

PRUDENTIAL FINANCIAL INC  
Form 8-K  
November 17, 2010

**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 17, 2010

**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 17, 2010, Prudential Financial, Inc. (the Company ) issued a press release announcing that it completed the issuance and sale of 18,348,624 shares of its common stock, par value \$0.01 per share, in a public offering at a price of \$54.50 per share (the Common Stock Offering ). A copy of the press release is attached hereto as Exhibit 99.0 and is incorporated herein by reference.

In connection with the Common Stock Offering, the Company entered into an Underwriting Agreement, dated November 11, 2010, with Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Barclays Capital Inc., as representatives for several underwriters named therein. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

- 1.1 Underwriting Agreement, dated November 11, 2010, among Prudential Financial, Inc. and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Barclays Capital Inc., as representatives for several underwriters named therein.
- 99.0 News release of Prudential Financial, Inc., dated November 17, 2010, announcing the completion of the Common Stock Offering.

**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 17, 2010

PRUDENTIAL FINANCIAL, INC.

By: /s/ JOHN M. CAFIERO  
Name: **John M. Cafiero**  
Title: **Vice President and Assistant Secretary**

**Exhibit Index**

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