

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

/x/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended September 30, 1999

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

Commission file number 33-37587

PRUCO LIFE INSURANCE COMPANY

(Exact name of Registrant as specified in its charter)

Arizona

(State or other
jurisdiction,
incorporation or
organization)

22-1944557

(IRS Employer
Identification No.)

213 Washington Street, Newark, New Jersey 07102

(Address of principal executive offices)(Zip Code)

(973) 802-2042

(Registrant's Telephone Number, including area code)

Indicate by check mark whether the Registrant (1) has filed all
reports required to be filed by Section 13 or 15 (d) of the Securities Exchange
Act of 1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days.

YES x NO

Indicate the number of shares outstanding of each of the
registrant's classes of common stock, as of November 15, 1999.
Common stock, par value of \$10 per share: 250,000 shares outstanding

PRUCO LIFE INSURANCE COMPANY

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Pruco Life Insurance Company and Subsidiaries

Consolidated Statements of Financial Position
September 30, 1999 (Unaudited) and December 31, 1998 (In Thousands)

	September 30, 1999	December 31, 1998
	-----	-----
ASSETS		
Fixed maturities		
Available for sale, at fair value (amortized cost, 1999: \$2,895,223; 1998: \$2,738,654)	\$2,842,836	\$2,763,926
Held to maturity, at amortized cost (fair value, 1999: \$390,621; 1998: \$421,845)	395,927	410,558
Equity securities - available for sale, at fair value (cost, 1999: \$193; 1998: \$2,951)	507	2,847
Mortgage loans on real estate	16,671	17,354
Policy loans	791,761	766,917
Short-term investments	281,322	240,727
Other long-term investments	760	1,047
	-----	-----
Total investments	4,329,784	4,203,376
Cash	84,824	89,679
Deferred policy acquisition costs	984,544	861,713
Accrued investment income	66,887	61,114
Other assets	56,035	65,145
Separate Account assets	13,933,944	11,531,754
	-----	-----
TOTAL ASSETS	\$19,456,018	\$16,812,781
	=====	=====
LIABILITIES AND STOCKHOLDER'S EQUITY		
Liabilities		
Policyholders' account balances	\$2,901,108	\$2,702,601
Future policy benefits and other policyholder liabilities	535,738	528,189
Cash collateral for loaned securities	64,982	73,336
Securities sold under agreement to repurchase	50,213	49,708
Income taxes	171,537	193,358
Payable to affiliate	66,356	66,568
Other liabilities	114,558	55,038
Separate Account liabilities	13,878,023	11,490,751
	-----	-----
Total liabilities	17,782,515	15,159,549
	-----	-----
Contingencies (See Note 3)		
Stockholder's Equity		
Common stock, \$10 par value;		
1,000,000 shares, authorized;		
250,000 shares, issued and outstanding	2,500	2,500
Paid-in-capital	439,582	439,582
Retained earnings	1,250,181	1,202,833
	-----	-----
Accumulated other comprehensive income		
Net unrealized investment (losses) gains	(17,965)	9,902

Foreign currency translation adjustments	(795)	(1,585)
Accumulated other comprehensive income	(18,760)	8,317
Total stockholder's equity	1,673,503	1,653,232
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	<u>\$19,456,018</u>	<u>\$16,812,781</u>

See Notes to Consolidated Financial Statements

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Pruco Life Insurance Company and Subsidiaries

Consolidated Statements of Operations and Comprehensive Income (Unaudited)
Three and Nine Months Ended September 30, 1999 and 1998 (In Thousands)

