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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): May 14, 2013**

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**PRUDENTIAL FINANCIAL, INC.**  
(Exact name of registrant as specified in its charter)

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**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)

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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 5.07 Submission of Matters to a Vote of Security Holders**

The Company's Annual Meeting of Shareholders was held on May 14, 2013. Shareholders voted as follows on the matters presented for a vote.

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**1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:**

| <u>Nominee</u>           | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--------------------------|------------------|----------------------|--------------------|-------------------------|
| Thomas J. Baltimore, Jr. | 284,861,793      | 7,026,677            | 1,755,575          | 32,761,176              |
| Gordon M. Bethune        | 278,114,600      | 13,807,380           | 1,722,986          | 32,761,176              |
| Gaston Caperton          | 289,263,740      | 2,679,564            | 1,700,541          | 32,761,176              |
| Gilbert F. Casellas      | 287,976,779      | 3,918,765            | 1,748,472          | 32,761,176              |
| James G. Cullen          | 274,566,725      | 17,378,164           | 1,698,651          | 32,761,176              |
| William H. Gray III      | 287,158,194      | 4,748,255            | 1,736,858          | 32,761,176              |
| Mark B. Grier            | 288,271,802      | 3,776,471            | 1,594,625          | 32,761,176              |
| Constance J. Horner      | 274,989,694      | 16,968,458           | 1,684,423          | 32,761,176              |
| Martina Hund-Mejean      | 289,948,885      | 2,038,528            | 1,654,711          | 32,761,176              |
| Karl J. Krapek           | 289,528,373      | 2,342,293            | 1,774,303          | 32,761,176              |
| Christine A. Poon        | 289,930,335      | 2,068,552            | 1,644,601          | 32,761,176              |
| John R. Strangfeld       | 284,192,269      | 6,438,062            | 3,013,371          | 32,761,176              |
| James A. Unruh           | 287,525,648      | 4,355,520            | 1,763,589          | 32,761,176              |

**2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2013 was approved based upon the following votes:**

Votes for approval: 320,275,300

Votes against: 3,610,024

Abstentions: 2,519,686

There were no broker non-votes for this item.

**3. The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers was approved based upon the following votes:**

Votes for approval: 226,256,366

Votes against: 64,441,937

Abstentions: 2,945,216

Broker non-votes: 32,761,176

**4. The shareholder proposal regarding written consent by shareholders was not approved based upon the following votes:**

Votes for approval: 77,841,557

Votes against: 210,927,973

Abstentions: 4,871,995

Broker non-votes: 32,761,176

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**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: May 14, 2013

PRUDENTIAL FINANCIAL, INC.

By: /s/ Margaret M. Foran

Name: Margaret M. Foran

Title: Chief Governance Officer,  
Vice President and Corporate Secretary