
**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): April 13, 2026

PRUDENTIAL FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

001-16707
(Commission
File Number)

22-3703799
(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 8.01 Other Events.

Prudential Financial, Inc. (the “Company”) has received notice of an unsolicited “mini-tender” offer by Potemkin Limited (“Potemkin”) to purchase up to 100,000 shares of the Company’s common stock. The offer price of \$60.70 per share is approximately 37.36 percent lower than the \$96.90 per share closing price for the Company’s common stock on April 10, 2026. The shares subject to Potemkin’s offer represent approximately 0.03 percent of the shares of the Company’s outstanding common stock.

The Company does not endorse Potemkin’s unsolicited mini-tender offer and is not associated in any way with Potemkin, its mini-tender offer, or its mini-tender offer documents.

On April 13, 2026, the Company issued a news release informing its shareholders that the Company does not endorse Potemkin’s unsolicited mini-tender offer and recommending that shareholders not tender their shares to Potemkin. Shareholders who have already tendered their shares may withdraw them in the manner described in the Potemkin mini-tender offer documents prior to the expiration of the offer. Potemkin’s offer is currently scheduled to expire at 5:00 p.m., New York City time, on March 26, 2027. Additional information concerning mini-tender offers is included, or referred to, in the Company’s news release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release dated April 13, 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: April 13, 2026

PRUDENTIAL FINANCIAL, INC.

By: /s/ Brian P. Spitzer

Name: Brian P. Spitzer

Title: Vice President and Assistant Secretary



NEWS RELEASE

Prudential Financial Recommends Shareholders Reject Unsolicited Mini-Tender Offer from Potemkin Limited

NEWARK, N.J., April 13, 2026 – Prudential Financial, Inc. (NYSE: PRU) (“Prudential”) announced today that it has received notice of an unsolicited mini-tender offer by Potemkin Limited (“Potemkin”) to purchase up to 100,000 shares of Prudential common stock from Prudential shareholders. The offer represents approximately 0.03 percent of Prudential’s shares of common stock outstanding. Potemkin’s offer price of \$60.70 per share is approximately 37.36 percent below the \$96.90 closing price of Prudential common stock on the New York Stock Exchange on April 10, 2026.

Prudential does not endorse Potemkin’s unsolicited mini-tender offer and recommends that shareholders do not tender their shares in response to Potemkin’s offer because the offer is at a price that is significantly below the current market value of Prudential’s common stock.

Prudential is not associated in any way with Potemkin, its mini-tender offer, or its mini-tender offer documents. Potemkin’s offer is generally not subject to the information filing requirements of the Securities Exchange Act and Potemkin is not generally required to file reports, proxy statements, or other information with the U.S. Securities and Exchange Commission (“SEC”) relating to its business, financial condition or otherwise.

Potemkin has made similar mini-tender offers for shares of other companies. Mini-tender offers, such as this one, seek to acquire less than five percent of a company’s shares outstanding, thereby avoiding many disclosure and procedural requirements of the SEC. As a result, mini-tender offers do not provide investors with the same level of protections as provided by larger tender offers under U.S. securities laws.

The SEC has cautioned investors that some bidders making mini-tender offers at below-market prices are “hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.” The SEC’s cautionary advice to investors on mini-tender offers is available at www.sec.gov/investor/pubs/minitend.htm.

Prudential urges investors to obtain current market quotations for their shares, consult with their broker or financial advisor, and exercise caution with respect to Potemkin’s offer.

Shareholders who have not responded to Potemkin’s offer are advised to take no action. Shareholders who have already tendered their shares may withdraw them within 14 days after the date of delivery of the shareholder’s Acceptance Form by providing notice as described in the Potemkin mini-tender offer documents, prior to the expiration of the offer, currently scheduled for Friday, March 26, 2027, 5 p.m. New York City time. Prudential encourages shareholders to carefully review the “Withdrawal Rights” section of the offer documents.

Brokers and dealers, as well as other market participants, are encouraged to review the SEC’s letter regarding broker-dealer mini-tender offer dissemination and disclosure at www.sec.gov/divisions/marketreg/minitenders/sia072401.htm and the NASD Notice to Members 99-53, issued July 1999, regarding guidance to members forwarding mini-tender offers to their customers, which can be found at <http://www.finra.org/sites/default/files/NoticeDocument/p004221.pdf>.

Prudential requests that a copy of this news release be included with all distributions of materials relating to Potemkin's mini-tender offer regarding shares of Prudential common stock.

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

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