	Nine months ended September 30,		Three months ended September 30,	
	1999	1998	1999	1998
REVENUES				
Premiums	\$ 50,815	\$ 42,410	\$ 15,588	\$ 17,487
Policy charges and fee income	308,097	257,463	105,649	88,831
Net investment income	209,508	199,079	71,911	69,112
Realized investment (losses) gains, net	(17,916)	37,645	(4,116)	24,660
Asset management fee income	40,863	29,319	15,347	11,294
Other income	15,480	13,933	5,042	4,509
Total revenues	606,847	579,849	209,421	215,893
BENEFITS AND EXPENSES				
Policyholders' benefits	142,125	135,278	35,392	52,951
Interest credited to policyholders' account balances	93,697	83,354	31,448	28,606
General, administrative and other expenses	298,183	214,445	106,525	65,105
Total benefits and expenses	534,005	433,077	173,365	146,662
Income before income taxes	72,842	146,772	36,056	69,231
Income taxes	25,494	51,316	12,619	24,209
NET INCOME	\$47,348	\$95,456	\$23,437	\$45,022
Other comprehensive income, net of tax:				
Unrealized losses on securities, net of reclassification adjustment	(27,867)	7,960	(8,369)	13,566
Foreign currency translation adjustments	790	(1,305)	260	(27)
Other comprehensive income	(27,077)	6,655	(8,109)	13,539
TOTAL COMPREHENSIVE INCOME	<u>\$ 20,271</u>	<u>\$102,111</u>	<u>\$ 15,328</u>	<u>\$ 58,561</u>

See Notes to Consolidated Financial Statements

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Pruco Life Insurance Company and Subsidiaries

Consolidated Statements of Cash Flows (Unaudited)
 Nine Months Ended September 30, 1999 and 1998 (In Thousands)

	1999	1998
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$47,348	\$95,456
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Policy charges and fee income	(68,377)	(23,351)
Interest credited to policyholders' account balances	93,697	83,354
Realized investment losses (gains), net	17,916	(37,645)
Amortization and other non-cash items	48,808	13,719
Change in:		
Future policy benefits and other policyholder liabilities	7,549	22,469
Accrued investment income	(5,773)	328
Separate Accounts	(14,918)	(7,971)
Payable to affiliate	(212)	(47,182)
Policy loans	(24,844)	(49,387)
Deferred policy acquisition costs	(122,831)	(130,483)
Income taxes	(21,821)	(12,829)
Other, net	68,630	(120,941)
Cash Flows (Used In) From Operating Activities	25,172	(214,463)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from the sale/maturity of:		
Fixed maturities:		
Available for sale	2,558,072	3,881,574
Held to maturity	38,903	58,412
Equity securities	5,189	2,830
Mortgage loans on real estate	683	661
Other long-term investments	320	510
Payments for the purchase of:		
Fixed maturities:		
Available for sale	(2,732,358)	(4,029,692)
Held to maturity	(24,170)	(77,914)
Equity securities	(2,059)	(2,097)
Other long-term investments	(33)	(499)
Cash collateral for loaned securities, net	(8,354)	116,891
Securities sold under agreement to repurchase, net	505	-
Short-term investments, net	(40,558)	(25,856)
Cash Flows Used In Investing Activities	(203,860)	(75,180)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Policyholders' account balances:		
Deposits	2,598,383	2,479,601
Withdrawals	(2,424,550)	(2,272,924)
Proceeds from issuance of affiliated notes payable	-	164,000
Cash Flows From Financing Activities	173,833	370,677
Net increase in Cash	(4,855)	81,034
Cash, beginning of year	89,679	71,358
CASH, END OF PERIOD	\$84,824	\$152,392

See Notes to Consolidated Financial Statements

Pruco Life Insurance Company and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

1. BASIS OF PRESENTATION

The accompanying interim consolidated financial statements have been prepared pursuant to the rules and regulations for reporting on Form 10-Q on the basis of generally accepted accounting principles. These interim financial statements are unaudited but reflect all adjustments which, in the opinion of management, are

necessary to provide a fair presentation of the consolidated results of operations and financial condition of the Pruco Life Insurance Company ("the Company"), a wholly owned subsidiary of The Prudential Insurance Company of America ("Prudential"), for the interim periods presented. All such adjustments are of a normal recurring nature. The results of operations for any interim period are not necessarily indicative of results for a full year. Certain amounts in the Company's prior year consolidated financial statements have been reclassified to conform with the 1999 presentation. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 31, 1998.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Realized investment gains, net, are computed using the specific identification method. The carrying values of fixed maturity and equity securities are adjusted for impairments considered to be other than temporary. During 1999, the Company determined that for certain fixed maturities and equities in the investment portfolio there were declines in fair value considered to be other than temporary. For the three months and nine months ended September 30, 1999 the Company recorded charges of \$1.2 million and \$4.5 million, respectively, in "realized investment gains, net," in the Consolidated Statement of Operations and Comprehensive Income.

