

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): July 19, 2024

WELLS FARGO & COMPANY  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-02979  
(Commission File  
Number)

No. 41-0449260  
(IRS Employer  
Identification No.)

420 Montgomery Street, San Francisco, California 94104  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 1-866-249-3302

Not applicable  
(Former name or former address, if changed since last report)

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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$1-2/3	WFC	New York Stock Exchange (NYSE)
7.5% Non-Cumulative Perpetual Convertible Class A Preferred Stock, Series L	WFC.PRL	NYSE
Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series Y	WFC.PRY	NYSE
Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series Z	WFC.PRZ	NYSE
Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series AA	WFC.PRA	NYSE
Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series CC	WFC.PRC	NYSE
Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series DD	WFC.PRD	NYSE
Guarantee of Medium-Term Notes, Series A, due October 30, 2028 of Wells Fargo Finance LLC	WFC/28A	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Article FOURTH of Wells Fargo & Company’s (the “Company”) Restated Certificate of Incorporation, as amended, authorizes the issuance from time to time of shares of Preferred Stock, without par value. On July 19, 2024, the Company filed with the Delaware Secretary of State a Certificate of Designation which, effective upon filing, designated a series of such Preferred Stock as “6.85% Fixed Rate Reset Non-Cumulative Perpetual Class A Preferred Stock, Series FF,” authorized 80,000 shares of Non-Cumulative Perpetual Class A Preferred Stock, Series FF, without par value and with a liquidation preference amount of \$25,000 per share (referred to herein as the “Series FF Preferred Stock”), and set forth the voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the Series FF Preferred Stock which are not fixed by the Company’s Restated Certificate of Incorporation. A copy of the Certificate of Designation is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

On July 23, 2024, the Company sold 2,000,000 Depositary Shares (the “Depositary Shares”), each Depositary Share representing a 1/25th interest in a share of the Company’s Series FF Preferred Stock. Exhibits are filed herewith in connection with the Registration Statement on Form S-3, as amended (File No. 333-269514) filed by the Company with the Securities and Exchange Commission. The following documents are being filed with this report on Form 8-K: (i) Underwriting Agreement, dated July 16, 2024, among the Company and Wells Fargo Securities, LLC, as representative of the several underwriters named therein; (ii) Certificate of Designation of the Company dated July 19, 2024; (iii) Deposit Agreement dated as of July 23, 2024 among the Company, Equiniti Trust Company, LLC, as depositary, and the holders from time to time of Depositary Receipts; (iv) form of Depositary Receipt; and (v) opinions with respect the Series FF Preferred Stock, Deposit Agreement, and Depositary Receipts.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
1.1	<a href="#"><u>Underwriting Agreement, dated as of July 16, 2024, among Wells Fargo &amp; Company and Wells Fargo Securities, LLC, as representative of the several underwriters named therein.</u></a>	Filed herewith
4.1	<a href="#"><u>Certificate of Designation of Wells Fargo &amp; Company with respect to the Series FF Preferred Stock dated July 19, 2024.</u></a>	Filed herewith
4.2	<a href="#"><u>Deposit Agreement, dated as of July 23, 2024, among Wells Fargo &amp; Company, Equiniti Trust Company, LLC, as depositary, and the holders from time to time of Depositary Receipts.</u></a>	Filed herewith
4.3	<a href="#"><u>Form of Depositary Receipt.</u></a>	Included as part of Exhibit 4.2
5.1	<a href="#"><u>Opinion of Richards, Layton &amp; Finger, P.A. regarding the Series FF Preferred Stock.</u></a>	Filed herewith
5.2	<a href="#"><u>Opinion of Faegre Drinker Biddle &amp; Reath LLP regarding the Deposit Agreement and the Depositary Receipts.</u></a>	Filed herewith

23.1	<a href="#"><u>Consent of Richards, Layton &amp; Finger, P.A.</u></a>	Included as part of Exhibit 5.1
23.2	<a href="#"><u>Consent of Faegre Drinker Biddle &amp; Reath LLP.</u></a>	Included as part of Exhibit 5.2
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.	Filed herewith

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SIGNATURE

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.

WELLS FARGO & COMPANY

DATED: July 23, 2024

/s/ Bryant Owens  
Bryant Owens  
Senior Vice President and Assistant  
Treasurer