
**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): November 18, 2014

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)

1-866-249-3302
(Registrant's Telephone Number, Including Area Code)

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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On November 18, 2014, the board of directors (the “Board”) of Wells Fargo & Company (the “Company”) elected Elizabeth A. “Betsy” Duke to the Company’s Board, effective January 1, 2015. Ms. Duke will be considered an independent director under the New York Stock Exchange’s corporate governance listing standards and the Company’s Corporate Governance Guidelines. She will serve on the Board’s Risk Committee.

Ms. Duke will receive customary fees and equity awards from the Company for serving as a director in accordance with the Company’s non-employee director compensation program as described in the Company’s 2014 proxy statement filed with the Securities and Exchange Commission on March 18, 2014. Under the non-employee director compensation program, Ms. Duke will automatically be granted a stock award on January 2, 2015, under the Company’s Long-Term Incentive Compensation Plan having a fair market value of approximately \$53,000. The number of shares of Company common stock subject to the stock award will be determined by dividing the award value by the closing price of a share of Company common stock on January 2, 2015, rounded up to the nearest whole share. The stock award vests in full on the date of grant. Additional information regarding equity awards under the non-employee director compensation program is set forth in Exhibit 10(q) of the Company’s Annual Report on Form 10-K for the year ended December 31, 2013. Ms. Duke has outstanding pension and supplemental retirement plan balances with an aggregate actuarial present value of approximately \$146,000 earned from her prior employment with SouthTrust Corporation and its successor, Wachovia Corporation (“Wachovia”), which employment ended in 2005. No additional service-based contributions or accruals will be made to either plan balance. Payment of the plan balances is not conditioned on any future service or performance by Ms. Duke and will be made in accordance with the applicable plan documents. The Company assumed these pre-existing obligations under the applicable plans following the Wachovia merger.

The Company’s news release (the “News Release”) announcing the election of Ms. Duke to the Board is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1	The News Release
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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: November 19, 2014

WELLS FARGO & COMPANY

By: /s/ Anthony R. Augliera

Anthony R. Augliera

Senior Vice President and Secretary

News Release

Corporate Communications



Media

Ancel Martinez
415-222-3858

Investors

Jim Rowe
415-396-8216

Elizabeth A. Duke Elected to the Board of Wells Fargo & Company

SAN FRANCISCO, November 19, 2014 - Wells Fargo & Company (NYSE:WFC) today said that its board of directors has elected Elizabeth A. “Betsy” Duke, a former member of the Board of Governors of the Federal Reserve System, to the company’s board of directors, effective January 1, 2015.

Duke will serve on the board’s Risk Committee, and her election increases the size of the company’s board to 15 directors. Prior to her service as a Federal Reserve Governor, Duke served in various senior leadership roles in banking, including as chief operating officer of TowneBank, chief executive officer of Bank of Tidewater, and as a senior officer of SouthTrust Bank and Wachovia Bank, N.A., the last three of which banks are now part of Wells Fargo.

“Betsy Duke is an excellent addition to our board,” said John Stumpf, Wells Fargo chairman and chief executive officer. “She brings in-depth, firsthand understanding of community banking and has more than 30 years of experience leading banking operations in markets where Wells Fargo does business. I know that she will bring perspectives that are both strategic and practical to the board as we continue to focus on satisfying our customers’ financial needs and providing strong, sustainable returns to our shareholders.”

“I am excited to join Wells Fargo’s board,” said Duke. “Wells Fargo’s vision and culture reflect what I believe banking is all about – helping customers succeed financially. I look forward to working with the other directors and company leadership to continue to further this vision.”

“Betsy offers a perfect combination of banking leadership and risk management experience,” said Stephen W. Sanger, lead director of Wells Fargo’s board and chair of its Governance and Nominating Committee. “Her service as a Federal Reserve Governor during a critical time for the U.S. economy and banking system provides her with insight and a unique understanding of risks and opportunities that will be invaluable as Wells Fargo continues its commitment to best-in-class risk management.”

Duke served as a member of the Board of Governors of the Federal Reserve System from August 2008 to August 2013, where she served as Chair of the Federal Reserve’s Committee on Consumer and Community Affairs and as a member of its Committee on Bank Supervision and Regulation, Committee on Bank Affairs, and Committee on Board Affairs. Previously, she was chief operating officer of TowneBank from 2005 to 2008, and was an executive vice president at Wachovia Bank, N.A., (2004 to 2005) and at SouthTrust Bank (2001 to 2004) which was acquired by Wachovia in 2004. Ms. Duke also served as chief executive officer of Bank of Tidewater, which was acquired by SouthTrust, and chief financial officer of Bank of Virginia Beach. She served on the board of directors of the American Bankers Association from 1999 to 2006, becoming the first woman to serve as chair of the ABA in 2004, and as a member of the

Together we’ll go far



board of directors of the Federal Reserve Bank of Richmond. Currently, Duke is an executive-in-residence at Old Dominion University, where she received her MBA.

About Wells Fargo

Wells Fargo & Company (NYSE: WFC) is a nationwide, diversified, community-based financial services company with \$1.6 trillion in assets. Founded in 1852 and headquartered in San Francisco, Wells Fargo provides banking, insurance, investments, mortgage, and consumer and commercial finance through more than 8,700 locations, 12,500 ATMs, and the internet (wellsfargo.com), and has offices in 36 countries to support customers who conduct business in the global economy. With approximately 265,000 team members, Wells Fargo serves one in three households in the United States. Wells Fargo & Company was ranked No. 29 on Fortune's 2014 rankings of America's largest corporations. Wells Fargo's vision is to satisfy all our customers' financial needs and help them succeed financially.

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