3. CONTINGENCIES

Several actions, based on complaints about sales practices engaged in by Prudential, the Company and agents, have been brought against the Company on behalf of those persons who purchased life insurance policies. Prudential has agreed to indemnify the Company for any and all losses resulting from such litigation.

In the normal course of business, the Company is subject to various claims and assessments. Management believes the settlement of these matters would not have a material effect on the Company's financial position.

4. RELATED PARTY TRANSACTIONS

Prudential and the Company operate under service and lease agreements whereby services of officers and employees (except for those agents employed directly by the Company in Taiwan), supplies, use of equipment and office space are provided by Prudential. Prudential periodically reviews its methods for determining the level of administrative expenses charged to the Company. During 1999, Prudential revised its allocation methodology to more closely align allocations based on business processes, resulting in increased allocations from 1998 levels. In addition, the method of allocating distribution costs to individual annuity products was modified during 1999 such that allocated costs exceeding an agreed upon amount remained with Prudential instead of being allocated to non-annuity products within the Company. Management believes that the updated methodology is reasonable and better reflects actual costs incurred by Prudential to process transactions on behalf of the Company.

The Company has sold three Corporate Owned Life Insurance ("COLI") policies to Prudential. The cash surrender value included in Separate Accounts was \$653.4 million and \$362.3 million at September 30, 1999 and December 31, 1998, respectively.

The Company receives asset management fee income from policyholder account balances invested in the Prudential Series Fund ("PSF"). The Company also collects these fees on behalf of Prudential. The amounts due to Prudential related to PSF fees were \$11.7 million and \$22.6 million at September 30, 1999 and December 31, 1998, respectively.

5. RECENT ACCOUNTING PRONOUNCEMENTS

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133, "Accounting for Derivatives and Hedging Activities." The new accounting treatment required by this statement will not affect the Company's liquidity or the ultimate economic gain or loss from its derivative positions. However, it may affect the way the Company recognizes changes in value of some of its derivatives and derivative-like contract features, and this could lead to more volatility in the Company's reported

income statement results, especially on a quarterly basis.

Under previous accounting standards, companies could defer recognizing changes in the value of derivatives used to hedge various risks if certain conditions were met. Under the new accounting standards, all derivatives must be reported at fair value each quarter, but if special hedge accounting requirements are met this change in fair value may be offset, entirely or partially, by also recognizing the corresponding change in value of the hedged item. Since the Company already marks most of its derivative positions to market each quarter, the Company does not expect this new treatment to materially increase its net income volatility assuming the Company continues its current derivative and hedging strategies.

While the Statement does not apply to most traditional insurance contracts, some contracts may contain features that can affect settlement amounts similarly to derivatives. For these contracts, the new standard calls for separate accounting for the "host contract" and the "embedded derivative," leading to mark-to-market for the "embedded derivative" features that was not previously required. While the Company's economic results from these contracts are also unaffected, this accounting could lead to increased volatility in the quarterly income statement results it reports.

The Company has not yet completed its assessment of the impact of the statement, and its effect on the Company depends, among other things, on its derivative positions and hedging strategies after the date of adoption. The Company is required to adopt this statement no later than January 1, 2001.

Cautionary Note Regarding Forward-Looking Statements

Certain of the statements included in this document may constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Words such as "expects," "believes," "anticipates," "intends," "plans," "assumes," "estimates," "projects," or variations of such words are generally part of forward-looking statements. Forward-looking statements are made based on management's current expectations and beliefs concerning future developments and their potential effects upon the Company. There can be no assurance that future developments affecting the Company will be those anticipated by management. These forward looking statements are not a guarantee of future performance and involve risks and uncertainties, and there are certain important factors that could cause actual results to differ materially from estimates or expectations reflected in such forward-looking statements including, without limitation, changes in general economic conditions, including the performance of financial markets and interest rates; market acceptance of new products and distribution channels; competitive, regulatory or tax changes that affect the cost or demand for the Company's products; and adverse litigation results. While the Company reassesses material trends and uncertainties affecting its financial condition and results of operations, it does not intend to review or revise any particular forward-looking statement referenced in this document in light of future events. The information referred to below should be considered by readers when reviewing any forward-looking statements contained in this document.

