

PRUDENTIAL FINANCIAL INC  
Form 8-K  
May 08, 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): May 8, 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.)**

**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:

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 5.07 Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of Prudential Financial, Inc. (the Company) was held on May 8, 2018. Shareholders voted as follows on the matters presented for a vote.

**1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:**

| Nominee              | For         | Against   | Abstain   | Broker Non-Votes |
|----------------------|-------------|-----------|-----------|------------------|
| Thomas J. Baltimore  | 267,168,383 | 1,976,604 | 1,190,914 | 39,943,829       |
| Gilbert F. Casellas  | 256,724,644 | 9,409,850 | 4,199,521 | 39,943,829       |
| Mark B. Grier        | 263,089,956 | 6,127,535 | 1,118,079 | 39,943,829       |
| Martina Hund-Mejean  | 268,135,044 | 1,044,628 | 1,154,927 | 39,943,829       |
| Karl J. Krapek       | 263,205,460 | 5,868,204 | 1,261,751 | 39,943,829       |
| Peter R. Lighte      | 267,802,563 | 1,298,045 | 1,234,328 | 39,943,829       |
| George Paz           | 267,832,425 | 1,161,691 | 1,342,122 | 39,943,829       |
| Sandra Pianalto      | 263,633,617 | 5,625,818 | 1,076,189 | 39,943,829       |
| Christine A. Poon    | 265,128,820 | 4,045,828 | 1,160,230 | 39,943,829       |
| Douglas A. Scovanner | 267,984,774 | 1,125,436 | 1,226,487 | 39,943,829       |
| John R. Strangfeld   | 262,304,422 | 4,512,455 | 3,518,967 | 39,943,829       |
| Michael A. Todman    | 267,938,566 | 1,174,361 | 1,223,797 | 39,943,829       |

**2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018 was approved based upon the following votes:**

Votes for approval: 301,722,573

Votes against: 7,562,778

Abstentions: 995,437

There were no broker non-votes for this item.

**3. The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers was approved based upon the following votes:**

Votes for approval: 255,465,664

Votes against: 11,800,873

Abstentions: 3,070,127

Broker non-votes: 39,943,829

**4. The shareholder proposal regarding an independent Board Chairman was not approved based on the following votes:**

Votes for approval: 106,630,149

Votes against: 161,583,541

Abstentions: 2,120,483

Broker non-votes: 39,943,829

**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: May 8, 2018

PRUDENTIAL FINANCIAL, INC.

By: /s/ Margaret M. Foran

Name: Margaret M. Foran

Title: Chief Governance Officer, Senior  
Vice

President and Corporate Secretary