

PRUDENTIAL FINANCIAL INC  
Form 8-K  
November 19, 2012

**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 19, 2012

**PRUDENTIAL FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction  
of incorporation)

001-16707  
(Commission  
File Number)

22-3703799  
(I.R.S. Employer  
Identification No.)

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**751 Broad Street**

**Newark, New Jersey 07102**

**(Address of principal executive offices and zip code)**

**(973) 802-6000**

**(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 (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))

**Item 8.01 Other Events.**

On November 19, 2012, Prudential Financial, Inc. (the Company) closed the sale of \$1,500,000,000 in aggregate principal amount of its 5.625% Fixed-to-Floating Rate Junior Subordinated Notes due 2043 (the Junior Subordinated Notes).

The following documents relating to the sale of the Junior Subordinated Notes are filed as exhibits to this Current Report on Form 8-K:

Underwriting Agreement, dated November 14, 2012, among the Company and Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein;

Subordinated Debt Securities Indenture, dated June 17, 2008, between the Company and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee;

Sixth Supplemental Indenture, dated November 19, 2012, between the Company and The Bank of New York Mellon, as Trustee;

Form of Junior Subordinated Note;

Opinion of John M. Cafiero, dated November 19, 2012; and

Tax opinion of Sullivan & Cromwell LLP, dated November 19, 2012.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated November 14, 2012, among the Company and Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.              |
| 4.1                | Subordinated Debt Securities Indenture, dated June 17, 2008, between the Company and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 17, 2008). |
| 4.2                | Sixth Supplemental Indenture, dated November 19, 2012, between the Company and The Bank of New York Mellon, as Trustee.   |
| 4.3                | Form of Junior Subordinated Note (included in Exhibit 4.2).   |
| 5.1                | Opinion of John M. Cafiero, dated November 19, 2012.  |
| 8.1                | Tax opinion of Sullivan & Cromwell LLP, dated November 19, 2012.  |
| 23.1               | Consent of John M. Cafiero (included in Exhibit 5.1).   |
| 23.2               | Consent of Sullivan & Cromwell LLP (included in Exhibit 8.1).   |

**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.

Date: November 19, 2012

PRUDENTIAL FINANCIAL, INC.

By: /s/ John M. Cafiero  
Name: John M. Cafiero  
Title: Vice President and Assistant

Secretary

**Exhibit Index**

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