SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
PRUDENTIAL FINANCIAL INC

(Last) (First) (Middle)
751 BROAD STREET

(Street)
NEWARK NJ 07102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PGIM Private Real Estate Fund, Inc. [NONE]

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
Director
X 10% Owner
Officer (give title below)
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class I Common Stock, par value $0.001 per share	09/28/2022		P		60,000	A	$25	161,000	I	See Footnote[1]
Class I Common Stock, par value $0.001 per share	10/11/2022		P		80,000	A	$25	241,000	I	See Footnote[1]
Class I Common Stock, par value $0.001 per share	10/27/2022		P		903,929.315	A	$25	1,144,929.315	I	See Footnote[1]
Class I Common Stock, par value $0.001 per share	11/23/2022		P		53,870.71	A	$25.06	1,198,800.025	I	See Footnote[1]
Class I Common Stock, par value $0.001 per share	11/30/2022		P		799,359.231	A	$24.97	1,998,159.256	I	See Footnote[1]

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person*
PRUDENTIAL FINANCIAL INC

(Last) (First) (Middle)
751 BROAD STREET

(Street)
NEWARK NJ 07102

(City) (State) (Zip)

1. Name and Address of Reporting Person*
PGIM Strategic Investments, Inc.

(Last) (First) (Middle)
655 BROAD STREET

(Street)
NEWARK NJ 07102

(City)	(State)	(Zip)

Explanation of Responses:

1. Reflects securities directly held by PGIM Strategic Investments, Inc., which is an indirect wholly owned subsidiary of Prudential Financial, Inc.

Remarks:

Exhibit 24.1: PGIM Strategic Investments, Inc. Power of Attorney

Prudential Financial, Inc., By: /s/ Andrew French, Name and Title: Andrew French, Signatory, Second Vice President	06/28/2023
PGIM Strategic Investments, Inc., By: /s/ Andrew French, Name and Title: POA for PGIM Strategic Investments, Inc.	06/28/2023
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Exhibit 24.1

Power of Attorney

PGIM Private Real Estate Fund, Inc.

The undersigned officer of PGIM Strategic Investments, Inc. hereby constitutes, appoints and authorizes each of, Claudia DiGiacomo, Debra Rubano, Melissa Gonzalez and Andrew French as true and lawful agents and attorneys-in-fact, to sign, execute and deliver Forms 3, 4 and 5, Schedules 13D and 13G and/or such other forms, as appropriate, to file the same, with all exhibits and amendments thereto, with the U.S. Securities and Exchange Commission (the "SEC") and the securities regulators of appropriate states and territories, and generally to do all such things in his name and behalf in connection therewith as said attorney-in-fact deems necessary or appropriate to comply with the provisions of the Securities Act of 1933, sections 13 and 16 of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, all related requirements of the SEC and all requirements of appropriate states and territories in connection with PGIM Strategic Investments, Inc.'s ownership of or transactions in securities of PGIM Private Real Estate Fund, Inc. (the "Company"). The undersigned does hereby give to said agents and attorneys-in-fact full power and authority to act in these premises, including, but not limited to, the power to appoint a substitute or substitutes to act hereunder with the same power and authority as said agents and attorneys-in-fact would have if personally acting. The undersigned does hereby approve, ratify and confirm all that said agents and attorneys-in- fact, or any substitute or substitutes, may do by virtue hereof. The Power of Attorney shall remain in full force and effect until PGIM Strategic Investments, Inc. is no longer required to file forms to comply with the provisions of the Securities Act of 1933, sections 13 and section 16 of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, all related requirements of the SEC and all requirements of appropriate states and territories in connection with PGIM Strategic Investments, Inc.'s ownership of or transactions in securities of the Company, unless earlier revoked in writing.

/s/ Armando M. Gamboa

Armando M. Gamboa, Assistant Secretary

Dated: June 13, 2023