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): February 9, 2026

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 February 9, 2026, the Board of Directors of Prudential Financial, Inc. (the "Company") elected Maryann T. Mannen as an independent director. The appointment of Ms. Mannen is effective May 12, 2026. Ms. Mannen has been appointed to the Corporate Governance and Business Ethics Committee and the Compensation and Human Capital Committee. Ms. Mannen 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 February 10, 2026, announcing the election to the Board of Ms. Mannen.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	News release of Prudential Financial, Inc. dated February 10, 2026 (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: February 10, 2026

PRUDENTIAL FINANCIAL, INC.

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

Exhibit 99.1

NEWS RELEASE

Prudential Financial Elects Maryann Mannen to Board of Directors

NEWARK, N.J., Feb. 10, 2026 – Prudential Financial Inc. (NYSE: PRU) announced today that Maryann Mannen has been elected to the Board of Directors as an independent director, effective May 12, 2026, and contingent on shareholder approval. She will serve on the Board's Corporate Governance and Business Ethics Committee and Compensation and Human Capital Committee.

Mannen brings to Prudential broad operational and financial expertise acquired over more than 30 years in the global energy sector. She currently serves as chairman, president and chief executive officer of Marathon Petroleum Corporation and its subsidiary, MPLX LP. Previously, Mannen was executive vice president and chief financial officer at Marathon Petroleum, where she oversaw all finance-related functions, investor relations, and supply chain operations, among other responsibilities.

"Maryann's extensive leadership experience and strong financial acumen make her an excellent addition to Prudential's Board," said Sandra Pianalto, director and chair of the Board's Corporate Governance and Business Ethics Committee. "She brings a well-informed perspective that will support the Board's work and contribute to Prudential's evolution to become a higher-growth company. We are excited to welcome her."

Prior to her joining Marathon Petroleum, Mannen was executive vice president and chief financial officer of FMC Technologies, where she played a critical role negotiating and completing the company's merger with Technip SA, and where she served as executive vice president and chief financial officer of the merged company, TechnipFMC.

Mannen holds a master's degree in business administration and a bachelor's degree in commerce and accounting from Rider University. She serves as chairman of the board for Marathon Petroleum and MPLX LP. Mannen is also a director at Owens Corning, where she chairs the Audit Committee and serves as a member of the Governance and Nominating and Executive Committees, but will not stand for reelection at their upcoming Annual Meeting of Stockholders.

About Prudential Financial

Prudential Financial, Inc. (NYSE: PRU), a global financial services leader and premier active global investment manager with approximately $1.6 trillion in assets under management as of Dec. 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 more than 150 years. For more information, please visit news.prudential.com.

Prudential Media Contact: Emily Blum; emily.blum@prudential.com