

PRUDENTIAL FINANCIAL INC  
Form 8-K  
October 04, 2007

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

Washington, D.C. 20549

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**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): October 4, 2007

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**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.)

751 Broad Street  
Newark, New Jersey 07102

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(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))
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**Item 8.01 Other Events.**

This Current Report on Form 8-K is being filed by Prudential Financial, Inc. (the Company) to retrospectively adjust portions of the Company's Annual Report on Form 10-K for the year ended December 31, 2006 filed on February 28, 2007 to reflect the Company's decision in the second quarter of 2007 to exit the equity sales, trading and research operations of the Prudential Equity Group (PEG).

During the second quarter of 2007, due to the Company's decision to exit the equity sales, trading and research operations of PEG, the results of PEG were reclassified as discontinued operations. As a result, prior period financial statements are being updated to retrospectively reflect this change as required by Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. In addition, income from securities relating to trading exchange memberships of PEG, which did not qualify for discontinued operations accounting treatment under generally accepted accounting principles, were reclassified as divested businesses.

The following Items of the 2006 Annual Report are being adjusted retrospectively to reflect the event described above (which Items as adjusted are attached as Exhibits hereto and hereby incorporated by reference herein):

|         |   |
|---------|---|
| Item 1  | Business  |
| Item 6  | Selected Financial Data   |
| Item 7  | Management's Discussion and Analysis of Financial Condition and Results of Operations |
| Item 8  | Financial Statements and Supplementary Data   |
| Item 15 | The following Financial Statement Schedules and Exhibits:                             |
|         | Schedule I Summary of Investments Other Than Investments in Related Parties           |
|         | Schedule II Condensed Financial Information of Registrant                             |
|         | Schedule III Supplementary Insurance Information                                      |
|         | Schedule IV Reinsurance   |
|         | Schedule V Valuation and Qualifying Accounts  |
|         | Exhibit 12.1 Statement of Ratio of Earnings to Fixed Charges                          |

No Items of the 2006 Annual Report other than those identified above are being revised by this filing. Information in the 2006 Annual Report is generally stated as of December 31, 2006 and this filing does not reflect any subsequent information or events other than reclassifications to reflect the event described above. Without limitation of the foregoing, this filing does not purport to update the Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the 2006 Annual Report for any information, uncertainties, transactions, risks, events or trends occurring, or known to management, other than the events described above. More current information is contained in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 and other filings with the Securities and Exchange Commission. This Current Report on Form 8-K should be read in conjunction with the 2006 Annual Report and such Quarterly Report on Form 10-Q and other filings.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

|       |   |
|-------|---|
| 23.1  | Consent of PricewaterhouseCoopers LLP   |
| 99.1  | Item 1, Form 10-K Business  |
| 99.2  | Item 6, Form 10-K Selected Financial Data   |
| 99.3  | Item 7, Form 10-K Management's Discussion and Analysis of Financial Condition and Results of Operations |
| 99.4  | Item 8, Form 10-K Financial Statements and Supplementary Data   |
| 99.5  | Item 15, Form 10-K Schedule I Summary of Investments Other Than Investments in Related Parties          |
| 99.6  | Item 15, Form 10-K Schedule II Condensed Financial Information of Registrant                            |
| 99.7  | Item 15, Form 10-K Schedule III Supplementary Insurance Information                                     |
| 99.8  | Item 15, Form 10-K Schedule IV Reinsurance  |
| 99.9  | Item 15, Form 10-K Schedule V Valuation and Qualifying Accounts   |
| 99.10 | Item 15, Form 10-K Exhibit 12.1 Statement of Ratio of Earnings to Fixed Charges                         |

**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: October 4, 2007

PRUDENTIAL FINANCIAL, INC.

By: /s/ Brian J. Morris  
Name: Brian J. Morris

Title: Assistant Secretary

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**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
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