

PRUDENTIAL FINANCIAL INC
Form 424B2
June 02, 2015

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price⁽¹⁾ | Amount of Registration Fee⁽²⁾ |
|--|---|---|
| 4.500% InterNotes® Due June 15, 2045 | \$17,912,000 | \$2,081.37 |
| TOTAL | | \$2,081.37 |

⁽¹⁾ Excludes accrued interest, if any.

⁽²⁾ Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in Prudential Financial, Inc.'s Registration Statement on Form S-3 (Nos. 333-202465).

Prudential Financial InterNotes®, Due One Year or More from Date of Issue

Filed under Rule 424(b)(2), Registration Statement No. 333-202465

Final Pricing Supplement No. 14 - Dated Monday, June 1, 2015. To Prospectus Dated March 3, 2015 and Prospectus Supplement dated March 3, 2015

Investors should read this pricing supplement in conjunction with the Prospectus and Prospectus Supplement.

| Aggregate Principal Amount | Selling Price | Gross Concession | Net Proceeds | Interest Type | Interest Rate | Payment Frequency | Maturity Date | 1st Interest Payment Date | 1st Interest Payment Amount | Survivor's Option* | Seniority |
|----------------------------|---------------|------------------|-----------------|---------------|---------------|-------------------|---------------|---------------------------|-----------------------------|--------------------|-----------|
| \$7,912,000.00 | 100.000% | 3.150% | \$17,347,772.00 | Fixed | 4.500% | Semi-Annual | 06/15/2045 | 12/15/2015 | \$23.88 | Yes | Senior |

redemption right, we will pay you interest on the notes on a Semi-Annual basis on Jun 15th and Dec 15th. The first such payment is on Dec 15, 2015. The interest rate per annum and stated maturity date are set out above. The regular record dates for your notes are each date on which interest is paid.

by the selling agents to securities dealers, or by securities dealers to certain other brokers or dealers, may be sold at a discount from the 100% of the principal amount.

Information: Callable at 100.000% on 06/15/2020 and every interest payment date thereafter.

Prudential Financial, Inc. InterNotes (CUSIP 74432AJ27) will be subject to redemption at the option of Prudential Financial, Inc., in whole or in part, on any date occurring on 06/15/2020 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest thereon, if any, upon at least 30 Calendar Days prior notice to the noteholder as described in the prospectus supplement.

Information: The notes do not amortize and are not zero coupon or original discount notes.

Managers and Lead Agents: BofA Merrill Lynch, Incapital LLC **Agents:** Barclays, Citigroup, Credit Suisse, Deutsche Bank Securities, J.P. Morgan, Morgan Stanley, Siebert Capital Markets, Ramirez & Co., Inc., RBC Capital Markets, Wells Fargo Advisors, LLC

Prudential Financial, Inc.

Offering Dates: Tuesday, May 26, 2015
through Monday, June 1, 2015

Trade Date: Monday, June 1, 2015 @
12:00 PM ET

Settlement Date: Thursday, June 4, 2015

Minimum Denomination/Increments:
\$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS:
DTC Book-Entry only

DTC Number 0235 via RBC Dain
Rauscher Inc.

If the maturity date, redemption date or
an interest payment date for any note is
not a business day (as that term is
defined in the prospectus), principal,
premium, if any, and interest for that
note is paid on the next business day, and
no interest will accrue from, and after,
the maturity date, redemption date or
interest payment date (following
unadjusted business day convention).

* The survivor's option feature of your
note is subject to important limitations,
restrictions and procedural requirements
further described on page S-52 of your
prospectus supplement.

The Bank of New York will act as
trustee for the Notes. Citibank, N.A., will
act as paying agent, registrar and transfer
agent for the Notes and will administer
any survivor's options with respect
thereto.

Prudential Financial, Inc.
Prudential Financial Retail Medium Term
Notes, including Prudential Financial
Internotes®
Prospectus Dated March 3, 2015 and
Prospectus Supplement Dated March 3,
2015

In the opinion of John M. Cafiero, as counsel to Prudential Financial, Inc. (the Company), when the notes offered by this prospectus supplement have been executed and issued by the Company as authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such notes will be valid and binding obligation of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles. This opinion is given as of the date hereof and is limited to Federal law and the laws of New Jersey and New York. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture and the genuineness of signatures and to such counsel's reliance on officers of the Company and other sources as to certain factual matters, all as stated in the opinion of John M. Cafiero, dated March 3, 2015, which has been filed as exhibit no. 5.1 to the registration statement.

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