

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

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

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

Prudential Plaza
751 Broad Street
Newark, New Jersey 07102
(973) 802-6000
(Address, including Zip Code, of Principal Executive Office)

THE PRUDENTIAL FINANCIAL, INC. 2016 OMNIBUS INCENTIVE PLAN
(Full title of the plan)

Margaret M. Foran
Chief Governance Officer, Senior Vice President and Corporate Secretary
Prudential Financial, Inc.
Prudential Plaza
751 Broad Street
Newark, New Jersey 07102
(973) 802-7001
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐
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 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	716,767 (1)(2)	\$68.34 (3)	\$48,983,857 (3)	\$6,358.10

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional securities that may from time to time be offered or issued in respect of the securities registered by this registration statement to prevent dilution as a result of any stock dividend, stock split, recapitalization or other similar transaction, and any other securities with respect to which the outstanding shares are converted or exchanged. A registration statement on Form S-8 has been filed previously on May 10, 2016 (Registration No. 333-211268), covering 28,000,000 shares of common stock.
- (2) Represents awards issued in connection with the assumption of outstanding awards of an entity acquired in a corporate transaction, as permitted pursuant to Section 5.7 of the Registrant’s 2016 Omnibus Incentive Plan.
- (3) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the common stock, par value \$0.01, of Prudential Financial, Inc. on the New York Stock Exchange on September 9, 2020.

EXPLANATORY NOTE
REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

A registration statements on Form S-8 was filed by Prudential Financial, Inc. (the “Registrant” or the “Company”) with the Securities and Exchange Commission (the “Commission”) on May 10, 2016 (Registration No. 333-211268) (the “Prior Registration Statement”) to register under the Securities Act of 1933, as amended (the “Securities Act”), up to 28,000,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”) issuable to eligible participants under the Prudential Financial, Inc. 2016 Omnibus Incentive Plan (the “2016 Plan”).

This Registration Statement on Form S-8 (this “Registration Statement”) has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 under the Securities Act to register an additional 716,767 shares of Common Stock issuable under the Plan from time to time. The additional shares to be registered by this Registration Statement are of the same class as those securities covered by the Prior Registration Statement. This Registration Statement incorporates by reference the contents of the Prior Registration Statement to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein.

Part II

Information Required in the Registration Statement

Item 3. Incorporation of Certain Documents by Reference.

The following documents previously filed with the Securities Exchange Commission (the “Commission”) by the Company pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference as of their respective dates of filing (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Exchange Act):

- (1) the Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2019 filed with the Commission on February 14, 2020 (File No. 001-16707) (the “Form 10-K”);
- (2) the Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020 filed with the Commission on [May 8, 2020](#), and June 30, 2020 filed with the Commission on [August 6, 2020](#) (File No. 001-16707)
- (3) the Company’s Current Reports on Form 8-K filed with the Commission on [February 11, 2020](#), [April 10, 2020](#), [May 13, 2020](#), [May 22, 2020](#), [August 21, 2020](#), [August 31, 2020](#), and [September 10, 2020](#) (File No. 001-16707);
- (4) all other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act, as amended, since December 31, 2019; and
- (5) the description of the Company’s common stock, which is filed as [Exhibit 4.3](#) to the Form 10-K, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicate that all securities offered hereby have been sold or that deregister all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

A list of Exhibits filed herewith is contained on the Index to Exhibits and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of New Jersey, on September 11, 2020.

PRUDENTIAL FINANCIAL, INC.

By: /s/ Margaret M. Foran

Name: Margaret M. Foran

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/S/ CHARLES F. LOWREY</u> Charles F. Lowrey	Chairman, Chief Executive Officer, President and Director (Principal Executive Officer)	September 11, 2020
<u>/S/ KENNETH Y. TANJI</u> Kenneth Y. Tanji	Chief Financial Officer (Principal Financial Officer)	September 11, 2020
<u>/S/ ROBERT D. AXEL</u> Robert D. Axel	Senior Vice President and Controller (Principal Accounting Officer)	September 11, 2020
<u>THOMAS J. BALTIMORE, JR.*</u> Thomas J. Baltimore, Jr.	Director	September 11, 2020
<u>GILBERT F. CASELLAS*</u> Gilbert F. Casellas	Director	September 11, 2020
<u>ROBERT M. FALZON*</u> Robert M. Falzon	Director	September 11, 2020
<u>MARTINA HUND-MEJEAN*</u> Martina Hund-Mejean	Director	September 11, 2020
<u>KARL J. KRAPEK*</u> Karl J. Krapek	Director	September 11, 2020
<u>PETER R. LIGHTE*</u> Peter R. Lighte	Director	September 11, 2020
<u>GEORGE PAZ*</u> George Paz	Director	September 11, 2020
<u>SANDRA PIANALTO*</u> Sandra Pianalto	Director	September 11, 2020
<u>CHRISTINE A. POON*</u> Christine A. Poon	Director	September 11, 2020
<u>DOUGLAS A. SCOVANNER*</u> Douglas A. Scovanner	Director	September 11, 2020
<u>MICHAEL A. TODMAN*</u> Michael A. Todman	Director	September 11, 2020

