
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 18, 2009

PRUDENTIAL FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

New Jersey
**(State or other jurisdiction
of incorporation)**

001-16707
**(Commission File
Number)**

22-3703799
**(I.R.S. Employer
Identification No.)**

751 Broad Street
Newark, New Jersey 07102
(Address of principal executive offices and zip code)

(973) 802-6000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The response to Item 8.01 is hereby incorporated into this Item 2.03.

Item 3.02 Unregistered Sales of Equity Securities.

The response to Item 8.01 is hereby incorporated into this Item 3.02. The Surplus Notes referred to in the response to Item 8.01 are exchangeable for shares of Common Stock, as described in such response.

Item 8.01 Other Events.

On September 18, 2009, The Prudential Insurance Company of America (“PICA”), an indirect wholly-owned subsidiary of Prudential Financial, Inc. (“PFI”), completed the issuance and sale of \$500 million principal amount of exchangeable surplus notes due September 18, 2019 (the “Surplus Notes”) to Nippon Life Insurance Company (“Nippon Life”). The Surplus Notes are exchangeable, at the option of the noteholders, in whole but not in part, for shares of PFI common stock, beginning on the fifth anniversary of the issuance of the Surplus Notes, or, earlier, upon a fundamental business combination involving PFI or in the event of a continuing payment default. Additional information regarding the terms of the Surplus Notes, were provided in Item 8.01 of PFI’s Current Report on Form 8-K (File number 001-16707) filed with the Securities and Exchange Commission on September 16, 2009.

The Surplus Notes have not been registered under the Securities Act of 1933 and are being issued and sold to Nippon Life in a private placement pursuant to Section 4(2) thereof.

On September 18, 2009, PFI issued a news release announcing the completion of the sale of the Surplus Notes to Nippon Life. A copy of the news release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	
<u>No.</u>	<u>Description</u>
99.1	News release, dated September 18, 2009, of Prudential Financial, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 18, 2009

PRUDENTIAL FINANCIAL, INC.

By: /s/ John M. Cafiero

Name: John M. Cafiero

Title: Vice President and Assistant Secretary

Exhibit Index**Exhibit****No.****Description**

99.1	News release, dated September 18, 2009, of Prudential Financial, Inc.
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News Release



Prudential Financial, Inc.
751 Broad Street
Newark, NJ 07102-3777
www.prudential.com

For Immediate Release

September 18, 2009

Contact: Bob DeFillippo

(973) 802-4149

Prudential Financial, Inc. Announces Completion of Investment by Nippon Life Insurance Company

NEWARK, N.J. – Prudential Financial, Inc. (NYSE: PRU) announced today the completion of the previously announced sale by The Prudential Insurance Company of America of a \$500 million 10-year exchangeable surplus note to Nippon Life Insurance Company. Under the terms of the transaction, Nippon Life can exchange the surplus note for shares of Prudential Financial common stock at any time, at Nippon Life's option, beginning on the fifth anniversary of issuance of the note.

About Nippon Life Insurance Company

Nippon Life provides a broad array of products including whole life, medical, nursing coverage and annuities for more than 10 million individuals, as well as group insurance products for more than 230,000 corporate clients in Japan. As the world's largest mutual life insurance company with a formidable capital base, Nippon Life focuses on constantly serving the best interest of its customers by providing "consistent protection" and "superior services" over the long term. At the end of FY2008, Nippon Life had total assets of JPY46 trillion (USD\$467 billion) and total revenues of JPY6.6 trillion (USD\$67 billion). For more information, visit www.nissay.co.jp/okofficial/english.

About Prudential Financial, Inc.

Prudential Financial, Inc. (NYSE: PRU), a financial services leader with approximately \$580 billion of assets under management as of June 30, 2009, has operations in the United States, Asia, Europe, and Latin America. Leveraging its heritage of life insurance and asset management

(more)

expertise, Prudential is focused on helping approximately 50 million individual and institutional customers grow and protect their wealth. The company's well-known Rock symbol is an icon of strength, stability, expertise and innovation that has stood the test of time. Prudential's businesses offer a variety of products and services, including life insurance, annuities, retirement-related services, mutual funds, investment management, and real estate services. For more information, please visit <http://www.news.prudential.com>.

