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PRUDENTIAL FINANCIAL INC

Form 10-Q

May 03, 2019

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FINANCIAL

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us-gaap:AccumulatedDistributionsInExcessOfNetIncomeMember 2018-12-31 0001137774
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xbrli:pure xbrli:shares pru:division iso4217:USD utreg:Rate

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to

Commission File Number 001-16707

Prudential Financial, Inc.

(Exact Name of Registrant as Specified in its Charter)

New Jersey 22-3703799

(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification Number)

751 Broad Street

Newark, New Jersey 07102

(973) 802-6000

(Address and Telephone Number of Registrant's Principal Executive Offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of the Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

<u>Title of Each Class</u>	<u>Trading Symbols(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, Par Value \$.01	PRU	New York Stock Exchange
5.625% Junior Subordinated Notes	PRS	New York Stock Exchange

As of April 30, 2019, 406 million shares of the registrant's Common Stock (par value \$0.01) were outstanding.

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Forward-Looking Statements

Certain of the statements included in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Words such as “expects,” “believes,” “anticipates,” “includes,” “plans,” “assumes,” “estimates,” “projects,” “intends,” “should,” “will,” “shall” of such words are generally part of forward-looking statements. Forward-looking statements are made based on management’s current expectations and beliefs concerning future developments and their potential effects upon Prudential Financial, Inc. and its subsidiaries. There can be no assurance that future developments affecting Prudential Financial, Inc. and its subsidiaries will be those anticipated by management. These forward-looking statements are not a guarantee of future performance and involve risks and uncertainties, and there are certain important factors that could cause actual results to differ, possibly materially, from expectations or estimates reflected in such forward-looking statements, including, among others: (1) losses on investments or financial contracts due to deterioration in credit quality or value, or counterparty default; (2) losses on insurance products due to mortality experience, morbidity experience or policyholder behavior experience that differs significantly from our expectations when we price our products; (3) changes in interest rates, equity prices and foreign currency exchange rates that may (a) adversely impact the profitability of our products, the value of separate accounts supporting these products or the value of assets we manage, (b) result in losses on derivatives we use to hedge risk or increase collateral posting requirements and (c) limit opportunities to invest at appropriate returns; (4) guarantees within certain of our products which are market sensitive and may decrease our earnings or increase the volatility of our results of operations or financial position; (5) liquidity needs resulting from (a) derivative collateral market exposure, (b) asset/liability mismatches, (c) the lack of available funding in the financial markets or (d) unexpected cash demands due to severe mortality calamity or lapse events; (6) financial or customer losses, or regulatory and legal actions, due to inadequate or failed processes or systems, external events and human error or misconduct such as (a) disruption of our systems and data, (b) an information security breach, (c) a failure to protect the privacy of sensitive data or (d) reliance on third-parties; (7) changes in the regulatory landscape, including related to (a) financial sector regulatory reform, (b) changes in tax laws, (c) fiduciary rules and other standards of care, (d) U.S. state insurance laws and developments regarding group-wide supervision, capital and reserves, (e) insurer capital standards outside the U.S. and (f) privacy and cybersecurity regulation; (8) technological changes which may adversely impact companies in our investment portfolio or cause insurance experience to deviate from our assumptions; (9) ratings downgrades; (10) market conditions that may adversely affect the sales or persistency of our products; (11) competition; and (12) reputational damage. Prudential Financial, Inc. does not undertake to update any particular forward-looking statement included in this document. See “Risk Factors” included in the Annual Report on Form 10-K for the year ended December 31, 2018 for discussion of certain risks relating to our businesses and investment in our securities.

Table of Contents**PART I - FINANCIAL INFORMATION****ITEM 1. Financial Statements****PRUDENTIAL FINANCIAL, INC.****Unaudited Interim Consolidated Statements of Financial Position****March 31, 2019 and December 31, 2018 (in millions, except share amounts)**

