

PRUDENTIAL FINANCIAL INC  
Form 8-K  
May 13, 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): May 12, 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 5.07 Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of Prudential Financial, Inc. (the Company) was held on May 12, 2015. Shareholders voted as follows on the matters presented for a vote.

**1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:**

| Nominee                  | For         | Against    | Abstain   | Broker Non-Votes |
|--------------------------|-------------|------------|-----------|------------------|
| Thomas J. Baltimore, Jr. | 284,449,693 | 6,038,635  | 1,675,273 | 33,995,363       |
| Gordon M. Bethune        | 278,169,438 | 12,300,108 | 1,693,920 | 33,995,363       |
| Gilbert F. Casellas      | 286,034,753 | 4,420,390  | 1,708,305 | 33,995,363       |
| James G. Cullen          | 276,087,738 | 13,490,908 | 2,584,078 | 33,995,363       |
| Mark B. Grier            | 287,788,721 | 2,871,732  | 1,504,386 | 33,995,363       |
| Constance J. Horner      | 275,562,186 | 14,995,681 | 1,606,390 | 33,995,363       |
| Martina Hund-Mejean      | 288,988,725 | 1,523,308  | 1,651,430 | 33,995,363       |
| Karl J. Krapek           | 279,239,417 | 11,209,580 | 1,714,686 | 33,995,363       |
| Christine A. Poon        | 287,210,117 | 3,329,448  | 1,624,157 | 33,995,363       |
| Douglas A. Scovanner     | 288,984,743 | 1,442,668  | 1,737,302 | 33,995,363       |
| John R. Strangfeld       | 282,512,254 | 6,667,455  | 2,984,425 | 33,995,363       |

**2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2015 was approved based upon the following votes:**

Votes for approval: 321,199,633

Votes against: 3,612,050

Abstentions: 1,348,905

There were no broker non-votes for this item.

**3. The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers was approved based upon the following votes:**

Votes for approval: 237,314,680

Votes against: 51,605,148

Abstentions: 3,244,762

Broker non-votes: 33,995,363

**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: May 13, 2015

PRUDENTIAL FINANCIAL, INC.

By: /s/ Margaret M. Foran

Name: Margaret M. Foran

Title: Chief Governance Officer, Vice  
President and Corporate Secretary