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 30, 2025

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 30, 2025, the Board of Directors of Prudential Financial, Inc. (the "Company") elected Thomas D. Stoddard as an independent director. The appointment of Mr. Stoddard is effective June 30, 2025. Mr. Stoddard has been appointed to the Audit Committee and Investment Committee. Mr. Stoddard is entitled to receive compensation as a non-employee director as described in the Non-Employee Director Compensation Summary filed as Exhibit 10.26 to the Company's 2024 Annual Report on Form 10-K.

Item 7.01 Regulation FD Disclosure.

The Company is furnishing herewith a news release, dated June 30, 2025, announcing the election to the Board of Mr. Stoddard.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	News release of Prudential Financial, Inc. dated June 30, 2025 (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: June 30, 2025

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 Tom Stoddard to Board of Directors

NEWARK, N.J., June 30, 2025 – (BUSINESS WIRE) – Prudential Financial, Inc. (NYSE: PRU) announced today that Tom Stoddard has been elected to the Board of Directors as an independent director, effective June 30, 2025. He will serve on the Board's Audit and Investment Committees.

Stoddard brings to Prudential 35 years of experience in the financial services sector, spanning insurance, asset management, and investment banking. He recently retired as vice chairman of Global Investment Banking at Bank of America, where his responsibilities included the expansion of insurance advisory capabilities. Previously, he was the group chief financial officer at Athora Ltd., a European life insurance and pensions holding company founded by Apollo Global Management and domiciled in Bermuda. He also served as group CFO and a member of the board at Aviva plc, a publicly traded British multinational insurance and asset management company, from 2014 to 2019.

"Tom brings a valuable perspective to Prudential's Board through his broad and diverse leadership experience across financial services. His deep industry knowledge and extensive experience generating value for financial services companies will be critical in guiding Prudential's next chapter of growth," said Sandra Pianalto, director and chair of the Board's Corporate Governance and Business Ethics Committee. "We are excited to welcome him and start working together."

Additionally, Stoddard advised various financial institutions as a senior advisor to McKinsey & Company and as a senior managing director at Blackstone, where he advised AIG on its rescue and restructuring during the global financial crisis. Before joining Blackstone, he served as managing partner at Barrett Ellman Stoddard Capital Partners, a private equity investment and advisory firm he co-founded. He spent his early career in investment banking and started as a corporate lawyer with Cravath, Swaine & Moore. He holds a JD from the University of Chicago Law School and a bachelor's degree in economics from Swarthmore College, where he was a McCabe Scholar.

About Prudential Financial

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, 2025, 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 150 years. For more information, please visit news.prudential.com.

Prudential Media Contact: YeaJin Kim, yeajin.kim@prudential.com

Prudential