

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): March 16, 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 16, 2021, 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 Non-Cumulative Perpetual Class A Preferred Stock, Series P (the “Series P Preferred”), which, effective upon filing, eliminated from the Company’s Restated Certificate of Incorporation all matters set forth in the Certificate of Designations for the Series P Preferred, filed with the Delaware Secretary of State on March 21, 2013. The Certificate Eliminating the Certificate of Designations with respect to the Company’s Series P Preferred, is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

On March 16, 2021, the Company also filed with the Delaware Secretary of State a Certificate Eliminating the Certificate of Designations with respect to the Company’s Non-Cumulative Perpetual Class A Preferred Stock, Series W (the “Series W Preferred”), which, effective upon filing, eliminated from the Company’s Restated Certificate of Incorporation all matters set forth in the Certificate of Designations for the Series W Preferred, filed with the Delaware Secretary of State on January 28, 2016. The Certificate Eliminating the Certificate of Designations with respect to the Company’s Series W Preferred, is filed herewith as Exhibit 3.2 and is incorporated herein by reference.

Also on March 16, 2021, the Company filed with the Delaware Secretary of State a Certificate Eliminating the Certificate of Designations with respect to the Company’s Class A Preferred Stock, Series I (the “Series I Preferred”), which, effective upon filing, eliminated from the Company’s Restated Certificate of Incorporation all matters set forth in the Certificate of Designations for the Series I Preferred, filed with the Delaware Secretary of State on December 30, 2008. The redemption of the Series I Preferred triggered the redemption of the 5.80% Fixed-to-Floating Rate Normal Wachovia Income Trust Securities of Wachovia Capital Trust III (the “Normal WITS”), fully and unconditionally guaranteed by the Company (the “Guarantee”). None of the Normal WITS remain outstanding, and the Guarantee has terminated. The Certificate Eliminating the Certificate of Designations with respect to the Company’s Series I Preferred, is filed herewith as Exhibit 3.3 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
3.1	Certificate Eliminating the Certificate of Designations with respect to the Company’s Non-Cumulative Perpetual Class A Preferred Stock, Series P.	Filed herewith
3.2	Certificate Eliminating the Certificate of Designations with respect to the Company’s Non-Cumulative Perpetual Class A Preferred Stock, Series W.	Filed herewith

3.3	Certificate Eliminating the Certificate of Designations with respect to the Company's Class A Preferred Stock, Series I.	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: March 16, 2021

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

CERTIFICATE ELIMINATING THE CERTIFICATE OF DESIGNATIONS
WITH RESPECT TO THE
NON-CUMULATIVE PERPETUAL CLASS A PREFERRED STOCK, SERIES P

OF

WELLS FARGO & COMPANY

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

The undersigned DOES HEREBY CERTIFY as follows:

1. Resolutions were adopted by the Securities Committee of the Board of Directors of Wells Fargo & Company, a Delaware corporation (the “Company”), which resolutions are set forth in a Certificate of Designations filed with the Secretary of State of the State of Delaware on March 21, 2013, providing for and authorizing the issuance of 26,400 shares of the Company’s Non-Cumulative Perpetual Class A Preferred Stock, Series P (the “Series P Preferred Stock”);
2. All outstanding shares of Series W Preferred Stock were redeemed by the Company on March 15, 2021 and none of the authorized shares of the Company’s Series P Preferred Stock are outstanding and none will be issued subject to the Certificate of Designations previously filed on March 21, 2013 with the Secretary of State of the State of Delaware with respect to such series;
3. The following resolutions were duly adopted by Securities Committee I of the Board of Directors of the Company pursuant to the written consent of Securities Committee I duly adopted on February 9, 2021:

WHEREAS, resolutions were adopted by the Securities Committee of the Board of Directors (the “Board”) of Wells Fargo & Company, a Delaware corporation (the “Company”), which resolutions are set forth in a Certificate of Designations (the “Series P Certificate of Designations”) filed with the Secretary of State of the State of Delaware on March 21, 2013 providing for and authorizing the issuance of 26,400 shares of the Company’s Non-Cumulative Perpetual Class A, Series P Preferred Stock (the “Series P Preferred Stock”);

WHEREAS, on March 15, 2021, all 25,000 issued and outstanding shares of the Series P Preferred Stock will be redeemed by the Company (the “Series W Redemption”).

NOW THEREFORE BE IT

RESOLVED that, after the Series W Redemption, no shares of the Series P Preferred Stock are outstanding and none will be issued subject to the Series P Certificate of Designations.

RESOLVED that, after the Series W Redemption, all matters set forth in the Series P Certificate of Designations with respect to the Series P Preferred Stock be eliminated from the Certificate of Incorporation of the Company.

RESOLVED that, after the Series W Redemption, the President, any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, the Treasurer, any Assistant Treasurer, the Secretary and any Assistant Secretary of the Company, and each of them, are hereby authorized and directed to file a Certificate with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Series P Certificate of Designations with respect to the Series P Preferred Stock shall be eliminated from the Certificate of Incorporation of the Company.

[Signature Page Follows]

IN WITNESS WHEREOF, WELLS FARGO & COMPANY has caused this Certificate to be signed by Bryant Owens, its Senior Vice President and Assistant Treasury, and attested by John J. Muller, its Assistant Secretary, this 16th day of March, 2021.

