

PRUDENTIAL FINANCIAL INC  
Form 8-A12B  
December 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) or (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**PRUDENTIAL FINANCIAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

New Jersey  
(State of Incorporation)

or Organization)

751 Broad Street, Newark, New Jersey

22-3703799  
(IRS Employer

Identification Number)

07102

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(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-132469; 333-132469-01; 333-132469-02

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class to be so registered**  
5.75% Junior Subordinated Notes due 2052

**Name of each exchange on which each class is to be registered**  
New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act: None.

**INFORMATION REQUIRED IN**

**REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

Prudential Financial, Inc. (the Company) hereby incorporates by reference the description of its 5.75% Junior Subordinated Notes due 2052 contained in the Prospectus, dated March 9, 2012, under the heading Description of Debt Securities We May Offer, and in the Prospectus Supplement, dated November 27, 2012, under the heading Description of the Junior Subordinated Notes on pages S-11 through S-23, filed with the Securities and Exchange Commission (the Commission) on November 28, 2012, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, as part of the Company's automatic shelf registration statement on Form S-3ASR (File No. 333-180020).

**Item 2. Exhibits.**

Exhibit No.	Description
4.1	Subordinated Debt Securities Indenture, dated as of June 17, 2008, between the Company and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Commission on June 17, 2008).
4.2	Seventh Supplemental Indenture, dated as of December 4, 2012, between the Company and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the Commission on December 4, 2012).
4.3	Form of Junior Subordinated Note (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K, filed with the Commission on December 4, 2012).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: December 6, 2012

PRUDENTIAL FINANCIAL, INC.

By: /s/ John M. Cafiero  
Name: John M. Cafiero

Title: Vice President and Assistant Secretary