This document constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.
This information is intended to help you understand the main features of The Prudential Employee Savings Plan (“PESP” or the “Plan”) Employee Stock Ownership Plan (“ESOP”) and provide information regarding your benefits. The Prudential Insurance Company of America and its participating Affiliates (together referred to as “Prudential”) reserve the right to make adjustments in case of misstatement or error. This brochure is not a substitute for PESP’s actual Plan Documents, which govern the operation of the Plan. All terms and conditions of this Plan, including your eligibility and any benefits, will be determined pursuant to and are governed by the provisions of the Plan Documents. If there is any discrepancy between the information in this brochure or in any other Prudential materials relating to this Plan and the actual Plan Documents, or if there is a conflict between information discussed by anyone acting on Prudential’s behalf and the actual Plan Documents, the Plan Documents, as interpreted by the Plan Administrator in its sole discretion, will always govern.

Prudential may, in its sole discretion, modify, amend, suspend, or terminate this Plan or any and all of the policies, programs, and plans described in this brochure in whole or in part, at any time, without notice to or consent of any participant, employee, or former employee to the extent permissible under applicable law.

Nothing contained in this communication is intended to constitute or create a contract of employment, nor shall it constitute or create the right to remain associated with or in the employ of Prudential for any particular period of time. In addition, no oral or written statements made by anyone acting on Prudential’s behalf are intended to create the right to remain associated with or in the employ of Prudential for any particular period of time. Employment with Prudential is employment-at-will. This means that either you or Prudential may terminate the employment relationship at any time, with or without cause or notice.
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WHAT IS THE EMPLOYEE STOCK OWNERSHIP PLAN (ESOP)?

The Prudential Employee Savings Plan (PESP) contains an Employee Stock Ownership Plan feature as part of the Prudential Financial, Inc. (PFI) Common Stock Fund.

What is an ESOP?

An Employee Stock Ownership Plan or ESOP, is a tax-qualified, defined contribution plan that is designed to invest primarily in the plan sponsor’s stock. As a result, it enables employees to have some of their retirement savings invested in the plan sponsor’s stock in a tax-advantaged manner. It can provide an additional feature that permits the plan to make cash dividend payments. An ESOP may be a stand-alone plan, or it can be added to an existing defined contribution plan.

Prudential’s ESOP

Prudential’s ESOP is part of PESP. Key features:

• Generally, the ESOP portion of the PFI Common Stock Fund is treated similarly to other PESP investment options for transactional purposes. See “Other Things to Know” for more details.

• You may not contribute directly to the ESOP portion of the PFI Common Stock Fund. Instead, all contributions that you or Prudential make to the PFI Common Stock Fund (before-tax, Roth 401(k), after-tax, company matching, and rollover contributions, as well as loan repayments and transfers from other investment options) will be made to the non-ESOP portion of the PFI Common Stock Fund and these amounts will be swept periodically to the ESOP portion (generally in January of each year) by the PESP recordkeeper.

• You may elect how dividends in the ESOP portion of the PFI Common Stock Fund will be treated—either paid to you in cash or reinvested. See “Dividend Election” for more information.
Dividend Election

Once each year, you will be asked to decide whether to have any cash dividends paid on your ESOP portion of the PFI Common Stock Fund reinvested in additional units of the PFI Common Stock Fund or have them paid directly to you in cash. This election will apply to any cash dividends that are declared by PFI until you make a new election during the next annual election period. Your dividend election, however, will apply only to the dividends paid under the ESOP portion. Any dividends paid under the non-ESOP portion of the PFI Common Stock Fund will be reinvested automatically in additional units of the PFI Common Stock Fund, since they are not eligible for cash distribution.

If you decide to have your ESOP dividends reinvested in additional units of the PFI Common Stock Fund, your dividends will be paid to the ESOP portion of the PFI Common Stock Fund in your PESP account and be used to buy additional units of the PFI Common Stock Fund.

If you decide to have your dividends paid in cash, you will receive a check for the full amount of your dividend payment as soon as practicable after the dividends are paid to the plan. ESOP dividends paid to you will be reported to the IRS as dividend income and will be subject to ordinary income tax. They will not be subject to the 10% early distribution federal income tax that is applied to most distributions to participants under age 59½. They will also not be counted as part of your required minimum distribution for the year (if applicable). However, you may still be responsible for payment of estimated taxes.

