

**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): February 27, 2018

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

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**001-02979
(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)**

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))

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 February 27, 2018, each of John S. Chen, Lloyd H. Dean, Enrique Hernandez, Jr., and Federico F. Peña notified Wells Fargo & Company (the “Company”) that he will not stand for reelection at the Company’s 2018 annual meeting of stockholders (the “Annual Meeting”) and will retire from the Board of Directors at the Annual Meeting. Their decisions to retire were not due to any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

The Company’s news release (the “News Release”) announcing the retirements of the above directors 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.

(d) Exhibits.

99.1 News Release dated March 1, 2018

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: March 1, 2018

WELLS FARGO & COMPANY

By: /s/ Anthony R. Augliera
Anthony R. Augliera
Executive Vice President and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
99.1	News Release dated March 1, 2018	Filed herewith

News Release

Corporate Communications

Media

Mark Folk
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Investors

John Campbell
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Wells Fargo Board Refreshment Continues

Chen, Dean, Hernandez and Peña to retire at 2018 Annual Meeting of Shareholders

SAN FRANCISCO, March 1, 2018 – In continuation of the board refreshment process begun in 2017, Wells Fargo & Company announced today that John S. Chen, Lloyd H. Dean, and Enrique Hernandez, Jr., currently the board's longest serving directors, and Federico F. Peña, who was scheduled to retire from the board in 2019, have decided to retire at the company's 2018 Annual Meeting of Shareholders. As a result of these retirements, which are part of the board's regular succession planning practices, the board will nominate 12 of its current directors for election at the company's Annual Meeting of Shareholders, scheduled to be held on April 24, 2018.

"On behalf of the entire board, I want to thank John, Lloyd, Rick, and Federico for their many contributions and service to our board and company," said Board Chair Betsy Duke. "We respect their decisions to retire and know our board benefited greatly from their expertise and perspectives during their many years of service. We wish them well in the future. The leadership and insight that these directors brought to the board and its committees, including the board's Human Resources, Finance, Risk, and Corporate Responsibility committees are just some of the many ways they served our board with distinction over the years."

About Wells Fargo

Wells Fargo & Company (NYSE: WFC) is a diversified, community-based financial services company with \$2.0 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, investments, mortgage, and consumer and commercial finance through more than 8,300 locations, 13,000 ATMs, the internet (wellsfargo.com) and mobile banking, and has offices in 42 countries and territories to support customers who conduct business in the global economy. With approximately 263,000 team members, Wells Fargo serves one in three households in the United States. Wells Fargo & Company was ranked No. 25 on Fortune's 2017 rankings of America's largest corporations.

