

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): May 20, 2021

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

Delaware  
(State or other jurisdiction  
of incorporation)

001-2979  
(Commission File  
Number)

No. 41-0449260  
(IRS Employer  
Identification No.)

420 Montgomery Street, San Francisco, California 94104  
(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))

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 N	WFC.PRN	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
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 8.01. Other Events.

On May 20, 2021, the Company issued a press release announcing that on June 21, 2021 (the “Liquidation Date”) (i) Central Fidelity Capital Trust I will be liquidated, the Floating Rate Capital Trust Pass-through Securities (the “Central Fidelity Capital Securities”) and the Floating Rate Common Securities (the “Central Fidelity Common Securities”) issued by Central Fidelity Capital Trust I will be canceled, and the Floating Rate Junior Subordinated Debt Securities, Series A due April 15, 2027 (the “Central Fidelity Debentures”) issued by Wells Fargo & Company, as successor to Central Fidelity Banks, Inc., and currently held by Central Fidelity Capital Trust I will be distributed pro rata to the holders of the Central Fidelity Capital Securities and Central Fidelity Common Securities, all in accordance with the amended and restated declaration of trust of Central Fidelity Capital Trust I and (ii) Wachovia Capital Trust II will be liquidated, the Floating Rate Capital Securities (the “Wachovia Capital Securities” and, together with the Central Fidelity Capital Securities, the “Capital Securities”) and the Common Securities (the “Wachovia Common Securities” and, together with the Central Fidelity Common Securities, the “Common Securities”) issued by Wachovia Capital Trust II will be canceled, and the Floating Rate Junior Subordinated Deferrable Interest Debentures due January 15, 2027 (the “Wachovia Debentures” and, together with the Central Fidelity Debentures, the “Debentures”) issued by Wells Fargo & Company, as successor to Wachovia Corporation, and currently held by Wachovia Capital Trust II will be distributed pro rata to the holders of the Wachovia Capital Securities and Wachovia Common Securities, all in accordance with the amended and restated declaration of trust of Wachovia Capital Trust II.

On the Liquidation Date, each \$1,000 in liquidation amount of the Capital Securities will be exchanged for \$1,000 principal amount of the corresponding series of Debentures, and the principal amount of the Debentures that is distributed to Wells Fargo & Company, as the holder of Common Securities, will be extinguished. The press release is included as Exhibit 99.1 to this report and is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
99.1	Press Release dated May 20, 2021.	Filed herewith
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.	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.

WELLS FARGO & COMPANY

DATED: May 20, 2021

/s/ Bryant Owens

Bryant Owens

Senior Vice President and Assistant Treasurer



News Release | May 20, 2021

## Wells Fargo to Liquidate Central Fidelity Capital Trust I and Wachovia Capital Trust II Resulting in the Cancellation of Capital Securities and Distribution of Underlying Debentures to Holders

**SAN FRANCISCO – May 20, 2021** – Wells Fargo & Company (NYSE: WFC) today announced that on June 21, 2021 (the “Liquidation Date”), (i) Central Fidelity Capital Trust I will be liquidated, the Floating Rate Capital Trust Pass-through Securities (the “Central Fidelity Capital Securities”) and the Floating Rate Common Securities (the “Central Fidelity Common Securities”) issued by Central Fidelity Capital Trust I will be canceled, and the Floating Rate Junior Subordinated Debt Securities, Series A due April 15, 2027 (the “Central Fidelity Debentures”), issued by Wells Fargo & Company, as successor to Central Fidelity Banks, Inc., and currently held by Central Fidelity Capital Trust I will be distributed pro rata to the holders of the Central Fidelity Capital Securities and Central Fidelity Common Securities, all in accordance with the amended and restated declaration of trust of Central Fidelity Capital Trust I and (ii) Wachovia Capital Trust II will be liquidated, the Floating Rate Capital Securities (the “Wachovia Capital Securities” and, together with the Central Fidelity Capital Securities, the “Capital Securities”) and the Common Securities (the “Wachovia Common Securities” and, together with the Central Fidelity Common Securities, the “Common Securities”) issued by Wachovia Capital Trust II will be canceled, and the Floating Rate Junior Subordinated Deferrable Interest Debentures due January 15, 2027 (the “Wachovia Debentures” and, together with the Central Fidelity Debentures, the “Debentures”), issued by Wells Fargo & Company, as successor to Wachovia Corporation, and currently held by Wachovia Capital Trust II will be distributed pro rata to the holders of the Wachovia Capital Securities and Wachovia Common Securities, all in accordance with the amended and restated declaration of trust of Wachovia Capital Trust II.

On the Liquidation Date, each \$1,000 in liquidation amount of the Capital Securities will be exchanged for \$1,000 principal amount of the corresponding series of Debentures, and the principal amount of the Debentures that is distributed to Wells Fargo & Company, as the holder of Common Securities, will be extinguished. The following table sets forth information concerning the Capital Securities that will be canceled, and the corresponding Debentures that will be exchanged for those Capital Securities, on the Liquidation Date.

<b>Capital Securities</b>	<b>CUSIP</b>	<b>Debentures</b>	<b>CUSIP</b>
Central Fidelity Capital Trust I Floating Rate Capital Trust Pass-through Securities	15346WAC4	Wells Fargo & Company Floating Rate Junior Subordinated Debt Securities, Series A due April 15, 2027	949746TF8
Wachovia Capital Trust II Floating Rate Capital Securities	929768AA7	Wells Fargo & Company Floating Rate Junior Subordinated Deferrable Interest Debentures due January 15, 2027	949746TG6

No action by the holders of the Capital Securities is required in order to effect the cancellation of the Capital Securities and the distribution of the Debentures. The exchange of the Capital Securities for the Debentures will be effected by The Bank of New York Mellon, as the property trustee for Central Fidelity Trust I and Wachovia Capital Trust II, and as the trustee

under the indenture pursuant to which the Debentures were issued, through the facilities and following the procedures of The Depository Trust Company.

The next scheduled interest payment on each series of Debentures after the Liquidation Date will include any accrued and unpaid distributions on the corresponding series of Capital Securities.

### About Wells Fargo

Wells Fargo & Company is a leading financial services company that has approximately \$1.9 trillion in assets and proudly serves one in three U.S. households and more than 10% of all middle market companies 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. 30 on Fortune's 2020 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.

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