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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>PRUCO LIFE INSURANCE CO</u> (Last) (First) (Middle) <u>213 WASHINGTON STREET</u> (Street) <u>NEWARK NJ 07102</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/23/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>PGIM Private Real Estate Fund, Inc. [NONE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
			6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class I common stock, par val \$0.001</u>	<u>4,854,110.272</u>	<u>I</u>	<u>See Footnote⁽¹⁾</u>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Reflects securities directly held by Pruco Life Insurance Company, which is a wholly owned subsidiary of The Prudential Insurance Company of America, which in turn is a wholly owned subsidiary of Prudential Financial, Inc. On December 23, 2024, in connection with an internal restructuring of its investment The Prudential Insurance Company of America transferred 4,854,110.272 shares of Class I common stock to Pruco Life Insurance Company for no consideration.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney.

Pruco Life Insurance Company,
By: /s/ Andrew French, Name: 12/27/2024
Andrew French, Title: Attorney-in-
Fact

** 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 5 (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.

Dated: December 23, 2024