Item 2. Management's Discussion and Analysis of Financial Condition and Results

of Operations.

The following analysis should be read in conjunction with the Notes to the Consolidated Financial Statements.

The Company markets individual life insurance, variable life insurance, variable annuities, fixed annuities, and a group annuity program primarily through Prudential's sales force in the United States and markets individual life insurance through its branch office in Taiwan.

The life insurance and annuity sectors of the insurance industry are subject to regulatory oversight with particular emphasis placed on company solvency and sales practices. These markets are also subject to increasing competitive pressure as the legal barriers which have historically segregated the markets of the financial services industry are being challenged through both legislative and judicial processes. Regulatory changes have opened the insurance industry to competition from other financial institutions, particularly banks and mutual funds that are positioned to deliver competing investment products through large, stable distribution channels.

Competition in the annuity industry particularly, is very intense. In the annuity marketplace, with respect to variable annuities, investment and product features as well as distribution capability are critical to our ability to compete. Demographic trends and the concerns over the viability of Social Security have resulted in the need to provide consumers with long term

retirement alternatives. Given the strong growth within the retirement savings market, the level of competition has increased significantly not only from other insurance companies but from other financial intermediaries as well. Product sales and asset retention are a function of investment performance, product features, customer service, distribution capability and product pricing.

1. Results of Operations

For the nine months ended September 30, 1999 versus 1998

Net income for the nine months ended September 30, 1999 was \$47.3 million, a decrease of \$48.2 million or 50.5% from \$95.5 million earned in the nine months ended September 30, 1998.

Total insurance revenues, consisting of premiums and policy charges and fee income, increased \$59.0 million for the nine months ended September 30, 1999 to \$358.9 million from \$299.9 million for the nine months ended September 30, 1998 primarily due to increased fees generated from sales of the Discovery Select Variable Annuity ("Discovery Select") and, to a lesser extent, asset appreciation.

Appreciation in Separate Account asset values and sales have contributed to the growth in assets under management and consequently in policy charges and fees earned. For Discovery Select, assets under management increased by \$3.2 billion to \$6.6 billion as of September 30, 1999 from the September 30, 1998 level. Appreciation in the Separate Account products and new deposits have also generated an increase in asset management fee income from the Prudential Series Fund. Asset management fee income increased \$11.6 million for the nine months ended September 30, 1999 to \$40.9 million from \$29.3 million for the nine months ended September 30, 1998.

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The Company's Taiwan branch generated continued growth in premiums for traditional life insurance products. Taiwan's annualized new business premiums and the number of Taiwanese life planners grew by 45.5% and 25.9%, respectively.

The Company's net investment income was \$209.5 million for the nine months ended September 30, 1999, an increase of \$10.4 million from the nine months ended September 30, 1998. The increase was primarily the result of higher fixed maturity portfolio assets due to the addition of the Prudential Credit Enhanced ("PACE") product.

Net realized investment gains decreased \$55.5 million for the nine months ended September 30, 1999 to a \$17.9 million loss from a \$37.6 million gain for the nine months ended September 30, 1998. The decrease in net realized investment gains was primarily due to sales of fixed maturities during a period of increasing interest rates for most of 1999. In addition, during 1999, the Company determined that for certain fixed maturities and equities in the investment portfolio there were declines in fair value considered to be other than temporary resulting in a charge of \$4.5 million.

Interest credited to policyholders' account balances increased by \$10.3 million for the nine months ended September 30, 1999 to \$93.7 million from \$83.4 million for the nine months ended September 30, 1998. This increase is due primarily to the new PACE product.

General, administrative and other expenses increased \$83.8 million for the nine months ended September 30, 1999 to \$298.2 million from \$214.4 million for the nine months ended September 30, 1998. The primary reason for the higher level of expenses in 1999 is a change in Prudential's allocation methodology for expenses billed to the Company resulting in an increase in non-deferrable expenses. The increase in expenses was partially offset by a reduction in distribution costs allocated to the Company's annuity products by Prudential.

For the three months ended September 30, 1999 versus 1998

Net income for the three months ended September 30, 1999 was \$23.4 million, a decrease of \$21.6 million or 48.0% from \$45.0 million earned in the three months ended September 30, 1998.

