

PRUDENTIAL FINANCIAL INC  
Form 8-K  
August 13, 2018

**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): August 13, 2018**

**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)**  
**751 Broad Street**

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

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**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))

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 8.01 Other Events.**

On August 13 2018, Prudential Financial, Inc. (the Company ) closed the sale of \$500,000,000 in aggregate principal amount of its 5.625% Junior Subordinated Notes due 2058 (the Junior Subordinated Notes ).

The documents listed below in Item 9.01 relate to the sale of the Junior Subordinated Notes and are filed as exhibits to this Current Report on Form 8 K.

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

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | <u>Underwriting Agreement, dated August 6, 2018, among the Company and Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Morgan Stanley &amp; Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.</u>   |
| 4.1                | <u>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).</u> |
| 4.2                | <u>Twelfth Supplemental Indenture, dated August 13, 2018, between the Company and The Bank of New York Mellon, as Trustee.</u>   |
| 4.3                | <u>Form of Junior Subordinated Note (included in Exhibit 4.2).</u>   |
| 5.1                | <u>Opinion of John M. Cafiero, dated August 13, 2018.</u>  |
| 8.1                | <u>Tax opinion of Sullivan &amp; Cromwell LLP, dated August 13, 2018.</u>  |
| 23.1               | <u>Consent of John M. Cafiero (included in Exhibit 5.1).</u>   |
| 23.2               | <u>Consent of Sullivan &amp; Cromwell LLP (included in Exhibit 8.1).</u>   |

**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: August 13, 2018

PRUDENTIAL FINANCIAL, INC.

By: /s/ John M. Cafiero

Name: John M. Cafiero

Title: Vice President and Assistant  
Secretary