

PRUDENTIAL FINANCIAL INC
Form FWP
August 12, 2014

Filed pursuant to Rule 433

Registration Statement No. 333-180020

Prudential Financial, Inc.

Reopening: \$250,000,000

Total Issue: \$750,000,000

4.600% Medium-Term Notes, Series D

Due May 15, 2044

Final Term Sheet, August 11, 2014

Issuer:	Prudential Financial, Inc.
Ratings*:	Baa1 (Moody's) / A (S&P)
Security:	Medium-Term Notes, Series D
Trade Date:	August 11, 2014
Settlement Date:	August 14, 2014 (T+3 days)
Maturity Date:	May 15, 2044
Principal Amount:	\$250,000,000

Upon settlement, the notes will form part of the same series as, and will be fungible with, the Issuer's outstanding 4.600% Medium-Term Notes, Series D due May 15, 2044 issued on May 15, 2014, and the aggregate principal amount of this series of notes will be \$750,000,000.

Price to Investors:	99.368%, plus accrued interest from May 15, 2014.
Accrued Interest:	\$11.37 per \$1,000 in principal amount of the notes; \$2,843,055.56 in aggregate.
Net Proceeds (before expenses):	\$249,075,555.56 (includes accrued interest)
Use of Proceeds:	We intend to use the net proceeds from the sale of the notes for general corporate purposes, which may include refinancing portions of our medium-term notes maturing through 2015.
Pricing Benchmark:	3.625% UST due February 15, 2044
Benchmark Treasury Price and Yield:	107-09+ / 3.239%

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Spread to Benchmark: + 140 basis points

Re-offer Yield: 4.639%

Coupon:	4.600% per annum
Interest Payment Dates:	Semi-annually on the 15 th day of each May and November, starting November 15, 2014.
Denominations:	\$1,000 x \$1,000
Optional Redemption:	Make-whole call at any time at the greater of 100% and the discounted value at CMT rate plus 20 basis points as described in the prospectus supplement dated March 9, 2012 under the section Description of the Notes Redemption at Our Option.
Joint Bookrunning Managers:	Citigroup Global Markets Inc. Credit Suisse Securities (USA) LLC J.P. Morgan Securities LLC Wells Fargo Securities, LLC
CUSIP Number:	74432QCA1
Reports and Events of Default:	The indenture, to the extent relating to the notes, certain notes concurrently and previously issued under the indenture and all future series of securities under the indenture, provides that any documents or reports that Prudential Financial, Inc. may be required to file with the Securities and Exchange Commission, or SEC, pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, will be filed with the trustee within 15 days after Prudential Financial, Inc. has filed those documents or reports with the SEC. Under the Trust Indenture Act of 1939, as amended, Prudential Financial, Inc. may have a separate obligation to file with the trustee documents or reports it is required to file with the SEC. Prudential Financial, Inc.'s failure to comply with either filing obligation is not an event that will result in an event of default under the indenture. Accordingly, acceleration of Prudential Financial, Inc.'s obligations under the

notes offered hereunder will not be a remedy for its failure to file those documents or reports with the trustee, and you may have no remedy for the failure other than an action in damages. For certain other outstanding series of notes of Prudential Financial, Inc., acceleration is a remedy, upon appropriate notice and passage of time, for the holders of those securities for Prudential Financial, Inc.'s failure to file documents or reports with the trustee.

Other Information:

Concurrent with this offering of notes, we are also offering \$350 million aggregate principal amount of Fixed-Rate Medium Term Notes, Series D, due August 15, 2019.

* An explanation of the significance of ratings may be obtained from the rating agencies. Generally, rating agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The rating of the notes should be evaluated independently from similar ratings of other securities. A credit rating of a security is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

Investing in the notes involves a number of risks. See Risk Factors included or incorporated by reference in the prospectus supplement dated March 9, 2012 and the related prospectus dated March 9, 2012.

Prudential Financial, Inc. has filed a registration statement (including a prospectus) and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents Prudential Financial, Inc. has filed with the SEC for more complete information about the issuer and this offering. You should rely on the prospectus, prospectus supplement and any relevant free writing prospectus or pricing supplement for complete details. You may get these documents for free by visiting the SEC Web site at www.sec.gov. Alternatively, copies of the prospectus and the prospectus supplement may be obtained by contacting Citigroup Global Markets Inc. by calling toll-free at 1-800-831-9146, Credit Suisse Securities (USA) LLC by calling toll-free at 1-800-221-1037, J.P. Morgan Securities LLC by calling collect at 1-212-834-4533 and Wells Fargo Securities, LLC by calling toll-free at 1-800-326-5897.

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MG on the effectiveness of internal control over financial reporting as of December 31, 2008 and 2007 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the two years ended December 31, 2008, and the subsequent interim period through March 23, 2009, there were no (a) disagreements with KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to KPMG's satisfaction, would have caused KPMG to make reference to the subject matter thereof in their reports or financial statements for such years, or (b) reportable events, as defined in Item 304(a)(1)(v) of Regulation S-K.

We provided KPMG with a copy of the foregoing disclosures and requested that KPMG furnish a letter addressed to the Securities and Exchange Commission indicating whether or not it agrees with such disclosures. A copy of KPMG's letter dated March 27, 2009 is attached hereto as exhibit 16.1.

On March 27, 2009, the Company engaged Crowe Horwath LLP as its independent registered public accounting firm for the fiscal year ending December 31, 2009, effective as of March 27, 2009. During the two years ended December 31, 2008, and the subsequent interim period through March 27, 2009, the Company did not consult with Crowe Horwath LLP regarding either: (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Company's financial statements,

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and neither a written report was provided to the Company or oral advice was provided that Crowe Horwath LLP concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K, or a reportable event, as that term is described in Item 304(a)(1)(v) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The exhibit listed on the Exhibit Index accompanying this Form 8-K is filed herewith.

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 thereunto duly authorized.

Sterling Bancorp

(Registrant)

Date: March 27, 2009

By: /s/ John W. Tietjen

Name: John W. Tietjen

Title: Executive Vice President and Chief Financial Officer

Exhibit Index

Exhibit Number

16.1

KPMG Letter, dated March 27, 2009.