

PRUDENTIAL FINANCIAL INC  
Form 8-K  
February 14, 2017

**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): February 14, 2017**

**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**

**Newark, New Jersey 07102**

**(Address of principal executive offices and zip code)**

**(973) 802-6000**

**(Registrant's telephone number, including area code)**

**22-3703799**  
**(I.R.S. Employer**

**Identification No.)**

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**2017 Annual Incentive Program**

Attached as Exhibit 10.1 and incorporated herein by reference are the Annual Incentive Payment Criteria for Executive Officers relating to annual incentive awards under the Company's Annual Incentive Program, effective for awards in 2017 in respect of 2016 and for subsequent years.

**2017 Long-Term Incentive Program**

Attached as Exhibit 10.2 and incorporated herein by reference is the Form of Terms and Conditions relating to awards to executive officers in 2017 under the Company's 2016 Omnibus Incentive Plan of restricted stock units, stock options, performance shares, performance units and book value units under the Company's 2017 Long-Term Incentive Program.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

The following exhibits are being filed as part of this Current Report on Form 8-K:

- 10.1 Annual Incentive Payment Criteria for Executive Officers effective for awards in 2017 in respect of 2016 and for subsequent years.
- 10.2 Form of Terms and Conditions relating to awards to executive officers in 2017 under the 2016 Omnibus Incentive Plan of restricted stock units, stock options, performance shares, performance units and book value units under the 2017 Long-Term Incentive Program.

**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: February 14, 2017

PRUDENTIAL FINANCIAL, INC.

By: /s/ Andrew Hughes

Name: Andrew Hughes

Title: Vice President and Assistant

Secretary

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | Annual Incentive Payment Criteria for Executive Officers effective for awards in 2017 in respect of 2016 and for subsequent years.   |
| 10.2               | Form of Terms and Conditions relating to awards to executive officers in 2017 under the 2016 Omnibus Incentive Plan of restricted stock units, stock options, performance shares, performance units and book value units under the 2017 Long-Term Incentive Program. |