

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 12, 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 12, 2021, the Company issued a press release announcing it will redeem on June 15, 2021 (the “Redemption Date”) the remaining 14,000 shares of its Non-Cumulative Perpetual Class A Preferred Stock, Series N (the “Series N Preferred Stock”) and 14,000,000 shares of the related depositary shares, each representing a 1/1,000th interest in a share of the Series N Preferred Stock (the “Series N Depositary Shares”). After giving effect to the redemption on the Redemption Date, no shares of the Series N Preferred Stock or the Series N Depositary Shares will remain outstanding. 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 12, 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 12, 2021

/s/ Bryant Owens
Bryant Owens
Senior Vice President and Assistant Treasurer



News Release | May 12, 2021

Wells Fargo & Company Announces Redemption of its Series N Preferred Stock and Related Depositary Shares

SAN FRANCISCO – May 12, 2021 – Wells Fargo & Company (NYSE: WFC) today announced that on June 15, 2021, it will redeem the remaining 14,000 shares (the “Redeemed Preferred Shares”) of its Non-Cumulative Perpetual Class A Preferred Stock, Series N (the “Series N Preferred Stock”). The redemption of the Redeemed Preferred Shares will trigger the redemption of the remaining 14,000,000 shares of the related depositary shares (the “Redeemed Depositary Shares”), each representing a 1/1,000 interest in a share of Series N Preferred Stock (the “Series N Depositary Shares”) (NYSE: WFC.PRN).

The redemption price will be equal to \$25,000.00 per Redeemed Preferred Share and \$25.00 per Redeemed Depositary Share. After giving effect to the partial redemption, no shares of the Series N Preferred Stock or the Series N Depositary Shares will remain outstanding.

Because the redemption date is also a dividend payment date for the Series N Preferred Stock and Series N Depositary Shares, the redemption price does not include declared and unpaid dividends. Regular quarterly dividends will be paid separately in the customary manner on June 15, 2021, to holders of record at the close of business on May 28, 2021.

All regulatory requirements relating to the redemption of the Redeemed Preferred Shares and Redeemed Depositary Shares have been satisfied by Wells Fargo & Company. The redemption agent is Equiniti Trust Company, 1110 Centre Pointe Curve, Suite 101, Mendota Heights, Minnesota, 55120. Payment of the redemption price for the Redeemed Depositary Shares will be sent to holders by the redemption agent on the redemption date.

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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