

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

Prudential Financial, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Video Message to Shareholders
Karl J. Krapek, Lead Independent Director, Prudential Financial, Inc.
Transcript

March 22, 2016

Introduction

Hello. I'm Karl Krapek, lead independent director of Prudential Financial's board. This is my second video release, an initiative which we started last year to share the Board's views about issues of great importance to our shareholders.

I'd like to start by offering some insight into my history on Prudential's Board, which I joined 12 years ago. Before joining this Board, I held a number of senior roles at United Technologies for 20 years, including president and chief operating officer.

I joined Prudential's Board because I share many of the same values so important to the company, such as:

A steadfast commitment to integrity, which is our solemn promise in every aspect of how we operate;

A commitment to social responsibility, which I personally demonstrate by volunteering with a number of organizations that provide support and opportunities for young people;

A commitment to creating value through long-term strategic thinking;

And...

The belief that developing the best leadership is key to the company's ability to compete effectively.

Board Oversight

The Board has overseen Prudential through a number of business, economic, and regulatory cycles. As always, with change, there are opportunities. Through Board oversight, we monitor the evolving environment, executing on our strategy to move the organization ahead, and supporting management in seizing opportunities to innovate and emerge even stronger. Each experience has enabled us to identify ways to fortify our competitive position and operational strength.

We are pleased that Prudential is operating from a position of strength. The composition and quality of our business mix is carefully structured. We manage our businesses to generate value for all stakeholders through a steadfast focus on prudent execution. This approach has enabled the company to return capital to shareholders consistently and in a disciplined manner while continuing to support growth initiatives in our businesses.

Your Board of Directors takes its role as stewards of your company very seriously. Our commitment to good governance is at the core of our ability to maintain independence of thought and action. In addition, our proactive approach to shareholder engagement helps us stay informed and responsive to investors' concerns.

Succession Planning

Like you, we want the right directors with the right skills to oversee our company's long-term strategy and risks. We regularly evaluate our directors' skills, and identify new candidates based on the insights and knowledge they could bring. Each potential new director is measured against a range of qualifications including industry, financial, risk, and business experience.

In 2016, we welcomed several new directors, as some of our long-tenured directors will leave the board at the end of their terms. We chose the new directors because they possess skills that are complementary to our industry, the regulatory environment, and our company's risk profile. You can learn more about our prospective board members from our proxy statement.

Closing Remarks

I hope this video gives you additional perspective about our Board. I know I speak for all of Prudential's directors when I say that we are committed to working on your behalf to achieve long-term value for our company. Thank you for your continued support of our management and Board leadership.