
**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): May 15, 2014

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))
-
-

Item 9.01 Financial Statements and Exhibits.

Exhibits are filed herewith in connection with the issuance by Prudential Financial, Inc. (the “Company”), on May 15, 2014, of \$700 million aggregate principal amount of 3.500% Medium-Term Notes, Series D, due May 15, 2024 and \$500 million aggregate principal amount of 4.600% Medium-Term Notes, Series D, due May 15, 2044, pursuant to the Company’s automatic shelf registration statement on Form S-3 (No. 333-180020, 333-180020-01 and 333-180020-02) (the “Registration Statement”).

(d) Exhibits.

The following exhibits are incorporated by reference into the Registration Statement as exhibits thereto and are filed as part of this Current Report:

- 5.1 Opinion of Brian J. Morris.
- 23.1 Consent of Brian J. Morris (included in Exhibit 5.1).

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 15, 2014

PRUDENTIAL FINANCIAL, INC.

By: /s/ John M. Cafiero

Name: John M. Cafiero

Title: Vice President and Assistant Secretary

Exhibit Index

- | | |
|------|---|
| 5.1 | Opinion of Brian J. Morris. |
| 23.1 | Consent of Brian J. Morris (included in Exhibit 5.1). |

May 15, 2014

Prudential Financial, Inc.
751 Broad Street
Newark, New Jersey 07102

Ladies and Gentlemen:

As Vice President and Chief Corporate Finance Counsel of The Prudential Insurance Company of America, I am familiar with the arrangements whereby Prudential Financial, Inc., a New Jersey corporation (the “Company”), has been authorized to issue and sell (a) \$700,000,000 aggregate principal amount of 3.500% Medium-Term Notes, Series D, due May 15, 2024 (“2024 Notes”) and (b) \$500,000,000 aggregate principal amount of 4.600% Medium-Term Notes, Series D, due May 15, 2044 (the “2044 Notes” and, together with the 2024 Notes, the “Notes”) pursuant to the Company’s Registration Statement on Form S-3 (File Nos. 333-180020, 333-180020-01 and 333-180020-02) (the “Registration Statement”) filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”). The Notes are being issued under the Company’s Senior Debt Securities Indenture (as amended, the “Indenture”), dated as of April 25, 2003, between the Company and The Bank of New York Mellon (formerly known as The Bank of New York) (as successor to JPMorgan Chase Bank, N.A.), as trustee (the “Trustee”).

I have examined or caused to be examined under my direction certificates of public officials, and copies, certified or otherwise identified to my satisfaction, of such corporate documents and records of the Company, and such other records, certificates, documents and other instruments, as I have deemed relevant and necessary or appropriate as a basis for this opinion. In addition, I have consulted with certain attorneys in the Company’s Law Department and have relied, to the extent I deemed such reliance proper, upon certificates of officers of the Company with respect to the accuracy of material factual matters that were not independently established.

Upon the basis of such examination, I advise you that, in my opinion:

The issuance and sale of the Notes have been authorized by the Company. The Notes have been duly executed and delivered by the Company and constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or other similar laws relating to or affecting enforcement of creditors’ rights generally or by general equitable principles (regardless of whether such enforceability is considered in a proceeding in equity or at law).

The foregoing opinion is limited to the federal laws of the United States, the laws of the State of New Jersey and the laws of the State of New York, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

As to certain factual matters, I have relied upon certificates of officers of the Company and its subsidiaries and certificates of public officials and other sources believed by me to be responsible; and I have assumed that the Indenture has been duly authorized, executed and delivered by the Trustee, that the Trustee's certificates of authentication of the Notes have been manually signed by one of the Trustee's authorized officers, that the Notes have been delivered against payment as contemplated in the Registration Statement and that the signatures on all documents examined by me (or members of the Company's Law Department) are genuine (assumptions that I have not independently verified).

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Brian J. Morris
Brian J. Morris