

PRUDENTIAL FINANCIAL INC  
Form S-8  
July 16, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**PRUDENTIAL FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

New Jersey  
(State or Other Jurisdiction of  
Incorporation or Organization)

751 Broad Street  
Newark, New Jersey 07102

(973) 802-6000

22-3703799  
(I.R.S. Employer

Identification No.)

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**THE PRUDENTIAL EMPLOYEE SAVINGS PLAN**

(Full Title of the Plan)

**Margaret M. Foran**

**Chief Governance Officer, Vice President and Corporate Secretary**

**Prudential Financial, Inc.**

**751 Broad Street**

**Newark, New Jersey 07102**

**(973) 802-6000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
<b>Securities to Be Registered (1)</b>	<b>to Be Registered</b>	<b>Maximum Offering</b>	<b>Maximum Aggregate</b>	<b>Amount of</b>
		<b>Price Per Share (2)</b>	<b>Offering Price</b>	<b>Registration Fee (2)</b>
Common Stock, par value \$0.01	25,000,000	\$47.64	\$1,191,000,000	\$136,489

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to The Prudential Employee Savings Plan ( Plan ). Such indeterminate number of additional shares as may be issuable pursuant to the recapitalization provisions of the Plan are hereby also registered. Pursuant to Rule 457(h)(2), no separate fee is payable with respect to the registration of these interests.
- (2) Computed pursuant to Rule 457(h) solely for purpose of determining the registration fee, based upon an assumed price of \$47.64 per share, which was the average of the high and low prices of the Common Stock on July 11, 2012, as reported on the New York Stock Exchange.

**Part I**

**Information Required in the Section 10(a) Prospectus**

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act ).

**Part II**

**Information Required in the Registration Statement**

**Incorporation of Certain Documents by Reference.**

The registration statement on Form S-8 is being filed solely to register additional securities of the same class as other securities for which a registration statement filed on Form S-8 and relating to The Prudential Employee Savings Plan (the Plan ) is effective. In accordance with General Instruction E on Form S-8, Prudential Financial, Inc. (the Company ) hereby incorporates by reference the Company s registration statement on Form S-8 (No. 333-75242) relating to the Plan, originally filed with the Securities and Exchange Commission on December 17, 2001.

**Exhibits.**

The Exhibits accompanying this Registration Statement are listed in the accompanying Exhibit index.

**Undertakings.**

The registrant has caused its wholly-owned subsidiary, The Prudential Insurance Company of America, the plan sponsor, to submit the plan and amendments thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the plan.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of New Jersey, on this 16th day of July, 2012.

PRUDENTIAL FINANCIAL, INC.

By: /S/ Richard J. Carbone  
**Name: Richard J. Carbone**  
**Title: Executive Vice President and**

**Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 16th day of July, 2012.

<b>Name</b>	<b>Title</b>
/S/ John R. Strangfeld <b>John R. Strangfeld*</b>	Chairman, Chief Executive Officer, President and Director
/S/ Richard J. Carbone <b>Richard J. Carbone</b>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/S/ Peter B. Sayre <b>Peter B. Sayre*</b>	Senior Vice President and Controller (Principal Accounting Officer)
/S/ Thomas J. Baltimore, Jr. <b>Thomas J. Baltimore*</b>	Director
/S/ Gordon M. Bethune <b>Gordon M. Bethune*</b>	Director
/S/ Gaston Caperton <b>Gaston Caperton*</b>	Director
/S/ Gilbert F. Casellas <b>Gilbert F. Casellas*</b>	Director
/S/ James G. Cullen <b>James G. Cullen*</b>	Director
/S/ William H. Gray, III <b>William H. Gray, III*</b>	Director

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/S/ Mark B. Grier

Director

**Mark B. Grier\***

/S/ Constance J. Horner

Director

**Constance J. Horner\***

/S/ Martina Hund-Mejean

Director

**Martina Hund-Mejean\***

/S/ Karl J. Krapek

Director

**Karl J. Krapek\***

/S/ Christine A. Poon

Director

**Christine A. Poon\***

/S/ James A. Unruh

Director

**James A. Unruh\***

\*Signed by Attorney-in-Fact

/s/ Richard J. Carbone

**Richard J. Carbone**

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Committee administering The Prudential Employee Savings Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Newark, State of New Jersey on this 16th day of July, 2012.

THE PRUDENTIAL EMPLOYEE SAVINGS PLAN

By: /S/ Kevin Prue  
**Name: Kevin Prue**

**Title: Prudential Administrative**

**Committee, Chair**

**INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8**

**Exhibits**

- 23.1 Consent of PricewaterhouseCoopers LLP
- 24.1 Powers of Attorney