

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>PGIM Strategic Investments, Inc.</u> (Last) (First) (Middle) <u>655 BROAD STREET</u> (Street) <u>NEWARK NJ 07102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PGIM Private Credit Fund [NONE]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/14/2023</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below) ☒ Form filed by More than One Reporting Person
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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 D Common Stock, par value \$0.001 per share	07/14/2023 ⁽¹⁾		P		381.679	A	\$26.2	381.679	I	See Footnote ⁽²⁾
Class S Common Stock, par value \$0.001 per share	07/14/2023 ⁽¹⁾		P		381.679	A	\$26.2	381.679	I	See Footnote ⁽²⁾

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person* <u>PGIM Strategic Investments, Inc.</u> (Last) (First) (Middle) <u>655 BROAD STREET</u> (Street) <u>NEWARK NJ 07102</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>PRUDENTIAL FINANCIAL INC</u> (Last) (First) (Middle) <u>751 BROAD STREET</u> (Street) <u>NEWARK NJ 07102</u> (City) (State) (Zip)
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Explanation of Responses:

1. On July 3, 2023, PGIM Strategic Investments, Inc.'s subscription to purchase Class D Common Shares and Class S Common Shares was accepted. On July 14, 2023, the number of shares being purchased by PGIM Strategic Investments, Inc. was fixed when the purchase price per share was determined by the Issuer.

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

<u>Prudential Financial, Inc., /s/</u> <u>Andrew French, By: Andrew</u> <u>French, Title: Second Vice</u> <u>President</u> <u>PGIM Strategic Investments, Inc.,</u> <u>/s/ Andrew French, By: Andrew</u> <u>French, Title: Attorney-in-Fact</u> ** Signature of Reporting Person	<u>07/18/2023</u> <u>07/18/2023</u> Date
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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.