Note: If you do not make an election during the ESOP election period, any dividends paid to the ESOP portion of the PFI Common Stock Fund in your PESP account during that year will automatically be reinvested in additional units of the PFI Common Stock Fund within the ESOP. This means that, even if you elected to receive dividends in cash in prior years, the default approach will be to reinvest your dividends in the PFI Common Stock Fund.

Important Things to Consider

Before you make your election, please carefully consider all appropriate factors, including, but not limited to, the following:

- The election you make during the election period will apply to any dividends paid during that year. If you would like to receive the dividends in cash, you must make this election during the ESOP election period.

- Cash dividends paid to you will be considered taxable income in the year that you receive them. They are not eligible to be rolled over into a tax-qualified plan or an individual retirement arrangement (IRA).

- If you elect to receive your dividends in cash, you will not be able to file your tax return on IRS Form 1040-EZ (since that form may not be used when you have 1099-R type payments).

- Any cash dividends that you receive will not continue to grow tax-deferred as part of your PESP account.

- If you are considering taking a qualified hardship withdrawal from your PESP account in the near future and would need access to the dividend amounts, you should consider electing to receive your dividends in cash, since you will not have the opportunity to change your election until the next election period.

- If you are in the process of requesting a hardship withdrawal from your PESP account during an election period, the dividend payments for your hardship withdrawal will automatically be in cash. Any dividends paid in the remainder of the year will be processed according to your election.

- If you have a PESP account as a beneficiary or an alternate payee under a Qualified Domestic Relations Order (QDRO) in addition to an employee PESP account, you may make an election under each account.
Other Things to Know

Generally, the ESOP portion of the PFI Common Stock Fund is treated similarly to other PESP investment options for transactional purposes. Below is a summary of some of the key Plan provisions as they relate to the ESOP portion:

- **Transfers Out of the PFI Common Stock Fund**—If you wish to rebalance your PESP account and request a transfer out of the PFI Common Stock Fund, you may choose to transfer out of the non-ESOP portion of the PFI Common Stock Fund, the ESOP portion, or both. Remember, though, that the ESOP portion has the additional advantage of a dividend election.

- **Transfers Into the PFI Common Stock Fund**—If you request a transfer into the PFI Common Stock Fund, your funds can only be transferred into the non-ESOP portion of the PFI Common Stock Fund, and then will be part of the annual sweep into the ESOP portion if they remain in your account at the time of the sweep.

- **Loans**—Amounts borrowed under PESP will be deducted from all applicable investment funds/accounts (including the ESOP) proportionately.

- **Loan Repayments**—Since loan repayments are made in accordance with your current contribution investment allocation, and participant contributions are not permitted into the ESOP, no portion of your loan repayments will be directed to the ESOP portion. However, if a portion of your contributions is being directed to the non-ESOP portion of the PFI Common Stock Fund, any loan repayments credited to this Fund throughout the year will be part of the annual sweep if they remain in the account at the time of the sweep.

- **In-Service or Qualified Hardship Withdrawals**—An in-service withdrawal, including any hardship withdrawal, will be made proportionately from all investment options, including both the ESOP and non-ESOP portions of the PFI Common Stock Fund. (Note: With the exception of Qualified Hardship Withdrawals, any distributions from the PFI Common Stock Fund can be taken either entirely in cash, or entirely in actual shares of stock, with cash for any fractional shares.)

- **Calculation of Investment Results**—There is no difference between the calculation of investment results on account balances in the ESOP portion and the non-ESOP portion of the PFI Common Stock Fund. Dividends are allocated to both portions of the Fund. However, you will only have the option to elect to have dividends paid to you in cash out of the ESOP portion.

If you Need More Information

If you have any questions regarding the ESOP or PESP in general, call Prudential Retirement® at 1-800-PRU-PESP (1-800-778-7377). Customer Service Representatives are available Monday through Friday (except holidays), 8 a.m. to 9 p.m. Eastern Time. If you are hearing-impaired, please contact your local relay service.

You may also refer to the PESP website at prudential.com/pesp to see your ESOP balance. For additional information, you may also refer to the PESP Summary Plan Description and any subsequent related PESP Summaries of Material Modifications, which are available on Prudential’s Intranet site, “My Prudential.”

If you are not currently employed by Prudential, but have a balance in the Plan, you can call Prudential Retirement at 1-800-PRU-PESP (1-800-778-7377).
Questions & Answers

Q: Who is eligible to participate in the ESOP portion of the PFI Common Stock Fund?
A: All participants who invest in the PFI Common Stock Fund—including those whose employment with Prudential has ended or those who are beneficiaries of former PESP participants and those who are alternate payees under Qualified Domestic Relations Orders (QDROs)—may be eligible to participate in the ESOP.