By:* /s/ BRIAN P. SPITSER
Brian P. Spitsner, as attorney-in-fact

INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8

Exhibits

- 4.1 [Amended and Restated Certificate of Incorporation of Prudential Financial, Inc. \(incorporated by reference to Exhibit 3.1 to the Registrant's January 22, 2015 Current Report on Form 8-K\).](#)
- 4.2 [Amended and Restated By-laws of Prudential Financial, Inc. \(incorporated by reference to Exhibit 3.1 to the Registrant's September 10, 2020 Current Report on Form 8-K\).](#)
- 5.1 [Opinion of John M. Cafiero \(filed herewith\).](#)
- 23.1 [Consent of PricewaterhouseCoopers LLP \(filed herewith\).](#)
- 23.2 [Consent of John M. Cafiero \(included in Exhibit 5.1\).](#)
- 24.1 [Powers of Attorney.](#)
- 99.1 [Prudential Financial, Inc. 2016 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.21 to the Registrant's December 31, 2017 Annual Report on Form 10-K\).](#)

September 11, 2020

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

Re: Prudential Financial, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

I am a Vice President and Corporate Counsel of Prudential Financial, Inc. (the "Company"). I have examined the Registration Statement on Form S-8 (the "Registration Statement") of the Company, a New Jersey corporation, to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 716,767 shares of the Company's common stock, par value \$0.01 per share (the "Shares"). The Shares subject to the Registration Statement are to be issued under the Prudential Financial, Inc. 2016 Omnibus Incentive Plan (the "Plan").

In arriving at the opinion expressed below, I have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of public officials and such other documents as I have deemed relevant and necessary as the basis for the opinions set forth below. In my examination, I have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to me as originals and the conformity to original documents of all documents submitted to me as copies.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated herein and in reliance on statements of fact contained in the documents that I have examined, I am of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, will be validly issued, fully paid and non-assessable.

This opinion is limited to the effect of the current state of the New Jersey Business Corporation Act and the facts as they currently exist. I assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretation thereof or such facts.

I consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ John M. Cafiero

John M. Cafiero

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Prudential Financial, Inc. of our report dated February 14, 2020, relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in Prudential Financial, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP
New York, NY
September 11, 2020

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the individuals whose signatures appear below constitutes and appoints John M. Cafiero, Margaret M. Foran, and Brian P. Spitzer (for so long as each individual is an employee of Prudential Financial, Inc. or an affiliate of Prudential Financial, Inc.) and each of them, his or her true and lawful attorney-in-fact and agent, with full and several powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to do or cause to be done any and all acts and things and to execute any and all instruments and documents which said attorney-in-fact and agent may deem advisable or necessary to enable the Company to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration and offering of shares on signed Registration statements on Form S-8, including specifically, but not limiting the generality of the foregoing power and authority to sign such Registration Statements in the name and on behalf of the undersigned as a director or officer of the Company, subsequent Registration Statements under Rule 462(b) of the Securities Act of Prudential Financial, Inc. and any and all amendments (including post-effective amendments) to any such Registration Statements, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ Thomas J. Baltimore

Thomas J. Baltimore

Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the individuals whose signatures appear below constitutes and appoints John M. Cafiero, Margaret M. Foran, and Brian P. Spitzer (for so long as each individual is an employee of Prudential Financial, Inc. or an affiliate of Prudential Financial, Inc.) and each of them, his or her true and lawful attorney-in-fact and agent, with full and several powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to do or cause to be done any and all acts and things and to execute any and all instruments and documents which said attorney-in-fact and agent may deem advisable or necessary to enable the Company to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration and offering of shares on signed Registration statements on Form S-8, including specifically, but not limiting the generality of the foregoing power and authority to sign such Registration Statements in the name and on behalf of the undersigned as a director or officer of the Company, subsequent Registration Statements under Rule 462(b) of the Securities Act of Prudential Financial, Inc. and any and all amendments (including post-effective amendments) to any such Registration Statements, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ Gilbert F. Casellas

Gilbert F. Casellas
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the individuals whose signatures appear below constitutes and appoints John M. Cafiero, Margaret M. Foran, and Brian P. Spitzer (for so long as each individual is an employee of Prudential Financial, Inc. or an affiliate of Prudential Financial, Inc.) and each of them, his or her true and lawful attorney-in-fact and agent, with full and several powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to do or cause to be done any and all acts and things and to execute any and all instruments and documents which said attorney-in-fact and agent may deem advisable or necessary to enable the Company to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration and offering of shares on signed Registration statements on Form S-8, including specifically, but not limiting the generality of the foregoing power and authority to sign such Registration Statements in the name and on behalf of the undersigned as a director or officer of the Company, subsequent Registration Statements under Rule 462(b) of the Securities Act of Prudential Financial, Inc. and any and all amendments (including post-effective amendments) to any such Registration Statements, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ Robert M. Falzon

