
**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 24, 2019

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)**

**1-866-249-3302
(Registrant's Telephone Number, Including Area Code)**

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.

On April 24, 2019, Wells Fargo & Company (the “Company”) filed with the Delaware Secretary of State a Certificate Eliminating the Certificate of Designations with respect to the Company’s 2010 ESOP Cumulative Convertible Preferred Stock which, effective upon filing, eliminated from the Company’s Restated Certificate of Incorporation all matters set forth in the Certificate of Designations for the 2010 ESOP Cumulative Convertible Preferred Stock filed with the Delaware Secretary of State on March 23, 2010.

The Certificate Eliminating the Certificate of Designations with respect to the Company’s 2010 ESOP Cumulative Convertible Preferred Stock is filed herewith as Exhibit 3(a) and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 3(a) Certificate Eliminating the Certificate of Designations with respect to the Company’s 2010 ESOP Cumulative Convertible Preferred Stock, filed herewith

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.

Dated: April 24, 2019

WELLS FARGO & COMPANY

By: /s/ Anthony R. Augliera
Anthony R. Augliera
Executive Vice President and Secretary

CERTIFICATE ELIMINATING THE CERTIFICATE OF DESIGNATIONS
WITH RESPECT TO THE
2010 ESOP CUMULATIVE CONVERTIBLE PREFERRED STOCK

OF

WELLS FARGO & COMPANY

Pursuant to Section 151 of the General
Corporation Law of the State of Delaware

The undersigned DOES HEREBY CERTIFY that the following resolutions were duly adopted by the Board of Directors of Wells Fargo & Company, a Delaware corporation (the “Company”), at a meeting duly convened and held on April 23, 2019, at which a quorum was present and acting throughout:

WHEREAS resolutions were adopted by the ESOP Preferred Stock Committee I of the Board of Directors, which resolutions are set forth in a Certificate of Designations filed with the Secretary of State of the State of Delaware on March 23, 2010, providing for and authorizing the issuance of 1,000,000 shares of 2010 ESOP Cumulative Convertible Preferred Stock; and

WHEREAS as of April 2, 2019, all the outstanding shares of the 2010 ESOP Cumulative Convertible Preferred Stock were converted into fully paid and nonassessable shares of common stock of the Company.

RESOLVED that none of the authorized shares of the 2010 ESOP Cumulative Convertible Preferred Stock are outstanding and none will be issued subject to the Certificate of Designations previously filed on March 23, 2010 with the Secretary of State of the State of Delaware with respect to such series.

RESOLVED that the Chairman, the President, any Vice Chairman, any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, the Secretary and any Assistant Secretary are hereby authorized to execute, acknowledge, and file such instruments and documents as they, or any of them, may deem necessary or advisable to eliminate from the Company’s Restated Certificate of Incorporation, as amended, all matters set forth in said Certificate of Designations with respect to the 2010 ESOP Cumulative Convertible Preferred Stock.

IN WITNESS WHEREOF, WELLS FARGO & COMPANY has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Anthony R. Augliera, its Executive Vice President and Secretary, and attested by Willie J. White, its Assistant Secretary, this 23rd day of April, 2019.

WELLS FARGO & COMPANY

By /s/ Anthony R. Augliera
Anthony R. Augliera
Executive Vice President and Secretary

ATTEST:

/s/ Willie J. White
Willie J. White
Assistant Secretary

[As filed with the Delaware Secretary of State on April 24, 2019]