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): March 10, 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, New Jersey 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 March 10, 2026, Charles F. Lowrey, Executive Chairman of Prudential Financial, Inc. (the "Company"), notified the Company's Board of Directors (the "Board") of his resignation as Executive Chairman of the Board and as a director, effective immediately. Mr. Lowrey will remain with the Company in the role of Senior Advisor until he retires from the Company at the end of the second quarter of 2026. Following Mr. Lowrey's resignation as Executive Chairman, the Board appointed Andrew F. Sullivan, the Company's President and Chief Executive Officer and a director, as the Chairman of the Board.

Item 7.01 Regulation FD Disclosure.

The Company is furnishing herewith a news release, dated March 10, 2026, announcing the leadership change discussed herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

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

PRUDENTIAL FINANCIAL, INC.

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

PRUDENTIAL COMMUNICATIONS

Prudential Financial Board of Directors Appoints Chief Executive Officer Andrew Sullivan as Chairman

NEWARK, N.J., March 10, 2026 – (BUSINESS WIRE) – Prudential Financial, Inc. (NYSE: PRU) announced today that its Board of Directors has appointed Andrew Sullivan, currently serving as Chief Executive Officer, to the additional role of Chairman of the Board, effective March 10, 2026.

Sullivan succeeds Charles Lowrey, who resigned as Executive Chairman and director on March 10. Lowrey will remain with the company as a senior advisor through the end of the second quarter, when he will retire from Prudential. During his 25 years of distinguished service to Prudential, Lowrey served as Executive Chairman beginning in 2025, Chief Executive Officer from 2018 to 2025, and Chairman from 2019 to 2025.

“I’m honored that the Board has asked me to take on the additional role of Chairman,” said Sullivan, “It’s a privilege to lead the company at this pivotal moment. I have strong conviction in our strategy and the progress we’re making as we continue to execute with discipline and deliver long-term value for our customers and shareholders. On behalf of our Board and the entire company, I would like to thank Charlie for his leadership and significant contributions to Prudential.”

As Chairman and CEO, Lowrey established a foundation for the company’s next phase of growth, presiding over a series of growth investments, derisking transactions and organizational changes to strengthen the company’s competitive position in the marketplace. Lowrey also led Prudential through the COVID-19 pandemic, where he oversaw multiple initiatives to support Prudential employees, customers, and the communities in which Prudential operates.

Reflecting on his career, Lowrey said, “It has been an honor to serve Prudential for the past 25 years. I’m proud of what we’ve built together and grateful to our employees, Board, partners, and shareholders. Andy is a proven leader, and I have great confidence in him and the broader leadership team as Prudential enters its next chapter.”

“On behalf of the Board, I want to thank Charlie for his long and distinguished service to Prudential,” said Michael A. Todman, Prudential’s Lead Independent Director. “I look forward to continuing to work closely with Andy and the Board on areas of governance and stakeholder engagement, supporting strong alignment and continuity as Andy leads the company forward. His deep experience and knowledge of our business put him in a strong position to steer Prudential’s growth.”

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 December 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.

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