

Edgar Filing: PRUDENTIAL FINANCIAL INC - Form FWP

PRUDENTIAL FINANCIAL INC  
Form FWP  
March 20, 2013  
Free Writing Prospectus

Filed pursuant to Rule 433

(To the Preliminary Prospectus Supplement  
dated March 19, 2013)

Registration Statement No. 333-180020

**PRUDENTIAL FINANCIAL, INC.**

Final Term Sheet

Dated March 19, 2013

\$500,000,000

5.20% Fixed-to-Floating Rate Junior Subordinated Notes due 2044

<b>Issuer:</b>	Prudential Financial, Inc.
<b>Securities:</b>	5.20% Fixed-to-Floating Rate Junior Subordinated Notes due 2044
<b>Principal Amount:</b>	\$500,000,000
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof.
<b>Maturity Date:</b>	March 15, 2044
<b>Interest Rate and Interest Payment Dates during Fixed-Rate Period:</b>	5.20%, accruing from and including March 22, 2013 to but excluding March 15, 2024, payable semi-annually in arrears on each March 15 and September 15, commencing September 15, 2013 and ending March 15, 2024.
<b>Interest Rate and Interest Payment Dates during Floating-Rate Period:</b>	Three-month LIBOR plus 3.04%, accruing from and including March 15, 2024, payable quarterly in arrears on each March 15, June 15, September 15 and December 15, commencing June 15, 2024.
<b>Day Count Convention:</b>	30/360 during the Fixed-Rate Period and Actual/360 during the Floating-Rate Period
<b>Optional Redemption:</b>	Redeemable in whole at any time or in part from time to time on or after March 15, 2024 at a redemption price equal to 100% of the principal amount of the notes being redeemed, plus any accrued and unpaid interest to but excluding the redemption date.
<b>Redemption after the Occurrence of a Tax Event, Rating Agency Event or Regulatory Capital Event:</b>	Redeemable in whole, but not in part, at any time prior to March 15, 2024, within 90 days after the occurrence of a tax event, a rating agency event or a regulatory capital event (as defined in the Preliminary Prospectus Supplement) at a redemption price equal to (i) in the case of a tax event or rating agency event, the greater of (a) 100% of the principal amount of the notes being redeemed or (b) the present value of a principal payment on March 15, 2024 and scheduled payments of interest that would have accrued from the redemption date to March 15, 2024 on the notes being redeemed, discounted to the redemption date on a semi-annual basis at a discount rate equal to the treasury rate plus 50 basis points, in each case, plus any accrued and unpaid interest to but excluding the redemption date or (ii) in the case of a regulatory capital event, 100% of the principal amount of the notes being redeemed plus any accrued and unpaid interest to but excluding the redemption date.
<b>Offering Price:</b>	100.00%

**Proceeds (after underwriting discount** \$495,000,000 (99.00% of principal amount)

**and before expenses) to the Issuer:**

**Pricing Date:** March 19, 2013

**Settlement Date:** March 22, 2013 (T+3)

**CUSIP/ISIN:** 744320 AN2/US744320AN25

**Anticipated Security Ratings:** Moody's Investors Service: Baa3

Standard & Poor's: BBB+

Fitch: BBB-

The rating of the notes should be evaluated independently from similar ratings of other securities. A credit rating of a security is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

**Joint Book-Running Managers:** Citigroup Global Markets Inc.

Goldman, Sachs & Co.

HSBC Securities (USA) Inc.

J.P. Morgan Securities LLC

RBS Securities Inc.

**Senior Co-Managers:** BNY Mellon Capital Markets, LLC

Lloyds Securities Inc.

U.S. Bancorp Investments, Inc.

The Williams Capital Group, L.P.

**Junior Co-Managers:** CastleOak Securities, L.P.

Drexel Hamilton, LLC

Loop Capital Markets LLC

Samuel A. Ramirez & Company, Inc.

Muriel Siebert & Co., Inc.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 800-831-9146, Goldman, Sachs & Co. toll-free at 866-471-2526, by calling by calling HSBC Securities (USA) Inc. toll-free at 866-811-8049, by calling J.P. Morgan Securities LLC at 1-212-834-4533 or by calling RBS Securities Inc. toll-free at 1-866-884-2071.

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