

PRUDENTIAL FINANCIAL INC

Form 8-K

June 30, 2008

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**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): June 30, 2008

**PRUDENTIAL FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction)

001-16707  
(Commission File Number)

22-3703799  
(I.R.S. Employer

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of incorporation)

Identification No.)

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))**

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**Item 8.01 Other Events.**

On June 30, 2008, Prudential Financial, Inc. ( Prudential ) closed the sale of \$800,000,000 of Prudential s 9.0% Junior Subordinated Notes due 2068 (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 June 24, 2008, among Prudential and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, UBS Securities LLC, Wachovia Capital Markets, LLC and J.P. Morgan Securities Inc., as representatives of the several underwriters named therein;

Subordinated Debt Securities Indenture, dated June 17, 2008, between Prudential and The Bank of New York, as Trustee;

Second Supplemental Indenture, dated June 30, 2008, between Prudential and The Bank of New York, as Trustee;

Form of Junior Subordinated Note;

Tax Opinion of Debevoise & Plimpton LLP, dated June 30, 2008; and

Replacement Capital Covenant, dated June 30, 2008.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated June 24, 2008, among Prudential and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, UBS Securities LLC, Wachovia Capital Markets, LLC and J.P. Morgan Securities Inc., as representatives of the several underwriters named therein.
4.1	Subordinated Debt Securities Indenture, dated June 17, 2008, between Prudential and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.1 to Prudential s Current Report on Form 8-K, filed with the Commission on June 17, 2008).
4.2	Second Supplemental Indenture, dated June 30, 2008, between Prudential and The Bank of New York, as Trustee.
4.3	Form of Junior Subordinated Note (included in Exhibit 4.2).
8.1	Tax Opinion of Debevoise & Plimpton LLP, dated June 30, 2008.
99.1	Replacement Capital Covenant, dated June 30, 2008.

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**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: June 30, 2008

PRUDENTIAL FINANCIAL, INC.

By: /s/ Stephen W. Gauster

Name: Stephen W. Gauster

Title: Vice President and Assistant Secretary

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