

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): October 19, 2022

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 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 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 19, 2022, Wells Fargo & Company (the “Company”) filed with the Delaware Secretary of State a Certificate Eliminating the Certificate of Designation with respect to the Company’s 2012 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 Designation for the 2012 ESOP Cumulative Convertible Preferred Stock, filed with the Delaware Secretary of State on January 10, 2012.

On October 19, 2022, Wells Fargo also filed with the Delaware Secretary of State a Certificate Eliminating the Certificate of Designation with respect each of the following series of convertible preferred stock which, effective upon filing, eliminated from the Company’s Restated Certificate of Incorporation all matters set forth in the Certificate of Designated for each series: (i) 2013 ESOP Cumulative Convertible Preferred Stock, filed with the Delaware Secretary of State on January 9, 2013, (ii) 2014 ESOP Cumulative Convertible Preferred Stock, filed with the Delaware Secretary of State on January 8, 2014, (iii) 2015 ESOP Cumulative Convertible Preferred Stock, filed with the Delaware Secretary of State on Mach 25, 2015, (iv) 2016 ESOP Cumulative Convertible Preferred Stock, filed with the Delaware Secretary of State on January 5, 2016, (v) 2017 ESOP Cumulative Convertible Preferred Stock, filed with the Delaware Secretary of State on February 1, 2017, and (vi) 2018 ESOP Cumulative Convertible Preferred Stock, filed with the Delaware Secretary of State on January 24, 2018.

The Certificates Eliminating the Certificate of Designations with respect to each of the foregoing series of ESOP Cumulative Convertible Preferred Stock are filed herewith as Exhibit 3.1 and Exhibit 3.2 and are 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 Designation with respect to the Company’s 2012 ESOP Cumulative Convertible Preferred Stock.	Filed herewith
3.2	Certificate Eliminating the Certificate of Designation with respect to the Company’s 2013 ESOP Cumulative Convertible Preferred Stock, 2014 ESOP Cumulative Convertible Preferred Stock, 2015 ESOP Cumulative Convertible Preferred Stock, 2016 ESOP Cumulative Convertible Preferred Stock, 2017 ESOP Cumulative Convertible Preferred Stock and 2018 ESOP Cumulative Convertible Preferred Stock.	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: October 19 , 2022

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

**CERTIFICATE OF ELIMINATION OF
2012 ESOP CUMULATIVE CONVERTIBLE PREFERRED STOCK
OF
WELLS FARGO & COMPANY**

Pursuant to Section 151(g) of the General Corporation Law
of the State of Delaware

Wells Fargo & Company, a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and the authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, and delegated by the Board of Directors of the Company, the ESOP Preferred Stock Committee I by resolution duly adopted, authorized the issuance of a series of preferred stock designated 2012 ESOP Cumulative Convertible Preferred Stock, no par value (the "2012 ESOP Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on January 10, 2012, filed a Certificate of Designation with respect to such 2012 ESOP Preferred Stock in the office of the Secretary of State of the State of Delaware (the "2012 ESOP Certificate of Designation").

2. That no shares of said ESOP Preferred Stock are outstanding and no shares thereof will be issued subject to said ESOP Certificates of Designations.

3. That the ESOP Preferred Stock Committee I of the Board of Directors of the Company has adopted the following resolutions:

WHEREAS, resolutions were adopted by the ESOP Preferred Stock Committee I (the "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 Designation (the "2012 ESOP Certificate of Designation") filed with the Secretary of State of the State of Delaware (the "Secretary of State") on January 10, 2012 providing for and authorizing the issuance of 940,000 shares of the Company's 2012 ESOP Cumulative and Convertible Preferred Stock (the "2012 ESOP Preferred Stock").

WHEREAS, all issued and outstanding shares of the 2012 ESOP Preferred Stock have been converted into fully paid nonassessable common stock of the Company.

NOW THEREFORE BE IT

RESOLVED that no shares of the 2012 ESOP Preferred Stock are outstanding and none will be issued subject to the 2012 ESOP Certificate of Designation.

RESOLVED that all matters set forth in the Certificate of Designation with respect to the 2012 ESOP Preferred Stock be eliminated from the Certificate of Incorporation of the Company.