Robert M. Falzon
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the individuals whose signatures appear below constitutes and appoints John M. Cafiero, Margaret M. Foran, and Brian P. Spitzer (for so long as each individual is an employee of Prudential Financial, Inc. or an affiliate of Prudential Financial, Inc.) and each of them, his or her true and lawful attorney-in-fact and agent, with full and several powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to do or cause to be done any and all acts and things and to execute any and all instruments and documents which said attorney-in-fact and agent may deem advisable or necessary to enable the Company to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration and offering of shares on signed Registration statements on Form S-8, including specifically, but not limiting the generality of the foregoing power and authority to sign such Registration Statements in the name and on behalf of the undersigned as a director or officer of the Company, subsequent Registration Statements under Rule 462(b) of the Securities Act of Prudential Financial, Inc. and any and all amendments (including post-effective amendments) to any such Registration Statements, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ Martina Hund-Mejean

Martina Hund-Mejean

Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ Karl J. Krapek

Karl J. Krapek
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the individuals whose signatures appear below constitutes and appoints John M. Cafiero, Margaret M. Foran, and Brian P. Spitzer (for so long as each individual is an employee of Prudential Financial, Inc. or an affiliate of Prudential Financial, Inc.) and each of them, his or her true and lawful attorney-in-fact and agent, with full and several powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to do or cause to be done any and all acts and things and to execute any and all instruments and documents which said attorney-in-fact and agent may deem advisable or necessary to enable the Company to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration and offering of shares on signed Registration statements on Form S-8, including specifically, but not limiting the generality of the foregoing power and authority to sign such Registration Statements in the name and on behalf of the undersigned as a director or officer of the Company, subsequent Registration Statements under Rule 462(b) of the Securities Act of Prudential Financial, Inc. and any and all amendments (including post-effective amendments) to any such Registration Statements, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of September, 2020.

/s/ Peter R. Lighte

Peter R. Lighte
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the individuals whose signatures appear below constitutes and appoints John M. Cafiero, Margaret M. Foran, and Brian P. Spitzer (for so long as each individual is an employee of Prudential Financial, Inc. or an affiliate of Prudential Financial, Inc.) and each of them, his or her true and lawful attorney-in-fact and agent, with full and several powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to do or cause to be done any and all acts and things and to execute any and all instruments and documents which said attorney-in-fact and agent may deem advisable or necessary to enable the Company to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration and offering of shares on signed Registration statements on Form S-8, including specifically, but not limiting the generality of the foregoing power and authority to sign such Registration Statements in the name and on behalf of the undersigned as a director or officer of the Company, subsequent Registration Statements under Rule 462(b) of the Securities Act of Prudential Financial, Inc. and any and all amendments (including post-effective amendments) to any such Registration Statements, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ Charles F. Lowrey

Charles F. Lowrey
Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ George Paz

George Paz

Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ Sandra Pianalto

Sandra Pianalto
Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ Christine A. Poon

Christine A. Poon
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the individuals whose signatures appear below constitutes and appoints John M. Cafiero, Margaret M. Foran, and Brian P. Spitzer (for so long as each individual is an employee of Prudential Financial, Inc. or an affiliate of Prudential Financial, Inc.) and each of them, his or her true and lawful attorney-in-fact and agent, with full and several powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to do or cause to be done any and all acts and things and to execute any and all instruments and documents which said attorney-in-fact and agent may deem advisable or necessary to enable the Company to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration and offering of shares on signed Registration statements on Form S-8, including specifically, but not limiting the generality of the foregoing power and authority to sign such Registration Statements in the name and on behalf of the undersigned as a director or officer of the Company, subsequent Registration Statements under Rule 462(b) of the Securities Act of Prudential Financial, Inc. and any and all amendments (including post-effective amendments) to any such Registration Statements, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ Douglas A. Scovanner

Douglas A. Scovanner
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the individuals whose signatures appear below constitutes and appoints John M. Cafiero, Margaret M. Foran, and Brian P. Spitzer (for so long as each individual is an employee of Prudential Financial, Inc. or an affiliate of Prudential Financial, Inc.) and each of them, his or her true and lawful attorney-in-fact and agent, with full and several powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to do or cause to be done any and all acts and things and to execute any and all instruments and documents which said attorney-in-fact and agent may deem advisable or necessary to enable the Company to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration and offering of shares on signed Registration statements on Form S-8, including specifically, but not limiting the generality of the foregoing power and authority to sign such Registration Statements in the name and on behalf of the undersigned as a director or officer of the Company, subsequent Registration Statements under Rule 462(b) of the Securities Act of Prudential Financial, Inc. and any and all amendments (including post-effective amendments) to any such Registration Statements, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of June, 2020.

/s/ Michael A. Todman

Michael A. Todman
Director