

PRUDENTIAL FINANCIAL INC  
Form 8-K  
January 22, 2015

**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): January 22, 2015**

**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)**  
**751 Broad Street**

**22-3703799**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**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 (see General Instruction A.2. below):

- .. 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))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of Directors of Prudential Financial, Inc. (the Company ) approved amendments to the Company s Amended and Restated Certificate of Incorporation that became effective on January 22, 2015, upon filing with the New Jersey Secretary of State. The amendments removed provisions related to the Company s Class B Stock which are no longer applicable to the Company following the previously announced repurchase and cancellation of all of the outstanding shares of Class B Stock.

The foregoing description of the Company s Amended and Restated Certificate of Incorporation is qualified in all respects by reference to the text of the Amended and Restated Certificate of Incorporation, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

The following exhibit is being filed as part of this Current Report on Form 8-K:

- 3.1 Amended and Restated Certificate of Incorporation of Prudential Financial, Inc., effective January 22, 2015.

**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: January 22, 2015

PRUDENTIAL FINANCIAL, INC.

By: /s/ Margaret M. Foran

Name: Margaret M. Foran

Title: Chief Governance Officer, Vice  
President

and Corporate Secretary

**Exhibit Index**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 3.1                    | Amended and Restated Certificate of Incorporation of Prudential Financial, Inc., effective January 22, 2015. |