Total insurance revenues, consisting of premiums and policy charges and fee income, increased \$14.9 million for the three months ended September 30, 1999 to \$121.2 million from \$106.3 million for the three months ended September 30, 1998. Appreciation in Separate Account asset values and product sales contributed to the growth in assets under management and consequently in policy charges and fees earned. Appreciation in the Separate Account products and new deposits have also generated an increase in the asset management fee income from the Prudential Series Fund. Asset management fee income increased \$4.0 million

for the three months ended September 30, 1999 to \$15.3 million from \$11.3 million for the three months ended September 30, 1998

The Company's net investment income was \$71.9 million for the three months ended September 30, 1999 an increase of \$2.8 million from the three months ended September 30, 1998. The increase in income was primarily the result of higher fixed maturity portfolio assets due to the addition of the PACE product.

Net realized investment gains decreased \$28.8 million for the three months ended September 30, 1999 to a \$4.1 million loss from a \$24.7 million gain for the three months ended September 30, 1998. The decrease in net realized investment gains was primarily due to sales of fixed maturities during a period of increasing interest rates for most of 1999. In addition, the Company determined that for certain fixed maturities and equities in the investment portfolio there were declines in fair value considered to be other than temporary resulting in a charge of \$1.2 million.

Interest credited to policyholders' account balances increased by \$2.8 million for the three months ended September 30, 1999 to \$31.4 million from \$28.6 million for the three months ended September 30, 1998. This quarter's increase is attributable to the new PACE product.

General, administrative and other expenses increased \$41.4 million for the three months ended September 30, 1999 to \$106.5 million from \$65.1 million for the three months ended September 30, 1998. The primary reason for the higher level of expenses in 1999 is a change in Prudential's allocation methodology for expenses billed to the Company resulting in an increase in non-deferrable expenses. The increase in expenses was partially offset by a reduction in distribution costs allocated to the Company's annuity products by Prudential.

2. Liquidity

Principal cash flow sources are investment and fee income, investment maturities and sales, and premiums. These cash inflows may be complemented by financing activities through other Prudential affiliates.

Cash outflows consist principally of benefits, claims and amounts paid to policyholders in connection with policy surrenders, withdrawals and net policy loan activity. Uses of cash also include commissions, general and administrative expenses, and purchases of investments. Liquidity requirements associated with policyholder obligations are monitored regularly so that the Company can manage cash inflows to match anticipated cash outflow requirements.

The Company believes that cash flow from operations together with proceeds from scheduled maturities and sales of fixed maturity investments, are adequate to satisfy liquidity requirements based on the Company's current liability structure.

The Company had \$19.5 billion of assets at September 30, 1999 compared to \$16.8 billion at December 31, 1998, of which \$13.9 billion and \$11.5 billion were held in Separate Accounts at September 30, 1999 and December 31, 1998, respectively, under variable life insurance policies and variable annuity contracts. The remaining assets consisted primarily of investments and deferred policy acquisition costs.

3. The Year 2000 Issue

Prudential has addressed the Year 2000 issue on an enterprise-wide basis; therefore, it is not possible to differentiate the Company's Year 2000 issue from that of Prudential. Refer to management's discussion of the Year 2000 issue in the December 31, 1998 Form 10-K for the steps taken by Prudential to mitigate the Year 2000 risks.

The Business Application, Infrastructure and Business Partner components of Prudential's Year 2000 project are virtually complete. Prudential believes that it is well positioned to lessen the impact of the Year 2000 problem. However, given the nature of this issue, it cannot be certain of Year 2000 readiness of third parties. As a result, we are unable to determine at this time whether the consequences of Year 2000 failures may have a materially adverse effect on the results of Prudential's operations, liquidity or financial condition. Prudential will continue to review and test its contingency plans in an effort to reduce the level of uncertainty about the effect of the Year 2000 issue and further mitigate risk. Prudential is establishing a Year 2000 Global Control Center ("GCC") to monitor Year 2000 activity during the rollover weekend to the Year 2000 and thereafter. The GCC will receive status information from our applications, facilities, communication centers and business partners and serve as a central location to manage Year 2000 issues. Prudential believes that, with the completion of the Year 2000 project as scheduled, the possibility of significant interruptions of normal operations will be reduced.

