

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
<u>PGIM Strategic Investments, Inc.</u>			<u>PGIM Private Real Estate Fund, Inc.</u> [NONE]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Director ☒ 10% Owner	
655 BROAD STREET			09/29/2023		Officer (give title below) Other (specify below)	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		Form filed by One Reporting Person	
NEWARK NJ 07102					☒ Form filed by More than One Reporting Person	
(City) (State) (Zip)						

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	09/29/2023		P		1,135,115.342	A	\$27.31	3,133,274.598	I	See Footnote ⁽¹⁾
Class I Common Stock, par value \$0.001 per share	11/01/2023		J ⁽²⁾		3,133,274.598	D	⁽²⁾	0	I	See Footnote ⁽¹⁾ ⁽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					

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

2. On November 1, 2023, in connection with an internal restructuring of its investment, PGIM Strategic Investments, Inc., an indirect wholly owned subsidiary of Prudential Financial, Inc. transferred 3,133,274.598 shares of Class I Common Stock, par value \$0.001 per share to The Prudential Insurance Company of America for no consideration.

PGIM Strategic Investments, Inc.,
By: /s/ Andrew French, By: 03/14/2024
Andrew French, Title: Attorney-in-
Fact
Prudential Financial, Inc., By: /s/
Andrew French, Name and Title: 03/14/2024
Andrew French, Signatory, Second
Vice President

** 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.