



Prudential Annuities Distributors, Inc.
One Corporate Drive
Shelton, CT 06484

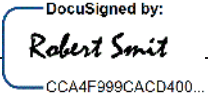
Prudential Annuities Distributors, Inc.
Exemption Report

Prudential Annuities Distributors, Inc. (the "Company") is a registered broker-dealer subject to Rule 17a-5 promulgated by the Securities and Exchange Commission (17 C.F.R. §240.17a-5, "Reports to be made by certain brokers and dealers"). This Exemption Report was prepared as required by 17 C.F.R. § 240.17a-5(d)(1) and (4). To the best of its knowledge and belief, the Company states the following:

- (1) The Company claimed an exemption from 17 C.F.R. § 240.15c3-3 under the following provisions of 17 C.F.R. § 240.15c3-3 (k):1
- (2) The Company met the identified exemption provisions in 17 C.F.R. § 240.15c3-3(k) throughout the most recent fiscal year ended December 31, 2020 without exception.

Prudential Annuities Distributors, Inc.

I, Robert Smit, swear (or affirm) that, to my best knowledge and belief, this Exemption Report is true and correct.

By:  _____
CCA4F999CADC400...

Title: Chief Financial Officer

February 25, 2021



Report of Independent Registered Public Accounting Firm

To Management of Prudential Annuities Distributors, Inc:

We have reviewed Prudential Annuities Distributors, Inc.'s assertions, included in the accompanying Prudential Annuities Distributors, Inc. Exemption Report, in which (1) the Company identified 17 C.F.R. § 240.15c3-3(k)(1) as the provision under which the Company claimed an exemption from 17 C.F.R. § 240.15c3-3 (the "exemption provision") and (2) the Company stated that it met the identified exemption provision throughout the year ended December 31, 2020 without exception. The Company's management is responsible for the assertions and for compliance with the identified exemption provision throughout the year ended December 31, 2020.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about the Company's compliance with the exemption provision. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's assertions. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's assertions referred to above for them to be fairly stated, in all material respects, based on the provisions set forth in paragraph (k)(1) of 17 C.F.R. § 240.15c3-3.

A handwritten signature in black ink that reads "PricewaterhouseCoopers LLP".

New York, New York
February 25, 2021