# 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 19, 2018**

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

| New Jersey | 001-16707 | 22-3703799 |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (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:

☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 19, 2018 Prudential Financial, Inc. ("Prudential" or the "Company") announced that the Board of Directors (the "Board") has named Scott G. Sleyster as the Company's next Executive Vice President and Chief Operating Officer, International Businesses of Prudential effective December 1, 2018. Mr. Sleyster, 58, who has served as the Senior Vice President and Chief Investment Officer of Prudential since 2012, will succeed Charles F. Lowrey, who will become the Company's next Chief Executive Officer effective December 1, 2018 as previously announced.

The Board also announced that Kenneth Y. Tanji, Senior Vice President and Treasurer since 2013, has been named Executive Vice President and Chief Financial Officer of the Company effective December 1, 2018. Mr. Tanji, 52, will succeed Robert M. Falzon, who will become the Company's next Vice Chairman effective December 1, 2018 as previously announced.

In connection with the above succession planning changes, the Board took the following compensation actions:

Mr. Sleyster

(1) Effective December 1, 2018, increased Mr. Sleyster's salary to $700,000; (2) Set his target annual incentive for 2019 at $2,500,000; and (3) Set his target-long term incentive in February 2019 at $3,800,000, for a target total compensation of $7,000,000.

Mr. Tanji

(1) Effective December 1, 2018, increased Mr. Tanji's salary to $600,000; (2) Set his target annual incentive for 2019 at $1,800,000; and (3) Set his target long-term incentive in February 2019 at $2,600,000, for a target total compensation of $5,000,000.

**Item 7.01 Regulation FD Disclosure.**

A copy of the Company's news release relating to today's announcement is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

| Exhibit No. | Description |
|---|---|
| 99.1 | News release, dated September 19, 2018 (furnished and not filed). |

## 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 19, 2018

PRUDENTIAL FINANCIAL, INC.

By: /s/ Margaret M. Foran

Name: Margaret M. Foran

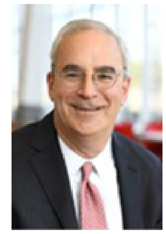
Title: Chief Governance Officer, Senior Vice President and Corporate Secretary

# NEWS RELEASE

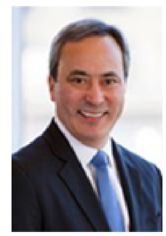
# Prudential Financial announces additional appointments as part of leadership succession plan

***Scott Sleyster appointed EVP and Head of International Businesses***
***Ken Tanji appointed EVP and Chief Financial Officer***

**NEWARK, N.J., September 19, 2018—**Prudential Financial, Inc. (NYSE:PRU) today announced that its Board of Directors has approved the appointment of Scott Sleyster to executive vice president and chief operating officer, International Businesses of Prudential, and Ken Tanji to executive vice president and chief financial officer. These appointments follow the Prudential leadership succession plan announced last week.


Scott Sleyster

Sleyster, who has served as senior vice president and chief investment officer since 2012, will report to Charles Lowrey, the Prudential CEO and chairman-elect, in his new role. Sleyster previously served as head of Prudential's Full-Service Retirement business, president of Prudential's Guaranteed Products business, and chief financial officer of Prudential's Employee Benefits Division, and other leadership roles during his 31-year tenure with the company.

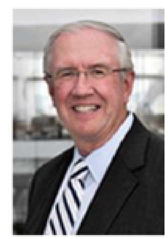

Ken Tanji

Tanji, who has served as senior vice president and treasurer since 2013, will report to vice chairman Robert Falzon. Before becoming treasurer, Tanji served as chief financial officer of Prudential's International Businesses. In his 30-year tenure with the company, he has held a variety of finance leadership positions, including within Prudential Annuities, Prudential Investment Management (now PGIM) and Prudential Securities.

Sleyster and Tanji will join the Prudential executive leadership team as executive officers.

Said CEO and chairman-elect Charles Lowrey, "Scott and Ken bring an important mix of investing, finance and market acumen, as well as global perspective, to the executive leadership team."

"This next phase of leadership appointments underscores the depth and strength of our talent, as well as the thoughtful approach we are taking to succession," said Vice Chairman Mark Grier.


Timothy Schmidt

Additionally, Timothy Schmidt, Prudential's head of Global Portfolio Management, will be elevated to chief investment officer, reporting to Robert Falzon. He has served for eight years in leadership positions within Prudential's Chief Investment Office and previously served as CFO of MetLife's Individual Business.

Nandini Mongia, currently CFO of Prudential Retirement, will be elevated to Prudential's treasurer, reporting to Ken Tanji. Prior to joining Prudential in 2017, Mongia was an investment banker at firms including Deutsche Bank and Credit Suisse, and previously served in business planning and management consulting roles.

All roles will be effective **December 1, 2018.**


Nandini Mongia

**About Prudential**

Prudential Financial, Inc. (NYSE:PRU), a financial services leader with more than $1 trillion of assets under management as of June 30, 2018, has operations in the United States, Asia, Europe and Latin America. Prudential's diverse and talented employees are committed to helping individual and institutional customers grow and protect their wealth through a variety of products and services, including life insurance, annuities, retirement-related services, mutual funds and investment management. In the U.S., Prudential's iconic Rock symbol has stood for strength, stability, expertise and innovation for more than a century. For more information, please visit www.news.prudential.com.

Prudential

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