and Exhibits.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release Dated June 14, 2021.

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/ Céline S. Dufétel

Céline S. Dufétel

Vice President, Chief Operating Officer, Chief Financial Officer and Treasurer

Date: June 14, 2021



NEWS RELEASE

T. ROWE PRICE GROUP DECLARES SPECIAL CASH DIVIDEND

BALTIMORE (June 14, 2021) – T. Rowe Price Group, Inc. (NASDAQ-GS: TROW) announced today that its Board of Directors has declared a special cash dividend of \$3.00 per share payable on July 7, 2021 to stockholders of record as of the close of business on June 25, 2021.

William J. Stromberg, the company's chair and chief executive officer, commented: "This special cash dividend is an efficient return of capital to our stockholders and reflects the healthy cash position on our balance sheet. After the special dividend payment, the company's balance sheet will remain very strong, with ample liquidity to continue to execute on our business strategy. In addition, we believe that the payment of the special cash dividend will not have a material impact on the company's ability to meet its ongoing financial needs, continue our outstanding dividend record for the foreseeable future, or maintain a buffer against market volatility."

ABOUT T. ROWE PRICE

Founded in 1937, Baltimore-based T. Rowe Price Group, Inc. is a global investment management organization with \$1.59 trillion in assets under management as of May 31, 2021. The organization provides a broad array of mutual funds, subadvisory services, and separate account management for individual and institutional investors, retirement plans, and financial intermediaries. The company also offers sophisticated investment planning and guidance tools. T. Rowe Price's disciplined, risk-aware investment approach focuses on diversification, style consistency, and fundamental research. For more information, visit troweprice.com, Twitter, YouTube, LinkedIn, and Facebook sites.

###

CONTACT T. ROWE PRICE,

PUBLIC RELATIONS

Robert-Guy Matthews
410-345-3553
robert-guy.matthews@troweprice.com

INVESTOR RELATIONS

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