Prudential has investment securities that are both publicly traded and privately placed. Prudential is exposed to the risk that issuers of these investments will be adversely affected by Year 2000 issues. Prudential has implemented procedures to assess the impact that Year 2000 issues may have on its investments as part of due diligence for proposed new investments, where appropriate, as well as their ongoing review of certain portfolio holdings. Any recommended actions with respect to particular investments the Company will consider the disclosed potential impact of Year 2000 on the issuer.

The Year 2000 costs allocated to Pruco Life to date are not material to its operations and financial position. Moreover, the forecasted Year 2000 allocated costs are not expected to have a material impact on Pruco Life's ability to meet its contractual commitments. The discussion of the Year 2000 issue herein, and in particular the Company's plans to remediate this issue and estimated costs thereof, are forward-looking in nature. See cautionary statement above relating to forward-looking statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The Company's exposure to market risks and the way these risks are managed, are summarized in Item 7a of the 1998 Form 10-K.

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PART II

Item 2. Changes in Securities and Use of Proceeds.

(d) Information required by Item 701(f) of Regulation S-K:

The information below pertains to modified guaranteed annuity contracts issued by the Company in two distinct variable annuity products, Discovery Preferred Variable Annuity and Discovery Select Variable Annuity. However, because the modified guaranteed annuity option of each of these products is identical, the Company has aggregated the registration of these securities.

(1) The original effective date of the Registration Statement of the Company for the Discovery Preferred Variable Annuity on Form S-1 was declared effective on November 27, 1995 (Registration No. 33-61143). The Discovery Select prospectus was added through filings under Rule 424 of the Securities Act of 1993. The registration statement continues to be effective through annual amendments, the most recent filed April 16, 1999 and declared effective April 30, 1999.

(2) Offering commenced immediately upon effectiveness of the registration statement.

(3) Not applicable.

(4) (i) The offering has not been terminated.

(ii) The managing underwriter of the offering is Prudential Investment Management Services LLC.

(iii) Market-Value Adjustment Annuity Contracts (also known as modified guaranteed annuity contracts).

(iv) Securities registered and sold for the account of the Company:

Amount registered*:	\$ 500,000,000
Aggregate price of the offering	
amount registered:	\$ 500,000,000
Amount sold*:	\$ 243,293,000
Aggregate offering price of amount	
sold to date:	\$ 243,293,000

* Securities not issued in predetermined units

No securities have been registered for the account of any selling security holder.

(v) Expenses associated with the issuance of the securities:

Underwriting discounts and	
commissions**	\$ 8,515,000
Other expenses**	\$ 11,938,000

Total	\$ 20,453,000

** Amounts are estimated and are paid to affiliated

parties.

- (vi) Net offering proceeds: \$ 222,840,000
- (vii) Not applicable.
- (viii) Not applicable.

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PART II

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

- 3(i)(a) The Articles of Incorporation of Pruco Life Insurance Company (as amended through October 19, 1993) are incorporated by reference to the initial Registration Statement on Form S-6 of Pruco Life Variable Appreciable Account as filed July 2, 1996, Registration No. 333-07451.
- 3(ii) By-Laws of Pruco Life Insurance Company (as amended through May 6, 1997) are incorporated by reference to Form 10-Q as filed by the Company on August 15, 1997.
- 4(a) Modified Guaranteed Annuity Contract is filed herewith (previously filed as an exhibit to the Company's Registration Statement on Form S-1 as filed November 2, 1990, Registration No. 33-37587).
- 4(b) Market-Value Adjustment Annuity Contract is incorporated by reference to the Company's registration statement on Form S-1, Registration No. 333-18053, as filed November 17, 1995.
- 27 Financial Data Schedule is filed herewith in accordance with EDGAR instructions.

(b) Reports on Form 8K

None

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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 of the undersigned, thereunto duly authorized.

PRUCO LIFE INSURANCE COMPANY
(Registrant)

Signature -----	Title -----	Date ----
/s/Esther H. Milnes ----- Esther H. Milnes	President and Director	November 15, 1999
/s/Dennis G. Sullivan ----- Dennis G. Sullivan	Principal Financial Officer and Chief Accounting Officer	November 15, 1999

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