

**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:



PRUDENTIAL FINANCIAL INC.

Supplement to 2021 Proxy Statement

April 19, 2021

This Supplement amends and supplements the 2021 Proxy Statement of Prudential Financial, Inc. (the “Company”), dated March 25, 2021, provided to shareholders in connection with the Company’s 2021 Annual Meeting of Shareholders to be held on May 11, 2021.

This Supplement provides additional information on the voting requirements for and the effect of abstentions on “Item 4 – Approval of the Prudential Financial, Inc. 2021 Omnibus Incentive Plan” (“Item 4”). For purposes of the listing rules of the New York Stock Exchange (“NYSE”) requiring shareholder approval of Item 4, abstentions are counted as votes cast and, therefore, abstentions will have the same effect as a vote “against” the proposal; broker non-votes are not counted as votes cast and, therefore, will have no impact.

Except as specifically supplemented by the information in this Supplement, all information set forth in the 2021 Proxy Statement remains unchanged. From and after the date of this Supplement, all references to the “Proxy Statement” are to the Proxy Statement as supplemented hereby. The Proxy Statement contains important information, and this Supplement should be read in conjunction with the Proxy Statement.