SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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*
PRUCO LIFE INSURANCE CO
(Last) (First) (Middle)
213 WASHINGTON STREET
(Street)
NEWARK NJ 07102
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/23/2024

3. Issuer Name **and** Ticker or Trading Symbol
PGIM Private Credit Fund [NONE]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
X 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)
X 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)
Class I common shares of beneficial interest, par val $0.001	4,763,086.192	I	See Footnote[1]

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 4,763,086.192 Class I common shares of beneficial interest 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: Andrew French, Title: Attorney-in-Fact 12/27/2024

** 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.

Exhibit 24.1

Power of Attorney
PGIM Private Credit Fund

The undersigned officer of Pruco Life Insurance Company hereby constitutes, appoints and authorizes each of, Claudia DiGiacomo, Debra Rubano, George Hoyt, Devan Goolsby, 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 her 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, as amended (the "Securities Act"), sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Investment Company Act of 1940, as amended (the "Investment Company Act"), all related requirements of the SEC and all requirements of appropriate states and territories in connection with Pruco Life Insurance Company ownership of or transactions in securities of PGIM Private Credit Fund (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 "Power of Attorney"). 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 Pruco Life Insurance Company is no longer required to file forms to comply with the provisions of the Securities Act, sections 13 and 16 of the Exchange Act and the Investment Company Act, all related requirements of the SEC and all requirements of appropriate states and territories in connection with Pruco Life Insurance Company ownership of or transactions in securities of the Company, unless earlier revoked in writing.

/s/ Susanna Davi
Susanna Davi, Assistant Treasurer

Dated: December 23, 2024