

**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 28, 2019**

**WELLS FARGO & COMPANY  
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware** **001-02979** **No. 41-0449260**  
**(State or Other Jurisdiction** **(Commission** **(IRS Employer**  
**of Incorporation)** **File Number)** **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)**

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 Non-Cumulative Perpetual Class A Preferred Stock, Series P	WFC.PRP	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 T	WFC.PRT	NYSE
Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series V	WFC.PRV	NYSE
Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series W	WFC.PRW	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
Guarantee of 5.80% Fixed-to-Floating Rate Normal Wachovia Income Trust Securities of Wachovia Capital Trust III	WBTP	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 28, 2019, the board of directors (the “Board”) of Wells Fargo & Company (the “Company”) elected Charles H. Noski to the Board, effective June 1, 2019. His election increases the size of the Company’s Board to 13 directors. Mr. Noski is considered an independent director under the New York Stock Exchange’s corporate governance listing standards and the Company’s Corporate Governance Guidelines. He has been appointed to serve on the Board’s Audit and Examination Committee.

Mr. Noski 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 2019 proxy statement filed with the Securities and Exchange Commission on March 13, 2019. Under the non-employee director compensation program, he will automatically be granted a stock award on June 3, 2019, under the Company’s Long-Term Incentive Compensation Plan, having a fair market value of approximately \$165,000. 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 June 3, 2019, 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 and our director deferral program under the Wells Fargo & Company Directors Stock Compensation and Deferral Plan is included in Exhibits 10(n) and 10(d) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2018.

The Company’s news release announcing the election of Mr. Noski as a director is attached to this report as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit No.	Description	Location
99.1	News Release dated May 29, 2019	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.

Dated: May 29, 2019

WELLS FARGO & COMPANY

By: /s/ Anthony R. Augliera

Anthony R. Augliera  
Executive Vice President and Secretary



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**News Release**

# Charles H. Noski Elected to Wells Fargo Board of Directors

**SAN FRANCISCO – May 29, 2019** – Wells Fargo & Company (NYSE: WFC) today announced that Charles H. Noski has been elected to the Company's board of directors, effective June 1, 2019. Noski will serve on the board's Audit and Examination Committee.

During his business career, Noski has served in numerous senior leadership roles, including as vice chairman of Bank of America Corporation, where he also served as executive vice president and chief financial officer; chief financial officer and a director of Northrop Grumman Corporation; chief financial officer and vice chairman of AT&T Corporation; and president, chief operating officer, chief financial officer and a director of Hughes Electronics Corporation, which was a publicly traded subsidiary of General Motors Corporation. Noski began his career with Deloitte & Touche, where he worked for 17 years, including seven years as an audit partner.

"Chuck brings strong experience at large financial institutions, including as a director at Morgan Stanley and as CFO and vice chairman at Bank of America. He is a recognized expert in finance and accounting who also has demonstrated valuable leadership in operations, strategy and business transformation," said Betsy Duke, Wells Fargo's board chair. "He is a key addition to our board, and we welcome him to Wells Fargo."

Allen Parker, Wells Fargo interim CEO and president, said, "Chuck brings an exceptionally broad and deep background to our board, not only as a seasoned business leader, but also as a director of major public companies across multiple industries including companies serving customers in the digital economy. His perspective will make an important contribution to the board's oversight of Wells Fargo, and I look forward to working with him and our other directors as we continue to transform Wells Fargo."

Noski currently serves as a director and chairman of the audit committees of Booking Holdings Inc. and Microsoft Corporation.

## **Charles H. Noski biography**

Noski served as vice chairman of Bank of America Corporation from June 2011 until he retired in September 2012, and as chief financial officer of Bank of America from May 2010 until June 2011. From December 2003 to March 2005, he was chief financial officer of Northrop Grumman Corporation, and was a director from 2002 to 2005. From December 1999 to July 2002, he served as senior executive vice president and chief financial officer of AT&T Corporation and was elected vice chairman of AT&T's board of directors in February 2002. He retired from AT&T upon the completion of its restructuring in November 2002. Prior to joining AT&T, Noski was president, chief operating officer and a member of the board of directors of Hughes Electronics Corporation. From 1992 to 1996, he was corporate senior vice president and chief financial officer of Hughes and was elected vice chairman in 1996. Noski was a partner with Deloitte & Touche prior to joining Hughes as corporate vice president and controller in 1990.

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Noski is a director and chairman of the audit committees of Booking Holdings Inc. and Microsoft Corporation, and for various periods from 2000 to 2018 Noski was a director of Air Products & Chemicals, Inc., Automatic Data Processing, Inc., Avon Products, Inc., Avery Dennison Corporation, Morgan Stanley, and the National Association of Corporate Directors. As a board member, he has served on or chaired executive, audit, CEO search, compensation and management development, finance, and nominating and corporate governance committees. Noski is chairman of the Board of Trustees of the Financial Accounting Foundation, a past member of the Standing Advisory Group of the Public Company Accounting Oversight Board, and a member of the American Institute of Certified Public Accountants, Financial Executives International, and the Audit Committee Leadership Network-North America. He was appointed to the newly created Ernst & Young Independent Audit Quality Committee in 2019. In 2006, Noski was inducted into the inaugural class of the Financial Executives International Hall of Fame.

### **About Wells Fargo**

Wells Fargo & Company (NYSE: WFC) is a diversified, community-based financial services company with \$1.9 trillion in assets. Wells Fargo's vision is to satisfy our customers' financial needs and help them succeed financially. Founded in 1852 and headquartered in San Francisco, Wells Fargo provides banking, investment and mortgage products and services, as well as consumer and commercial finance, through 7,700 locations, more than 13,000 ATMs, the internet (wellsfargo.com) and mobile banking, and has offices in 32 countries and territories to support customers who conduct business in the global economy. With approximately 262,000 team members, Wells Fargo serves one in three households in the United States. Wells Fargo & Company was ranked No. 26 on Fortune's 2018 rankings of America's largest corporations.

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