
Section 1: 8-K (8-K)

**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)
March 5, 2019

Janus Henderson
GROUP PLC

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 Number)

201 Bishopsgate
EC2M 3AE
United Kingdom
(Address of principal executive offices) (Zip Code)

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

Not Applicable
(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))

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 7.01 Regulation FD Disclosure.

Janus Henderson Group plc (the Company) has today announced its intention to commence its on-market share buyback programme (Buyback) on and from 5 March 2019.

Under the Buyback, Janus Henderson Group intends to spend up to US\$200 million to buy its ordinary shares on the New York Stock Exchange (NYSE) and its CHESS Depository Interests (CDIs) on the Australian Securities Exchange (ASX) in each case through Citigroup Global Markets Inc. on the NYSE and through Citigroup Global Markets Australia Pty Limited (CGMA) on the ASX. CGMA undertakes to purchase CDIs as principal and sell the CDIs to the Company by way of one or more special crossings.

The Buyback will continue until 4 March 2020, though the Company reserves the right to end the Buyback earlier.

Any repurchases will be effected in accordance with the Company's general authority to repurchase shares and CDIs granted by its shareholders at the Company's 2018 Annual General Meeting and in accordance with all relevant regulatory requirements.

A copy of ASX Appendix 3C is furnished as Exhibit 99.1 hereto. This exhibit is being furnished and shall not be deemed "filed" for any purpose, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filings.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
99.1	ASX Disclosure Announcement of Buy-back

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 hereunto duly authorized.

Janus Henderson Group plc

Date: 5 March 2019

By: _____
/s/ Roger Thompson
Roger Thompson
Chief Financial Officer

3

[\(Back To Top\)](#)

Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

Janus Henderson
GROUP PLC

5 March 2019

Share Buyback Programme

Janus Henderson Group plc (the **Company**) has today announced its intention to commence its on-market share buyback programme (**Buyback**) on and from 5 March 2019.

Under the Buyback, Janus Henderson Group intends to spend up to US\$200 million to buy its ordinary shares on the New York Stock Exchange (**NYSE**) and its CHESSE Depositary Interests (**CDIs**) on the Australian Securities Exchange (**ASX**) in each case through Citigroup Global Markets Inc. on the NYSE and through Citigroup Global Markets Australia Pty Limited (CGMA) on the ASX. CGMA undertakes to purchase CDIs as principal and sell the CDIs to the Company by way of one or more special crossings.

The Buyback will continue until 4 March 2020, though the Company reserves the right to end the Buyback earlier.

Any repurchases will be effected in accordance with the Company's general authority to repurchase shares and CDIs granted by its shareholders at the Company's 2018 Annual General Meeting and in accordance with all relevant regulatory requirements.

Further information regarding the proposed purchase of CDIs on the ASX is provided in the attached Appendix 3C.

* * *

Investor enquiries

John Groneman
Global Head of Investor Relations

+44 (0) 20 7818 2106
john.groneman@janushenderson.com

Melanie Horton
Non-US Investor Relations Manager

+44 (0) 20 7818 2905
melanie.horton@janushenderson.com

Jim Kurtz
US Investor Relations Manager

+1 (303) 336 4529
jim.kurtz@janushenderson.com

Investor Relations

investor.relations@janushenderson.com

Appendix 3C

**Announcement of buy-back
(except minimum holding buy-back)**

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Janus Henderson Group plc	67 133 992 766

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On-market
2	+Class of shares/units which is the subject of the buy-back (<i>eg, ordinary/preference</i>)	CHESS Depository Interests (CDIs)
3	Voting rights (<i>eg, one for one</i>)	One for one
4	Fully paid/partly paid (<i>and if partly paid, details of how much has been paid and how much is outstanding</i>)	Fully paid
5	Number of shares/units in the +class on issue	61,685,799 as of 28 February 2019.
6	Whether shareholder/unitholder approval is required for buy-back	Shareholder approval given at the Company's AGM on 3 May 2018.
7	Reason for buy-back	To return surplus capital to shareholders.

- 8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)
- CDIs will be bought on-market by Citigroup Global Markets Australia Pty Limited as principal and as instructed by the Company. The CDIs will then be transferred to the Company by way of one of more special crossings. Purchased CDIs will be converted to ordinary shares and such ordinary shares will be cancelled by the Company. Shareholders also approved an on-market purchase of the Company's ordinary shares which are listed on the New York Stock Exchange.

On-market buy-back

- 9 Name of broker who will act on the company's behalf
- Citigroup Global Markets Australia Pty Limited will purchase CDIs as principal. The CDIs will then be transferred to the Company by way of one of more special crossings.
- 10 Deleted 30/9/2001.
- 11 If the company/trust intends to buy back a maximum number of shares - that number
- The Company intends to spend an aggregate maximum amount of US\$200 million on the Buyback in the period to 4 March 2020 (across both ASX and NYSE).
- Note: This requires a figure to be included, not a percentage.
- 12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention
- The Buyback is to be undertaken between 5 March 2019 and 4 March 2020, though the Company reserves the right to end the Buyback earlier.
- 13 If the company/trust intends to buy back shares/units if conditions are met - those conditions
- N/A
-

Employee share scheme buy-back

14	Number of shares proposed to be bought back	N/A
15	Price to be offered for shares	N/A

Selective buy-back

16	Name of person or description of class of person whose shares are proposed to be bought back	N/A
17	Number of shares proposed to be bought back	N/A
18	Price to be offered for shares	N/A

Equal access scheme

19	Percentage of shares proposed to be bought back	N/A
20	Total number of shares proposed to be bought back if all offers are accepted	N/A
21	Price to be offered for shares	N/A
22	+Record date for participation in offer	N/A

Cross reference: Appendix 7A, clause 9.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: _____ Date: 5 March 2019
(Company secretary)

Print name: Michelle Rosenberg

[\(Back To Top\)](#)