

# SECURITIES AND EXCHANGE COMMISSION

## FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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### FILER

#### **PRUDENTIAL DISTRESSED SECURITIES FUND INC**

CIK: **1005459** | IRS No.: **133871358** | State of Incorporation: **MD** | Fiscal Year End: **1130**  
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Mailing Address  
*ONE SEAPORT PLAZA  
NEW YORK NY 10292*

Business Address  
*ONE SEAPORT PLAZA  
NEW YORK NY 10292  
2122141250*

Prudential Mutual Funds

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PROSPECTUS SUPPLEMENT DATED JULY 23, 1999

How to Buy, Sell and Exchange Shares of the Fund(s)

The section entitled 'How to Buy, Sell and Exchange Shares of the Fund(s)--How to Buy Shares' is amended as follows:

The paragraph under 'Reducing or Waiving Class A's Initial Sales Charge--Benefit Plans' is amended to read in its entirety as follows:

Benefit Plans. Certain group retirement and savings plans may purchase Class A shares without the initial sales charge if they meet the required minimum for amount of assets, average account balance or number of eligible employees. For more information about these requirements, call Prudential at (800) 353-2847.

Mutual Fund Programs. The initial sales charge will be waived for investors in certain programs sponsored by broker-dealers, investment advisers and financial planners who have agreements with Prudential Investments Advisory Group relating to:

- Mutual fund 'wrap' or asset allocation programs where the sponsor places Fund trades and charges its clients a management, consulting or other fee for its services; or
- Mutual fund 'supermarket' programs where the sponsor links its clients' accounts to a master account in the sponsor's name and the sponsor charges a fee for its services.

Broker-dealers, investment advisers or financial planners sponsoring these mutual fund programs may offer their clients more than one class of shares in the Fund(s) in connection with different pricing options for their programs. Investors should consider carefully any separate transaction and other fees charged by these programs in connection with investing in each available share class before selecting a share class.

The paragraphs under 'Waiving Class C's Initial Sales Charge--Benefit Plans' and 'Waiving Class C's Initial Sales Charge--Prudential Retirement Plans' are amended to read in their entirety as follows (not applicable to Prudential Government Securities Trust):

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Benefit Plans. Certain group retirement plans may purchase Class C shares without the initial sales charge. For more information, call Prudential at (800) 353-2847.

The first paragraph under 'Qualifying for Class Z Shares' is amended to read in its entirety as follows (not applicable to Prudential Distressed Securities Fund, Inc.):

Benefit Plans. Certain group retirement plans may purchase Class Z shares if they meet the required minimum for amount of assets, average account balance or number of eligible employees. For more information about these requirements, call Prudential at (800) 353-2847.

Mutual Fund Programs. Class Z shares can also be purchased by participants in any fee-based program or trust program sponsored by Prudential or an affiliate that includes the Fund(s) as an available option. Class Z shares can also be purchased by investors in certain programs sponsored by broker-dealers, investment advisers and financial planners who have agreements with Prudential Investments Advisory Group relating to:

- Mutual fund 'wrap' or asset allocation programs, where the sponsor places Fund trades, links its clients' accounts to a master account in the sponsor's name and charges its clients a management, consulting or other fee for its services; or
- Mutual fund 'supermarket' programs, where the sponsor links its clients' accounts to a master account in the sponsor's name and the sponsor charges a fee for its services.

Broker-dealers, investment advisers or financial planners sponsoring these mutual fund programs may offer their clients more than one class of shares in the Fund(s) in connection with different pricing options for their programs. Investors should consider carefully any separate transaction and other fees charged by these programs in connection with investing in each available share class before selecting a share class.

Other Types of Investors. Class Z shares can also be purchased by any of the following:

- Certain participants in the MEDLEY Program (group variable annuity contracts) sponsored by Prudential for whom Class Z shares of the Prudential mutual funds are an available option;
- Current and former Directors/Trustees of the Prudential mutual funds (including the Fund/Company); and
- Prudential, with an investment of \$10 million or more.

The section entitled 'How to Buy, Sell and Exchange Shares of the Fund(s)--How to Sell Your Shares--Waiver of the CDSC--Class C Shares' is amended to read in its entirety as follows (not applicable to Prudential Government Securities Trust):

Benefit Plans. The CDSC will be waived for redemptions by certain group retirement plans for which Prudential or brokers not affiliated with Prudential provide administrative or recordkeeping services. The CDSC will also be waived for certain redemptions by benefit plans sponsored by Prudential and its affiliates. For more information, call Prudential at (800) 353-2847.

Listed below are the names of the Prudential mutual funds and the dates of the Prospectuses to which this supplement relates.

Name of Fund -----	Prospectus Date -----
Nicholas-Applegate Fund, Inc.	March 15, 1999
Prudential Distressed Securities Fund, Inc.	February 5, 1999
Prudential Diversified Bond Fund, Inc.	March 2, 1999
Prudential Emerging Growth Fund, Inc.	January 14, 1999
Prudential Equity Fund, Inc.	March 1, 1999
Prudential Equity Income Fund	January 14, 1999
Prudential Global Limited Maturity Fund, Inc.	January 22, 1999
Prudential Government Income Fund, Inc.	May 18, 1999
Prudential Government Securities Trust Short-Intermediate Term Series	March 29, 1999
Prudential High Yield Fund, Inc.	March 3, 1999
Prudential High Yield Total Return Fund, Inc.	June 1, 1999
Prudential Intermediate Global Income Fund, Inc.	March 16, 1999
Prudential International Bond Fund, Inc.	March 16, 1999
Prudential Mid-Cap Value Fund	April 28, 1999
Prudential Pacific Growth Fund, Inc.	February 25, 1999
Prudential Real Estate Securities Fund	June 2, 1999
Prudential Sector Funds, Inc.	
Prudential Financial Services Fund	May 20, 1999
Prudential Health Sciences Fund	May 20, 1999
Prudential Technology Fund	May 20, 1999
Prudential Utility Fund	March 1, 1999

Name of Fund -----	Prospectus Date -----
Prudential Small-Cap Quantum Fund, Inc.	May 27, 1999
Prudential Structured Maturity Fund, Inc.	March 1, 1999
Prudential Tax-Managed Equity Fund	January 20, 1999
Prudential World Fund, Inc.	
Global Series	January 20, 1999
International Stock Series	January 20, 1999

Prudential 20/20 Focus Fund  
The Global Total Return Fund, Inc.

April 26, 1999  
March 1, 1999