

---

---

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): August 9, 2021

**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))

**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 O	WFC.PRO	NYSE
Depository Shares, each representing a 1/1000th interest in a share of 5.85% Fixed-to-Floating Rate Non-Cumulative Perpetual Class A Preferred Stock, Series Q	WFC.PRQ	NYSE
Depository Shares, each representing a 1/1000th interest in a share of 6.625% Fixed-to-Floating Rate Non-Cumulative Perpetual Class A Preferred Stock, Series R	WFC.PRR	NYSE
Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series X	WFC.PRX	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On August 9, 2021, Charles H. Noski, a member of the Board of Directors (the “Board”) of Wells Fargo & Company (the “Company”), informed the Company of his decision to retire as Chairman of the Board and as a director of the Company. Mr. Noski has stepped down as Chairman, and he will remain as a director until he retires on September 30, 2021.

On August 9, 2021, the Board elected director Steven D. Black, an independent director under the New York Stock Exchange’s corporate governance listing standards and the Company’s Corporate Governance Guidelines, to succeed Mr. Noski as Chairman, effective immediately. The Board also appointed Wayne M. Hewett as a member of the Board’s Governance and Nominating Committee (the “GNC”) and designated him as Chair of the GNC to succeed Mr. Noski as GNC Chair, in each case effective immediately.

The Company’s news release announcing these events is attached to this report as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
99.1	News Release dated August 10, 2021.	Filed herewith
104	Cover Page Interactive Data File	Embedded within the Inline XBRL document

**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: August 10, 2021

WELLS FARGO & COMPANY

By: /s/ Anthony R. Augliera

Anthony R. Augliera

Executive Vice President, Deputy General  
Counsel and Secretary

News Release | August 10, 2021

# Wells Fargo Chairman Charles H. Noski to Retire; Board of Directors Elects Steven D. Black Chairman

**SAN FRANCISCO — Aug. 10, 2021 —** Wells Fargo & Company (NYSE: WFC) today announced that Charles H. Noski will retire as chairman and a member of Wells Fargo’s Board of Directors. Noski has stepped down as chairman, and he will remain as a director until he retires on Sept. 30, 2021, to facilitate the transition of the chairman role. Noski has served as a director since June 2019 and as chairman since March 2020. Noski previously served as chair of the board’s Audit Committee and, until today, as chair of its Governance and Nominating Committee.

The board has elected Steven D. Black as chairman, effective immediately. Black has over 45 years of financial services experience with some of the largest financial institutions in the world and has served as co-CEO of Bregal Investments, a private equity firm, since September 2012. The board also appointed Wayne M. Hewett to serve as a member and as chair of the Governance and Nominating Committee.

CEO Charlie Scharf said, “Chuck stepped into the chairman role at an important inflection point for the company — both in terms of our ongoing work to improve our controls and governance and in the early days of what became an unprecedented global pandemic. I have greatly appreciated the wisdom and advice Chuck has provided to me during this challenging period. On behalf of Wells Fargo, its employees and directors, I thank Chuck for his service, including his focus on advancing the board’s governance practices and related disclosures, such as on important Environmental, Social, and Governance (ESG) topics.”

Black added, “Since I joined the board in 2020, Chuck has worked tirelessly to lead the board in support of the goal of making Wells Fargo the preeminent provider of financial services in the U.S. I am honored to continue the work and appreciate the support of my fellow directors in this role.”

Noski commented, “It has been a privilege to serve as the chairman of Wells Fargo’s board. I thank our shareholders for their support, and my fellow directors and our talented management team for their hard work and dedication on behalf of Wells Fargo and its shareholders.”

Scharf added, “We are fortunate to have Steve as our new chairman. I am looking forward to working closely with Steve and Wayne in their new leadership roles, as well as with the entire Wells Fargo board, as we continue to make progress on changes that will enable us to reach our full potential.”

## About Wells Fargo

Wells Fargo & Company (NYSE: WFC) is a leading financial services company that has approximately \$1.9 trillion in assets, proudly serves one in three U.S. households and more than 10% of small businesses in the U.S., and is the leading middle market banking provider in the U.S. We provide a diversified set of banking, investment and mortgage products and

services, as well as consumer and commercial finance, through our four reportable operating segments: Consumer Banking and Lending, Commercial Banking, Corporate and Investment Banking, and Wealth & Investment Management. Wells Fargo ranked No. 37 on Fortune’s 2021 rankings of America’s largest corporations. In the communities we serve, the company focuses its social impact on building a sustainable, inclusive future for all by supporting housing affordability, small business growth, financial health, and a low-carbon economy. News, insights, and perspectives from Wells Fargo are also available at [Wells Fargo Stories](#).

Additional information may be found at [www.wellsfargo.com](http://www.wellsfargo.com) | Twitter: [@WellsFargo](#).

### **Contact Information**

#### **Media**

Jennifer Langan, 213-598-1490  
[jennifer.l.langan@wellsfargo.com](mailto:jennifer.l.langan@wellsfargo.com)

(or)

#### **Investor Relations**

John Campbell, 415-396-0523  
[john.m.campbell@wellsfargo.com](mailto:john.m.campbell@wellsfargo.com)

**News Release Category:** WF-LO

###