WELLS FARGO & COMPANY

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

ATTEST:

/s/ John J. Muller
Assistant Secretary

CERTIFICATE ELIMINATING THE CERTIFICATE OF DESIGNATIONS
WITH RESPECT TO THE
NON-CUMULATIVE PERPETUAL CLASS A PREFERRED STOCK, SERIES W

OF

WELLS FARGO & COMPANY

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

The undersigned DOES HEREBY CERTIFY as follows:

1. Resolutions were adopted by the Securities Committee of the Board of Directors of Wells Fargo & Company, a Delaware corporation (the “Company”), which resolutions are set forth in a Certificate of Designations filed with the Secretary of State of the State of Delaware on January 28, 2016, providing for and authorizing the issuance of 40,000 shares of the Company’s Non-Cumulative Perpetual Class A Preferred Stock, Series W (the “Series W Preferred Stock”);
2. All outstanding shares of Series W Preferred Stock were redeemed by the Company on March 15, 2021 and none of the authorized shares of the Company’s Series W Preferred Stock are outstanding and none will be issued subject to the Certificate of Designations previously filed on January 28, 2016 with the Secretary of State of the State of Delaware with respect to such series;
3. The following resolutions were duly adopted by Securities Committee I of the Board of Directors of the Company pursuant to the written consent of Securities Committee I duly adopted on February 9, 2021:

WHEREAS, resolutions were adopted by the Securities Committee of the Board of Directors of Wells Fargo & Company, a Delaware corporation (the “Company”), which resolutions are set forth in a Certificate of Designations (the “Series W Certificate of Designations”) filed with the Secretary of State of the State of Delaware on January 28, 2016 providing for and authorizing the issuance of 40,000 shares of the Company’s Non-Cumulative Perpetual Class A, Series W Preferred Stock (the “Series W Preferred Stock”);

WHEREAS, on March 15, 2021, all 40,000 issued and outstanding shares of the Series W Preferred Stock will be redeemed by the Company (the “Series W Redemption”).

NOW THEREFORE BE IT

RESOLVED that, after the Series W Redemption, no shares of the Series W Preferred Stock are outstanding and none will be issued subject to the Series W Certificate of Designations.

RESOLVED that, after the Series W Redemption, all matters set forth in the Series W Certificate of Designations with respect to the Series W Preferred Stock be eliminated from the Certificate of Incorporation of the Company.

RESOLVED that, after the Series W Redemption, the President, any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, the Treasurer, any Assistant Treasurer, the Secretary and any Assistant Secretary of the Company, and each of them, are hereby authorized and directed to file a Certificate with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Series W Certificate of Designations with respect to the Series W Preferred Stock shall be eliminated from the Certificate of Incorporation of the Company.

[Signature Page Follows]

IN WITNESS WHEREOF, WELLS FARGO & COMPANY has caused this Certificate to be signed by Bryant Owens, its Senior Vice President and Assistant Treasury, and attested by John J. Muller, its Assistant Secretary, this 16th day of March, 2021.

WELLS FARGO & COMPANY

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

ATTEST:

/s/ John J. Muller
Assistant Secretary

CERTIFICATE ELIMINATING THE CERTIFICATE OF DESIGNATIONS

WITH RESPECT TO THE

CLASS A PREFERRED STOCK, SERIES I

OF

WELLS FARGO & COMPANY

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

The undersigned DOES HEREBY CERTIFY as follows:

1. Resolutions were adopted by the Securities Committee of the Board of Directors of Wells Fargo & Company, a Delaware corporation (the “Company”), which resolutions are set forth in a Certificate of Designations filed with the Secretary of State of the State of Delaware on December 30, 2008, providing for and authorizing the issuance of 25,010 shares of the Company’s Class A Preferred Stock, Series I (the “Series I Preferred Stock”);
2. All outstanding shares of Series I Preferred were redeemed by the Company on March 15, 2021 and none of the authorized shares of the Company’s Series I Preferred Stock are outstanding and none will be issued subject to the Certificate of Designations previously filed on December 30, 2008 with the Secretary of State of the State of Delaware with respect to such series;
3. The following resolutions were duly adopted by Securities Committee I of the Board of Directors of the Company pursuant to the written consent of Securities Committee I duly adopted on February 9, 2021:

WHEREAS, resolutions were adopted by the Securities Committee of the Board of Directors of Wells Fargo & Company, a Delaware corporation (the “Company”), which

resolutions are set forth in a Certificate of Designations (the “Series I Certificate of Designations”) filed with the Secretary of State of the State of Delaware on December 30, 2008 providing for and authorizing the issuance of 25,010 shares of the Company’s Class A Preferred Stock, Series I (the “Series I Preferred Stock”);

WHEREAS, on March 15, 2021, all 25,010 issued and outstanding shares of the Series I Preferred Stock will be redeemed by the Company (the “Series I Redemption”).

NOW THEREFORE BE IT

RESOLVED that, after the Series I Redemption, no shares of the Series I Preferred Stock are outstanding and none will be issued subject to the Series I Certificate of Designations.

RESOLVED that, after the Series I Redemption, all matters set forth in the Series I Certificate of Designations with respect to the Series I Preferred Stock be eliminated from the Certificate of Incorporation of the Company.

RESOLVED that, after the Series I Redemption, the President, any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, the Treasurer, any Assistant Treasurer, the Secretary and any Assistant Secretary of the Company, and each of them, are hereby authorized and directed to file a Certificate with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Series I Certificate of Designations with respect to the Series I Preferred Stock shall be eliminated from the Certificate of Incorporation of the Company.

[Signature Page Follows]

IN WITNESS WHEREOF, WELLS FARGO & COMPANY has caused this Certificate to be signed by Bryant Owens, its Senior Vice President and Assistant Treasurer, and attested by John J. Muller, its Assistant Secretary, this 16th day of March, 2021.

WELLS FARGO & COMPANY

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

ATTEST:

/s/ John J. Muller
Assistant Secretary