	March 31, 2019	December 31, 2018
ASSETS		
Fixed maturities, available-for-sale, at fair value (amortized cost: 2019-\$333,648; 2018-\$331,745)(1)	\$ 365,928	\$ 353,656
Fixed maturities, held-to-maturity, at amortized cost (fair value: 2019-\$2,365; 2018-\$2,372)(1)	1,982	2,013
Fixed maturities, trading, at fair value (amortized cost: 2019-\$3,512; 2018-\$3,392)(1)	3,435	3,243
Assets supporting experience-rated contractholder liabilities, at fair value(1)	21,668	21,254
Equity securities, at fair value (cost: 2019-\$5,230; 2018-\$5,219)(1)	6,778	6,238
Commercial mortgage and other loans (includes \$463 and \$763 measured at fair value under the fair value option at March 31, 2019 and December 31, 2018, respectively)(1)	60,875	59,830
Policy loans	11,986	12,016
Other invested assets (includes \$5,453 and \$5,524 measured at fair value at March 31, 2019 and December 31, 2018, respectively)(1)	14,840	14,526
Short-term investments	6,911	6,469
Total investments	494,403	479,245
Cash and cash equivalents(1)	14,699	15,353
Accrued investment income(1)	3,233	3,318
Deferred policy acquisition costs	19,978	20,058
Value of business acquired	1,575	1,850
Other assets(1)	18,192	16,118
Separate account assets	297,244	279,136
TOTAL ASSETS	\$ 849,324	\$ 815,078
LIABILITIES AND EQUITY		
LIABILITIES		
Future policy benefits	\$ 277,085	\$ 273,846
Policyholders' account balances	151,224	150,338
Policyholders' dividends	5,360	4,110
Securities sold under agreements to repurchase	9,873	9,950
Cash collateral for loaned securities	4,093	3,929
Income taxes	10,031	7,936
Short-term debt	2,549	2,451
Long-term debt	18,309	17,378
Other liabilities(1)	16,881	16,018
Notes issued by consolidated variable interest entities (includes \$817 and \$595 measured at fair value under the fair value option at March 31, 2019 and December 31, 2018, respectively)(1)	1,225	955
Separate account liabilities	297,244	279,136
Total liabilities	793,874	766,047
COMMITMENTS AND CONTINGENT LIABILITIES (See Note 15)		
EQUITY		
Preferred Stock (\$.01 par value; 10,000,000 shares authorized; none issued)	0	0
Common Stock (\$.01 par value; 1,500,000,000 shares authorized; 660,111,339 shares issued at both March 31, 2019 and December 31, 2018)	6	6
Additional paid-in capital	24,782	24,828
Common Stock held in treasury, at cost (252,761,744 and 249,398,887 shares at March 31, 2019 and December 31, 2018, respectively)	(17,962)	(17,593)
Accumulated other comprehensive income (loss)	17,218	10,906
Retained earnings	30,966	30,470

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Total Prudential Financial, Inc. equity	55,010	48,617
Noncontrolling interests	440	414
Total equity	55,450	49,031
TOTAL LIABILITIES AND EQUITY	\$ 849,324	\$ 815,078

(1) See Note 4 for details of balances associated with variable interest entities.

See Notes to Unaudited Interim Consolidated Financial Statements

1

Table of Contents**PRUDENTIAL FINANCIAL, INC.****Unaudited Interim Consolidated Statements of Operations****Three Months Ended March 31, 2019 and 2018 (in millions, except per share amounts)**

	Three Months Ended March 31, 2019 2018	
REVENUES		
Premiums	\$7,900	\$7,311
Policy charges and fee income	1,471	1,504
Net investment income	4,216	3,998
Asset management and service fees	1,016	1,026
Other income (loss)	1,254	(507)
Realized investment gains (losses), net:		
Other-than-temporary impairments on fixed maturity securities	(35)	(39)
Other-than-temporary impairments on fixed maturity securities transferred to Other comprehensive income	(12)	0
Other realized investment gains (losses), net	(719)	464
Total realized investment gains (losses), net	(766)	425
Total revenues	15,091	13,757
BENEFITS AND EXPENSES		
Policyholders' benefits	8,438	7,675
Interest credited to policyholders' account balances	1,345	550
Dividends to policyholders	577	328
Amortization of deferred policy acquisition costs	435	588
General and administrative expenses	3,156	2,923
Total benefits and expenses	13,951	12,064
INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF OPERATING JOINT VENTURES	1,140	1,693
Total income tax expense (benefit)	232	352
INCOME (LOSS) BEFORE EQUITY IN EARNINGS OF OPERATING JOINT VENTURES	908	1,341
Equity in earnings of operating joint ventures, net of taxes	29	23
NET INCOME (LOSS)	937	1,364
Less: Income (loss) attributable to noncontrolling interests	5	1
NET INCOME (LOSS) ATTRIBUTABLE TO PRUDENTIAL FINANCIAL, INC.	\$932	\$1,363
EARNINGS PER SHARE		
Basic earnings per share-Common Stock:		
Net income (loss) attributable to Prudential Financial, Inc.	\$2.25	\$3.19
Diluted earnings per share-Common Stock:		
Net income (loss) attributable to Prudential Financial, Inc.	\$2.22	\$3.14

See Notes to Unaudited Interim Consolidated Financial Statements

Table of Contents**PRUDENTIAL FINANCIAL, INC.****Unaudited Interim Consolidated Statements of Comprehensive Income
Three Months Ended March 31, 2019 and 2018 (in millions)**

	Three Months Ended March 31,	
	2019	2018
NET INCOME (LOSS)	\$ 937	\$ 1,364
Other comprehensive income (loss), before tax:		
Foreign currency translation adjustments for the period	(105)	662
Net unrealized investment gains (losses)	8,289	(4,666)
Defined benefit pension and postretirement unrecognized periodic benefit (cost)	64	54
Total	8,248	(3,950)
Less: Income tax expense (benefit) related to other comprehensive income (loss)	1,944	(844)
Other comprehensive income (loss), net of taxes	6,304	(3,106)
Comprehensive income (loss)	7,241	(1,742)
Less: Comprehensive income (loss) attributable to noncontrolling interests	4	14
Comprehensive income (loss) attributable to Prudential Financial, Inc.	\$ 7,237	\$(1,756)

