

WELLS FARGO & COMPANY/MN
Form 8-K
April 24, 2017

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): April 21, 2017

WELLS FARGO & COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

001-2979
(Commission File

No. 41-0449260
(IRS Employer

of incorporation)

Number)

Identification No.)

420 Montgomery Street, San Francisco, California 94104

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(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))

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 April 21, 2017, 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 Non-Cumulative Perpetual Class A Preferred Stock, Series Y, authorized 27,600 shares of Non-Cumulative Perpetual Class A Preferred Stock, Series Y, without par value and with a liquidation preference amount of \$25,000 per share (referred to herein as the "Series Y 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 Y 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 April 24, 2017, the Company sold 27,600,000 Depositary Shares, each Depositary Share representing a 1/1,000th interest in a share of the Company's Series Y Preferred Stock (the "Depositary Shares"). Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-216234) 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 April 17, 2017, among the Company and Wells Fargo Securities, LLC, as representative of the several underwriters named therein; (ii) Certificate of Designation of the Company dated April 21, 2017; (iii) Deposit Agreement dated as of April 24, 2017 among the Company, Wells Fargo Bank, N.A., as depositary, and the holders from time to time of Depositary Receipts; (iv) form of Depositary Receipt; and (v) opinions with respect to the Series Y Preferred Stock, Deposit Agreement, and Depositary Receipts.

(d) Exhibits

- 1.1 Underwriting Agreement, dated April 17, 2017, among Wells Fargo & Company and Wells Fargo Securities, LLC, as representative of the several underwriters named therein
- 4.1 Certificate of Designation of Wells Fargo & Company with respect to the Non-Cumulative Perpetual Class A Preferred Stock, Series Y dated April 21, 2017
- 4.2 Deposit Agreement dated as of April 24, 2017 among Wells Fargo & Company, Wells Fargo Bank, N.A., as depositary, and the holders from time to time of Depositary Receipts
- 4.3 Form of Depositary Receipt (included as part of Exhibit 4.2)
- 5.1 Opinion of Richards, Layton & Finger, P.A. regarding the Non-Cumulative Perpetual Class A Preferred Stock, Series Y

- 5.2 Opinion of Faegre Baker Daniels LLP regarding the Deposit Agreement and the Depositary Receipts

- 23.1 Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5.1)

- 23.2 Consent of Faegre Baker Daniels LLP (included as part of Exhibit 5.2)

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: April 24, 2017

/s/ Barbara S. Brett
Barbara S. Brett
Senior Vice President and Assistant Treasurer

Index to Exhibits

| <u>Exhibit No.</u> | <u>Description</u> | <u>Method of Filing</u> |
|--------------------|---|-------------------------|
| 1.1 | Underwriting Agreement, dated April 17, 2017, among Wells Fargo & Company and Wells Fargo Securities, LLC, as representative of the several underwriters named therein | Electronic Transmission |
| 4.1 | Certificate of Designation of Wells Fargo & Company with respect to the Non-Cumulative Perpetual Class A Preferred Stock, Series Y dated April 21, 2017 | Electronic Transmission |
| 4.2 | Deposit Agreement, dated as of April 24, 2017, among Wells Fargo & Company, Wells Fargo Bank, N.A., as depositary, and the holders from time to time of Depositary Receipts | Electronic Transmission |
| 4.3 | Form of Depositary Receipt (included as part of Exhibit 4.2) | |
| 5.1 | Opinion of Richards, Layton & Finger, P.A. regarding the Non-Cumulative Perpetual Class A Preferred Stock, Series Y | Electronic Transmission |
| 5.2 | Opinion of Faegre Baker Daniels LLP regarding the Deposit Agreement and the Depositary Receipts | Electronic Transmission |
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