

WELLS FARGO & COMPANY/MN  
Form FWP  
October 24, 2016

Final Term Sheet

Filed Pursuant to Rule 433

Registration No. 333-195697

October 24, 2016

**WELLS FARGO & COMPANY**

**\$2,000,000,000 Floating Rate Notes Due October 31, 2023**

|                                       |  |
|---------------------------------------|--|
| <b>Issuer:</b>                        | Wells Fargo & Company ( Wells Fargo )  |
| <b>Title of Securities</b>            | Floating Rate Notes Due October 31, 2023   |
| <b>Note Type:</b>                     | Senior unsecured   |
| <b>Trade Date:</b>                    | October 24, 2016   |
| <b>Settlement Date (T+5):</b>         | October 31, 2016   |
| <b>Maturity Date:</b>                 | October 31, 2023   |
| <b>Aggregate Principal Amount</b>     |  |
| <b>Offered:</b>                       | \$2,000,000,000  |
| <b>Price to Public (Issue Price):</b> | 100.00%, plus accrued interest, if any, from October 31, 2016                              |
| <b>Underwriting Discount</b>          |  |
| <b>(Gross Spread):</b>                | 0.40%  |
| <b>All-in Price (Net of</b>           |  |
| <b>Underwriting Discount):</b>        | 99.60%, plus accrued interest, if any, from October 31, 2016                               |
| <b>Net Proceeds:</b>                  | \$1,992,000,000  |
| <b>Interest Rate:</b>                 | Base Rate of LIBOR plus 1.23%  |
| <b>Interest Payment Dates:</b>        | January 31, April 30, July 31 and October 31, commencing January 31, 2017, and at maturity |
| <b>Interest Reset Dates:</b>          |  |

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January 31, April 30, July 31 and October 31, commencing January 31, 2017

**Designated LIBOR Page:** Page LIBOR01 as displayed on Reuters or any successor service (or such other page as may replace Page LIBOR01 on that service or successor service)

**Index Maturity:** Three months

**Interest Reset Period:** Quarterly

**Initial Interest Rate:** LIBOR plus 1.23%, determined two London banking days prior to October 31, 2016

|                                  |  |
|----------------------------------|--|
| <b>Benchmark:</b>                | Three-month LIBOR  |
| <b>Spread to Benchmark:</b>      | +123 basis points  |
| <b>Redemption:</b>               | At its option, Wells Fargo may redeem the notes, in whole, but not in part, on October 31, 2022, at a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest thereon to, but excluding, the date of redemption.                                   |
| <b>CUSIP:</b>                    | 949746SJ1  |
| <b>Listing:</b>                  | None   |
| <b>Sole Bookrunning Manager:</b> | Wells Fargo Securities, LLC  |
| <b>Co-Managers:</b>              | CIBC World Markets Corp.<br>Desjardins Securities Inc.<br>The Huntington Investment Company  |
|                                  | Desjardins Securities Inc. is not a U.S. registered broker-dealer, and, therefore, will not affect any offers or sales of any Notes in the United States or will do so only through one or more registered broker-dealers as permitted by the regulations of the Financial Industry Regulatory Authority, Inc. |
| <b>Junior Co-Managers:</b>       | Blaylock Beal Van, LLC<br>CastleOak Securities, L.P.<br>Drexel Hamilton, LLC<br>Loop Capital Markets LLC   |

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Wells Fargo Securities, LLC toll-free at 1-800-645-3751 or e-mailing [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com).**