See Notes to Unaudited Interim Consolidated Financial Statements

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PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Consolidated Statements of Equity
Three Months Ended March 31, 2019 and 2018 (in millions)

	Prudential Financial, Inc. Equity							
	Common Stock	Additional Paid-in Capital	Retained Earnings	Common Stock Held In Treasury	Accumulated Other Comprehensive Income (Loss)	Total Prudential Financial, Inc. Equity	Noncontrolling Interests	Total Equity
Balance, December 31, 2018	\$6	\$ 24,828	\$ 30,470	\$(17,593)	\$ 10,906	\$ 48,617	\$ 414	\$ 49,031
Cumulative effect of adoption of accounting changes(1)			(21)		7	(14)		(14)
Common Stock acquired				(500)		(500)		(500)
Contributions from noncontrolling interests							26	26
Distributions to noncontrolling interests							(4)	(4)
Stock-based compensation programs		(46)		131		85		85
Dividends declared on Common Stock			(415)			(415)		(415)
Comprehensive income:								
Net income (loss)			932			932	5	937
Other comprehensive income (loss), net of tax					6,305	6,305	(1)	6,304
Total comprehensive income (loss)						7,237	4	7,241
Balance, March 31, 2019	\$6	\$ 24,782	\$ 30,966	\$(17,962)	\$ 17,218	\$ 55,010	\$ 440	\$ 55,450

	Prudential Financial, Inc. Equity							
	Common Stock	Additional Paid-in Capital	Retained Earnings	Common Stock Held In Treasury	Accumulated Other Comprehensive Income (Loss)	Total Prudential Financial, Inc. Equity	Noncontrolling Interests	Total Equity
Balance, December 31, 2017	\$6	\$ 24,769	\$ 28,671	\$(16,284)	\$ 17,074	\$ 54,236	\$ 275	\$ 54,511
Cumulative effect of adoption of ASU 2016-01			904		(847)	57		57
Cumulative effect of adoption of ASU 2018-02			(1,653)		1,653	0		0
Common Stock acquired				(375)		(375)		(375)
Contributions from noncontrolling interests							61	61
Distributions to noncontrolling interests							(5)	(5)
Stock-based compensation programs		(47)		102		55		55
Dividends declared on Common Stock			(387)			(387)		(387)
Comprehensive income:								
Net income (loss)			1,363			1,363	1	1,364
Other comprehensive income (loss), net of tax					(3,119)	(3,119)	13	(3,106)
Total comprehensive income (loss)						(1,756)	14	(1,742)
Balance, March 31, 2018	\$6	\$ 24,722	\$ 28,898	\$(16,557)	\$ 14,761	\$ 51,830	\$ 345	\$ 52,175

(1) Includes the impact from the adoption of ASUs 2017-08 and 2017-12. See Note 2.

See Notes to Unaudited Interim Consolidated Financial Statements

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PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Consolidated Statements of Cash Flows
Three Months Ended March 31, 2019 and 2018 (in millions)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ 937	\$ 1,364
Adjustments to reconcile net income to net cash provided by operating activities:		
Realized investment (gains) losses, net	766	(425)
Policy charges and fee income	(601)	(560)
Interest credited to policyholders' account balances	1,345	550
Depreciation and amortization	20	(22)
(Gains) losses on assets supporting experience-rated contractholder liabilities, net	(454)	403
Change in:		
Deferred policy acquisition costs	(326)	(131)
Future policy benefits and other insurance liabilities	2,504	1,859
Income taxes	152	421
Derivatives, net	(159)	(1,302)
Other, net	(1,099)	144
Cash flows from (used in) operating activities	3,085	2,301
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from the sale/maturity/prepayment of:		
Fixed maturities, available-for-sale	14,063	14,665
Fixed maturities, held-to-maturity	14	36
Fixed maturities, trading	77	207
Assets supporting experience-rated contractholder liabilities	2,992	3,487
Equity securities	675	980
Commercial mortgage and other loans	1,080	1,319
Policy loans	576	656
Other invested assets	374	434
Short-term investments	8,202	9,870
Payments for the purchase/origination of:		
Fixed maturities, available-for-sale	(17,395)	(15,652)
Fixed maturities, trading	(178)	(109)
Assets supporting experience-rated contractholder liabilities	(3,063)	(3,271)
Equity securities	(737)	(890)
Commercial mortgage and other loans	(2,354)	(3,489)
Policy loans	(473)	(561)
Other invested assets	(559)	(713)
Short-term investments	(8,837)	(8,837)
Derivatives, net	341	(365)
Other, net	(97)	(40)