Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 424B2

PRUDENTIAL FINANCIAL INC Form 424B2 March 26, 2015

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Maximum Aggregate	Amount of		
Securities Offered	Offering Price ⁽¹⁾	Registration Fee ⁽²⁾		
4.200% InterNotes [®] Due March 15,				
2045	\$15,507,000	\$1,801.91		
TOTAL		\$1,801.91		
(1) Excludes accrued interest if any				

(1) Excludes accrued interest, if any.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in Prudential Financial, Inc. s Registration Statement on Form S-3 (Nos. 333-202465).

Prudential Financial InterNotes®, Due One Year or More from Date of Issue

Filed under Rule 424(b)(2), Registration Statement No. 333-202465

Final Pricing Supplement No. 11 - Dated Thursday, March 26, 2015. To Prospectus Dated March 3, 2015 and Prospectus Supplement dated March 3, 2015

Investors should read this pricing supplement in conjunction with the Prospectus and Prospectus Supplement.

								1 st Interest 1 st Interest				
ggregate	Selling	Gross		Interest	t Interest	Payment	Maturity	Payment	Payment	Survivor	s	
ipal Amount	Price	Concession	Net Proceeds	Туре	Rate	Frequency	Date	Date	Amount	Option *		
,507,000.00	100.000%	3.150%	\$15,018,529.50	Fixed	4.200%	Semi-Annua	103/15/2045	09/15/2015	\$19.25	Yes	Senio	

lemption right, we will pay you interest on the notes on a Semi-Annual basis on Mar 15th and Sep 15th. The first such payment interest rate per annum and stated maturity date are set out above. The regular record dates for your notes are each business o ch interest is paid.

the selling agents to securities dealers, or by securities dealers to certain other brokers or dealers, may be sold at a discount from the ini he principal amount.

mation: Callable at 100.000% on 03/15/2020 and every interest payment date thereafter.

idential Financial, Inc. InterNotes (CUSIP 74432AH78) will be subject to redemption at the option of Prudential Financial, Inc., in who rring on 03/15/2020 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of this transver Provide and unpaid interest thereon, if any, upon at least 30 Calendar Days prior notice to the noteholder and the trustee, as nent.

ation: The notes do not amortize and are not zero coupon or original discount notes.

gers and Lead Agents: BofA Merrill Lynch, Incapital LLC Agents: Barclays, Citigroup, Credit Suisse, Deutsche Bank Securities, Fide gan, Morgan Stanley, Siebert Capital Markets, Ramirez & Co., Inc., RBC Capital Markets, Wells Fargo Advisors, LLC

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 424B2

Prudential Financial, Inc.

Offering Dates: Monday, March 23, 2015 through Thursday, March 26, 2015

Trade Date: Thursday, March 26, 2015 @ 12:00 PM ET

Settlement Date: Tuesday, March 31, 2015

Prudential Financial, Inc.

Minimum Denomination/Increments: \$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS: DTC Book-Entry only

DTC Number 0235 via RBC Dain Rauscher Inc.

If the maturity date, redemption date or an interest payment date for any note is not a business day (as that term is defined in the prospectus), principal, premium, if any, and interest for that note is paid on the next business day, and no interest will accrue from, and after, the maturity date, redemption date or interest payment date (following unadjusted business day convention).

* The survivor s option feature of your note is subject to important limitations, restrictions and procedural requirements further described on page S-52 of your prospectus supplement.

The Bank of New York will act as trustee for the Notes. Citibank, N.A., will act as paying agent, registrar and transfer agent for the Notes and will administer any survivor s options with respect thereto.

In the opinion of John M. Cafiero, as counsel to Prudential Financial, Inc. (the Company), when the notes offered by this prospectus Prudential Financial Retail Medium Term

Notes, including Prudential Financial

Internotes[®]

Prospectus Dated March 3, 2015 and

Prospectus Supplement Dated March 3,

2015

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form 424B2

supplement have been executed and issued by the Company as authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such notes will be valid and binding obligation of the Company, subject to bankruptcy, insolvency, fradulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors rights and to general equity principles. This opinion is given as of the date hereof and is limited to Federal law and the laws of New Jersey and New York. In addition, this opinion is subject to customary assumptions about the trustee s authorization, execution and delivery of the indenture and the genuineness of signatures and to such counsel s reliance on officers of the Company and other sources as to certain factual matters, all as stated in the opinion of John M. Cafiero, dated March 3, 2015, which has been filed as exhibit no. 5.1 to the registration statement.

InterNotes[®] is a registered trademark of Incapital Holdings LLC. All Rights Reserved.