Q: Will a dividend be paid on the PFI Common Stock in the ESOP portion of the PFI Common Stock Fund in PESP?
A: Whether or not PFI declares a dividend (and the timing of any such dividend) is at the discretion of the PFI Board of Directors. However, if they do so, it is anticipated that dividends will be paid quarterly.

Q: How much will the dividend payment on PFI Common Stock be?
A: If a dividend is declared, your ESOP dividend payment amount will be determined by multiplying the declared dividend rate by your equivalent share balance in the ESOP portion of the PFI Common Stock Fund. A rough estimate of your equivalent share balance would be the number of your ESOP units on the dividend declaration date, multiplied by the ESOP unit value for that date, divided by the closing value of a share of PFI common stock on the same date. This estimate will not be exact because some of the assets in the PFI Common Stock Fund are held in cash or cash equivalents, and not PFI common stock, in order to provide sufficient cash for loans, distributions, transfers, etc.

Q: How is the distribution of ESOP dividends treated for Federal Income Tax purposes?
A: Distributions of dividends from the ESOP portion of the PFI Common Stock Fund are taxed as ordinary income and will not be subject to the 10% early distribution federal income tax, which applies to most PESP distributions to participants under age 59½. However, you may be responsible for payment of estimated taxes. You will receive an IRS Form 1099-R from Prudential reporting the ESOP dividend distribution that you receive in cash in the following year.

Q: Does my election apply to both the ESOP portion and the non-ESOP portion of the PFI Common Stock Fund under PESP?
A: No. The ESOP portion and the non-ESOP portion of the PFI Common Stock Fund exist separately within PESP. Your dividend election only applies to the ESOP portion of the PFI Common Stock Fund; dividends paid on PFI common stock in the non-ESOP portion will be reinvested automatically in additional units of the PFI Common Stock Fund.

Q: Can I transfer my money out of the ESOP portion of the PFI Common Stock Fund?
A: Yes. You may transfer money out of the ESOP portion of the PFI Common Stock Fund the same way you currently reallocate other money among PESP investment options. However, you cannot reallocate money into the ESOP portion of the PFI Common Stock Fund.

Q: If I take a distribution from PESP, how does this affect my investments in the ESOP portion of the PFI Common Stock Fund?
A: Partial distributions from PESP are calculated by removing money proportionately from each investment option in which you are invested, including the ESOP portion of the PFI Common Stock Fund. A total distribution will result in money being removed completely from all investment options, including the ESOP portion. If you are taking a distribution from the PFI Common Stock Fund part of your PESP account, be sure to specify if you would like to receive actual shares of PFI common stock from the ESOP and the non-ESOP portions of the PFI Common Stock Fund. (Under current rules, your entire distribution from the PFI Common Stock Fund must be either in cash or in shares.) Please note that if you elect to receive your distribution from the PFI Common Stock Fund in shares of PFI common stock, your shares will be transferred into book-entry form at Computershare, Prudential’s transfer agent. Share certificates will not be distributed to you. If you subsequently decide to liquidate your shares, you will first have to move them from Computershare to a broker, which may result in additional fees.
**Questions & Answers continued**

**Q:** Will my investments in the ESOP portion of the PFI Common Stock Fund generate the same investment return as my investments in the non-ESOP portion of the PFI Common Stock Fund?

**A:** Yes. Financially, both portions of the PFI Common Stock Fund are the same. Investments in the ESOP portion will have the same unit value (and same rate of return) as the investments in the non-ESOP portion. Of course, if you elect to have dividends on the ESOP portion paid to you in cash, there will be less money left in that portion of the PFI Common Stock Fund than if you had reinvested your dividends in additional units of the PFI Common Stock Fund.

**Q:** Why does PESP use a different record date than the record date used for other PFI shareholders?

**A:** The PFI dividend record date applies at the plan or shareholder’s level. For allocating dividends among plan participants, PESP uses an internal record date that is slightly earlier than the PFI date.

**Q:** Does the ESOP feature and/or my election impact the PFI common stock and/or dividends that I hold with my broker or anywhere else?

**A:** No. The PESP and the ESOP feature do not relate to or impact any other PFI equity holdings, including dividends, that you may hold with a broker or elsewhere.

**Q:** What is my current balance in the ESOP?

**A:** You may view your current investment funds/account balances, including your ESOP balance in the PFI Common Stock Fund, on the PESP website at prudential.com/pesp.