

PRUDENTIAL FINANCIAL INC  
Form 8-K  
September 27, 2012

**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): September 27, 2012

**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 No.)

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**751 Broad Street**

**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 7.01 Regulation FD Disclosure.**

A copy of the news release, dated September 27, 2012, of Prudential Financial, Inc. (the Company) announcing the entry by The Prudential Insurance Company of America (Prudential) into the agreement described in Item 8.01 below is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01 Other Events.**

On September 27, 2012, the Company announced that Prudential entered into a definitive agreement to acquire The Hartford's individual life insurance business through a reinsurance transaction. Under the terms of the agreement, Prudential will pay The Hartford cash consideration of \$615 million and primarily will receive approximately \$7 billion of general account investment assets and corresponding reserves, and rights and obligations with respect to approximately \$5 billion in separate account assets and corresponding liabilities, based on statutory balance sheet values as of June 30, 2012. The cash consideration consists primarily of a ceding commission to provide reinsurance for approximately 700,000 Hartford life insurance policies with face amount in force of approximately \$135 billion. The benefits and provisions of The Hartford's in-force life insurance contracts will remain unchanged, and The Hartford's issuing companies will continue to be the named insurers. Prudential will receive premiums and will be responsible for paying claims and providing customer service and administration. The transaction is expected to close in early 2013, subject to regulatory approvals and customary closing conditions.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

- 99.1 News release of Prudential Financial, Inc., dated September 27, 2012, announcing that it entered into an agreement to acquire The Hartford's individual life insurance business (furnished and not filed).

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: September 27, 2012

PRUDENTIAL FINANCIAL, INC.

By: /s/ Brian J. Morris

Name: Brian J. Morris

Title: Vice President and Assistant Secretary

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | News release of Prudential Financial, Inc., dated September 27, 2012, announcing that it entered into an agreement to acquire The Hartford's individual life insurance business (furnished and not filed). |