RESOLVED that 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 one or more certificates of elimination with the office of the Secretary of State setting forth a copy of these resolutions whereupon all matters set forth in the 2012 ESOP Certificate of Designation with respect to the ESOP Preferred Stock shall be eliminated from the Certificate of Incorporation of the Company.

4. That, accordingly, all matters set forth in the ESOP Certificates of Designation with respect to the ESOP Preferred Stock be, and hereby are, eliminated from the Restated Certificate of Incorporation, as heretofore amended, of the Company.

[Signature Page Follows]

IN WITNESS WHEREOF, Wells Fargo & Company has caused this Certificate to be executed by its duly authorized officer this 19th day of October, 2022.

WELLS FARGO & COMPANY

By: /s/ Bryant Owens

Name: Bryant Owens

Office: Senior Vice President and Assistant
Treasurer

**CERTIFICATE OF ELIMINATION OF
2013 ESOP CUMULATIVE CONVERTIBLE PREFERRED STOCK
2014 ESOP CUMULATIVE CONVERTIBLE PREFERRED STOCK
2015 ESOP CUMULATIVE CONVERTIBLE PREFERRED STOCK
2016 ESOP CUMULATIVE CONVERTIBLE PREFERRED STOCK
2017 ESOP CUMULATIVE CONVERTIBLE PREFERRED STOCK
2018 ESOP CUMULATIVE CONVERTIBLE PREFERRED STOCK
OF
WELLS FARGO & COMPANY**

Pursuant to Section 151(g) of the General Corporation Law
of the State of Delaware

Wells Fargo & Company, a corporation organized and existing under the laws of the State of Delaware (the “Company”), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and the authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, and delegated by the Board of Directors of the Company, the ESOP Preferred Stock Committee I by resolution duly adopted, authorized the issuance of:

A. a series of preferred stock designated 2013 ESOP Cumulative Convertible Preferred Stock, no par value (the “2013 ESOP Preferred Stock”), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on January 9, 2013, filed a Certificate of Designation with respect to such Preferred Stock in the office of the Secretary of State of the State of Delaware (the “2013 ESOP Certificate of Designation”);

B. a series of preferred stock designated 2014 ESOP Cumulative Convertible Preferred Stock, no par value (the “2014 ESOP Preferred Stock”), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on January 8, 2014, filed a Certificate of Designation with respect to such Preferred Stock in the office of the Secretary of State of the State of Delaware (the “2014 ESOP Certificate of Designation”);

C. a series of preferred stock designated 2015 ESOP Cumulative Convertible Preferred Stock, no par value (the “2015 ESOP Preferred Stock”), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on March 25, 2015, filed a Certificate of Designation with respect to such Preferred Stock in the office of the Secretary of State of the State of Delaware (the “2015 ESOP Certificate of Designation”);

D. a series of preferred stock designated 2016 ESOP Cumulative Convertible Preferred Stock, no par value (the “2016 ESOP Preferred Stock”), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on January 5, 2016, filed a Certificate of

Designation with respect to such Preferred Stock in the office of the Secretary of State of the State of Delaware (the “2016 ESOP Certificate of Designation”);

E. a series of preferred stock designated 2017 ESOP Cumulative Convertible Preferred Stock, no par value (the “2017 ESOP Preferred Stock”), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on February 1, 2017, filed a Certificate of Designation with respect to such Preferred Stock in the office of the Secretary of State of the State of Delaware (the “2017 ESOP Certificate of Designation”); and

F. a series of preferred stock designated 2018 ESOP Cumulative Convertible Preferred Stock, no par value (the “2018 ESOP Preferred Stock” and collectively with the 2013 ESOP Preferred Stock, the 2014 ESOP Preferred Stock, the 2015 ESOP Preferred Stock, the 2016 ESOP Preferred Stock, and the 2017 ESOP Preferred Stock, the “ESOP Preferred Stock”), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on January 24, 2018, filed a Certificate of Designation with respect to such Preferred Stock in the office of the Secretary of State of the State of Delaware (the “2018 ESOP Certificate of Designation” and, collectively with the 2013 ESOP Certificate of Designation, the 2014 ESOP Certificate of Designation, the 2015 ESOP Certificate of Designation, the 2016 ESOP Certificate of Designation and the 2017 ESOP Certificate of Designation, the “ESOP Certificates of Designation”).

