

WELLS FARGO & COMPANY/MN  
Form S-8  
May 26, 2016

As filed with the Securities and Exchange Commission on May 26, 2016

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**420 Montgomery Street**

**41-0449260**  
(IRS Employer  
Identification Number)  
**94163**

**San Francisco, California**

**(800) 292-9932**

**(Address of principal executive offices)**

**(Zip code)**

**Wells Fargo & Company 401(k) Plan**

**(Full title of the plan)**

**James M. Strother**

**Senior Executive Vice President and General Counsel**

**Wells Fargo & Company**

**420 Montgomery Street**

**San Francisco, California 94163**

**(415) 396-1793**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Elizabeth D. Oliphant**

**Wells Fargo & Company**

**MAC D1053-300**

**301 S. College St.**

**Charlotte, NC 28202**

**(704) 374-3259**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title Of Securities	Amount To Be Registered	Proposed	Proposed	Amount Of
		Maximum	Maximum	
To Be Registered	Registered	Offering Price Per Share	Aggregate Offering Price	Registration Fee
Common Stock, \$1-2/3 par value	250,000,000 Shares <sup>(1)</sup>	\$48.56 <sup>(2)</sup>	\$12,140,000,000 <sup>(2)</sup>	\$1,222,498 <sup>(3)</sup>

- (1) Pursuant to Rule 416 under the Securities Act of 1933 (the Act), this registration statement covers additional securities that may be issued as a result of stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Act, based on the average of the high and low sales prices of Wells Fargo common stock, as reported on the New York Stock Exchange on May 19, 2016 in accordance with Rule 457(c) under the Act.
- (3) Determined in accordance with Rule 457(h) under the Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents (or portions thereof) filed by Wells Fargo & Company ( Wells Fargo ) or the Wells Fargo & Company 401(k) Plan (the Plan ), as the case may be, with the Securities and Exchange Commission (the Commission ) under the Securities Exchange Act of 1934, as amended (the Exchange Act ), are incorporated herein by reference (other than the portions of those documents not deemed to be filed). All Wells Fargo documents were filed with the Commission under File No. 001-02979.

Wells Fargo s Annual Report on Form 10-K for the year ended December 31, 2015, including information specifically incorporated by reference into the Form 10-K from Wells Fargo s 2015 Annual Report to Stockholders and Wells Fargo s Proxy Statement for the 2016 Annual Meeting of Stockholders;

Wells Fargo s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016;

Wells Fargo s Current Reports on Form 8-K filed January 4, 2016; January 5, 2016; January 7, 2016; January 15, 2016; January 22, 2016; January 26, 2016; January 28, 2016; January 29, 2016 (three filings); February 1, 2016; February 3, 2016 (two filings); February 9, 2016; February 12, 2016; February 19, 2016; February 24, 2016; February 26, 2016 (two filings); February 29, 2016; March 1, 2016; March 4, 2016; March 8, 2016; March 9, 2016; March 11, 2016; March 14, 2016; March 15, 2016; March 16, 2016; March 18, 2016; March 21, 2016; March 22, 2016; March 23, 2016; March 28, 2016; March 29, 2016; March 31, 2016; April 4, 2016; April 5, 2016; April 6, 2016; April 7, 2016; April 8, 2016; April 11, 2016; April 14, 2016; April 15, 2016; April 21, 2016; April 22, 2016 (2 filings); April 26, 2016; April 27, 2016; April 29, 2016 (2 filings); May 4, 2016; May 6, 2016; May 9, 2016; May 10, 2016; May 17, 2016; May 18, 2016; May 24, 2016; May 25, 2016; and May 26, 2016 (other than portions of these documents not deemed to be filed);

the description of Wells Fargo s common stock contained in Exhibit 99(e) to Wells Fargo s Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, including any amendment or report filed to update such description; and

the Plan s Annual Report on Form 11-K for the year ended December 31, 2014.

All reports and/or documents filed by Wells Fargo and the Plan with the Commission pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act, except for such reports and/or other documents (or portions thereof) that are only furnished to the Commission or that are otherwise not deemed to be filed with the Commission pursuant to such Exchange Act sections, subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of such filing.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

**Item 4. Description of Securities.**

Not applicable.

II-1

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law authorizes indemnification of directors and officers of a Delaware corporation under certain circumstances against expenses, judgments and the like in connection with an action, suit or proceeding. Article Fourteenth of the Restated Certificate of Incorporation of Wells Fargo provides for broad indemnification of directors and officers. Wells Fargo also maintains insurance coverage relating to certain liabilities of directors and officers.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

See Exhibit Index.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii)

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To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on May 26, 2016.

WELLS FARGO & COMPANY

By: /s/ John G. Stumpf  
John G. Stumpf  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on May 26, 2016 by the following persons in the capacities indicated:

/s/ John G. Stumpf  
John G. Stumpf  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

/s/ John R. Shrewsberry  
John R. Shrewsberry  
Senior Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

/s/ Richard D. Levy  
Richard D. Levy  
Executive Vice President and Controller  
(Principal Accounting Officer)

JOHN D. BAKER II	DONALD M. JAMES	
ELAINE L. CHAO	CYNTHIA H. MILLIGAN	
JOHN S. CHEN	FEDERICO F. PENA	
LLOYD H. DEAN	JAMES H. QUIGLEY	A majority of the
ELIZABETH A. DUKE	STEPHEN W. SANGER	Board of Directors*
SUSAN E. ENGEL	SUSAN G. SWENSON	
ENRIQUE HERNANDEZ, JR.	SUZANNE M. VAUTRINOT	

\* John G. Stumpf, by signing his name hereto, does hereby sign this document on behalf of each of the directors named above pursuant to powers of attorney duly executed by such persons.

/s/ John G. Stumpf  
John G. Stumpf  
Attorney-in-Fact

*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the Wells Fargo & Company 401(k) Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on May 26, 2016.

WELLS FARGO & COMPANY, as plan administrator

By           /s/ John G. Stumpf  
                  John G. Stumpf  
                  Chairman and Chief Executive  
                  Officer

EXHIBIT INDEX

Number	Description
5	Opinion of Elizabeth D. Oliphant
23.1	Consent of Elizabeth D. Oliphant (included in Exhibit 5)
23.2	Consent of KPMG LLP
23.3	Consent of KPMG LLP
24	Powers of Attorney