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): June 28, 2024

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 Number)

751 Broad Street
Newark, NJ 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))

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, Par Value $.01	PRU	New York Stock Exchange
5.950% Junior Subordinated Notes	PRH	New York Stock Exchange
5.625% Junior Subordinated Notes	PRS	New York Stock Exchange
4.125% Junior Subordinated Notes	PFH	New York Stock Exchange

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 June 28, 2024, the Board of Directors of Prudential Financial, Inc. (the "Company") elected Carmine Di Sibio as an independent director. The appointment of Mr. Di Sibio is effective on July 1, 2024. Mr. Di Sibio has been appointed to the Audit Committee. Mr. Di Sibio is entitled to receive compensation as a non-employee director as described in the Non-Employee Director Compensation Summary filed as Exhibit 10.24 to the Company's 2023 Annual Report on Form 10-K.

Item 7.01 Regulation FD Disclosure.

The Company is furnishing herewith a news release, dated July 1, 2024, announcing the election to the Board of Mr. Di Sibio.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	News release of Prudential Financial, Inc. dated July 1, 2024 (furnished and not filed).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: July 1, 2024

PRUDENTIAL FINANCIAL, INC.

By:	/s/ Brian P. Spitser
Name:	Brian P. Spitser
Title:	Vice President and Assistant Secretary

Exhibit 99.1

Prudential

NEWS RELEASE

Prudential Financial elects Carmine Di Sibio to Board of Directors

NEWARK, N.J., July 1, 2024 – (BUSINESS WIRE) – Prudential Financial, Inc. (NYSE: PRU) announced today that Carmine Di Sibio has been elected to the Board of Directors as an independent director, effective July 1, 2024. He will serve on the Board's Audit Committee.

Di Sibio recently retired as global chairman and chief executive of EY, one of the world's largest professional services organizations. He led EY's global strategy, through which the organization invested more than $10 billion in technology, solutions and EY people over the last five years. Additionally, he spearheaded its innovation efforts into new and emerging fields through acquisitions and alliances.

"Carmine brings to Prudential a deep understanding of business strategy and innovation, which will help guide our continued efforts to be a higher growth, more capital efficient, and more nimble company," said Gil Casellas, director and chair of the Board's Corporate Governance and Business Ethics Committee. "We are excited to welcome him to Prudential's Board and look forward to working together."

At EY, Di Sibio previously served as global managing partner, Client Services. Prior to that, he held several global operating and leadership positions, including chair of the Global Financial Services Markets Executive and regional managing partner for the Americas Financial Services Organization. Since joining EY in 1985, he has served as an Advisory and Assurance partner for many financial services accounts.

Di Sibio serves as a member of the board of PayPal, a digital payments technology platform, and Focusing Capital on the Long Term (FCLT), a nonprofit organization that encourages long-term behaviors in business and investment decision-making. He is also a member of the World Economic Forum's International Business council. He earned an MBA from New York University's Stern School of Business and a B.A. in chemistry from Colgate University.

ABOUT PRUDENTIAL

Prudential Financial, Inc. (NYSE: PRU), a global financial services leader and premier active global investment manager with approximately $1.5 trillion in assets under management as of March 31, 2024, has operations in the United States, Asia, Europe, and Latin America. Prudential's diverse and talented employees help make lives better and create financial opportunity for more people by expanding access to investing, insurance, and retirement security. Prudential's iconic Rock symbol has stood for strength, stability, expertise, and innovation for nearly 150 years. For more information, please visit news.prudential.com.

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