2. That all outstanding shares of said ESOP Preferred Stock have been redeemed by the Company and no shares of said ESOP Preferred Stock are outstanding and no shares thereof will be issued subject to said ESOP Certificates of Designation.

3. That the ESOP Preferred Stock Committee I of the Board of Directors of the Company has adopted the following resolutions:

WHEREAS, resolutions were adopted by the ESOP Preferred Stock Committee I (the “Committee”) of the Board of Directors (the “Board”) of Wells Fargo & Company, a Delaware corporation (the “Company”), which resolutions are set forth in a (i) Certificate of Designation (the “2013 ESOP Certificate of Designation”) filed with the Secretary of State of the State of Delaware (the “Secretary of State”) on January 9, 2013 providing for and authorizing the issuance of 1,200,000 shares of the Company’s 2013 ESOP Cumulative and Convertible Preferred Stock (the “2013 ESOP Preferred Stock”), (ii) Certificate of Designation (the “2014 ESOP Certificate of Designation”) filed with the Secretary of State on January 8, 2014 providing for and authorizing the issuance of 1,217,000 shares of the Company’s 2014 ESOP Cumulative and Convertible Preferred Stock (the “2014 ESOP Preferred Stock”), (iii) Certificate of Designation (the “2015 ESOP Certificate of Designation”) filed with the Secretary of State on March 25, 2015 providing for and authorizing the issuance of 826,598 shares of the Company’s 2015 ESOP Cumulative and Convertible Preferred Stock (the “2015 ESOP Preferred Stock”),

(iv) Certificate of Designation (the “2016 ESOP Certificate of Designation”) filed with the Secretary of State on January 5, 2016 providing for and authorizing the issuance of 1,150,000 shares of the Company’s 2016 ESOP Cumulative and Convertible Preferred Stock (the “2016 ESOP Preferred Stock”), (v) Certificate of Designation (the “2017 ESOP Certificate of Designation”) filed with the Secretary of State on February 1, 2017 providing for and authorizing the issuance of 950,000 shares of the Company’s 2017 ESOP Cumulative and Convertible Preferred Stock (the “2017 ESOP Preferred Stock”), and (vi) Certificate of Designation (the “2018 ESOP Certificate of Designation” and, collectively, with the 2013 ESOP Certificate of Designation, the 2014 ESOP Certificate of Designation, the 2015 ESOP Certificate of Designation, the 2016 ESOP Certificate of Designation and the 2017 ESOP Certificate of Designation, the “ESOP Certificates of Designation”) filed with the Secretary of State on January 24, 2018 providing for and authorizing the issuance of 1,100,000 shares of the Company’s 2018 ESOP Cumulative and Convertible Preferred Stock (the “2018 ESOP Preferred Stock” and, collectively with the 2013 ESOP Preferred Stock, the 2014 ESOP Preferred Stock, the 2015 ESOP Preferred Stock, the 2016 ESOP Preferred Stock, the 2017 ESOP Preferred Stock, the “ESOP Preferred Stock”).

WHEREAS, all issued and outstanding shares of the ESOP Preferred Stock will be redeemed by the Company (the “Redemption”).

NOW THEREFORE BE IT

RESOLVED that, after the Redemption, no shares of the ESOP Preferred Stock will be outstanding and none will be issued subject to the ESOP Certificates of Designation.

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

RESOLVED that, after the 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 one or more certificates of elimination with the office of the Secretary of State setting forth a copy of these resolutions whereupon all matters set forth in the ESOP Certificates of Designation with respect to the ESOP Preferred Stock shall be eliminated from the Certificate of Incorporation of the Company.

4. That, accordingly, all matters set forth in the ESOP Certificates of Designation with respect to the ESOP Preferred Stock be, and hereby are, eliminated from the Restated Certificate of Incorporation, as heretofore amended, of the Company.

[Signature Page Follows]

IN WITNESS WHEREOF, Wells Fargo & Company has caused this Certificate to be executed by its duly authorized officer this 19th day of October, 2022.

WELLS FARGO & COMPANY

By: /s/ Bryant Owens

Name: Bryant Owens

Office: Senior Vice President and Assistant
Treasurer