

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 10, 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 Non-Cumulative Perpetual Class A Preferred Stock, Series P	WFC.PRQ	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 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
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 5.80% Fixed-to-Floating Rate Normal Wachovia Income Trust Securities of Wachovia Capital Trust III	WFC/TP	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 8.01. Other Events.

On February 10, 2021, Wells Fargo & Company (the “Company”) issued a press release announcing it will redeem on March 15, 2021 (the “Redemption Date”) all 25,000 shares of its Non-Cumulative Perpetual Class A Preferred Stock, Series P (the “Series P Preferred Stock”) and all shares of the related depositary shares, each representing a 1/1,000th interest in a share of the Series P Preferred Stock (the “Series P Depositary Shares”). After giving effect to the redemption on the Redemption Date, no shares of the Series P Preferred Stock or the Series P Depositary Shares will remain outstanding.

The Company also announced in the press release that it will redeem on the Redemption Date all 40,000 shares of its Non-Cumulative Perpetual Class A Preferred Stock, Series W (the “Series W Preferred Stock”) and all of the related depositary shares, each representing a 1/1,000th interest in a share of the Series W Preferred Stock (the “Series W Depositary Shares”). After giving effect to the redemption on the Redemption Date, no shares of the Series W Preferred Stock or the Series W Depositary Shares will remain outstanding. The press release is included as Exhibit 99.1 to this report and is incorporated by reference into this Item 8.01.

On February 10, 2021, the Company also issued a press release announcing it will redeem on the Redemption Date 16,000 shares of its Non-Cumulative Perpetual Class A Preferred Stock, Series N (the “Series N Preferred Stock”) and 16,000,000 shares of the related depositary shares, each representing a 1/1,000th interest in a share of the Series N Preferred Stock (the “Series N Depositary Shares”). After giving effect to the partial redemption on the Redemption Date, 14,000 shares of the Series N Preferred Stock and 14,000,000 shares of the Series N Depositary Shares will remain outstanding. The press release is included as Exhibit 99.2 to this report and is incorporated by reference into this Item 8.01.

Also on February 10, 2021, the Company issued a press release announcing that Wachovia Capital Trust III (the “Trust”) will redeem all 2,500,000 of its 5.80% Fixed-to-Floating Rate Normal Wachovia Income Trust Securities, fully and unconditionally guaranteed (the “Guarantee”) by Wells Fargo & Company (the “Normal WITS”). The Normal WITS are mandatorily redeemable on such date as a result of the redemption by Wells Fargo & Company of its Class A Preferred Stock, Series I (the “Series I Preferred Shares”), held by U.S. Bank National Association as Property Trustee of the Trust. After giving effect to the redemptions, no Normal WITS or Series I Preferred Shares will remain outstanding and the Guarantee will also terminate. The press release is included as Exhibit 99.3 to this report and is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
99.1	Press Release dated February 10, 2021.	Filed herewith
99.2	Press Release dated February 10, 2021.	Filed herewith
99.3	Press Release dated February 10, 2021.	Filed herewith

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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: February 10, 2021

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

News Release | Feb. 10, 2021

Wells Fargo & Company Announces Full Redemptions of its Series P and Series W Preferred Stock and Related Depositary Shares

SAN FRANCISCO – Feb. 10, 2021 – Wells Fargo & Company (NYSE: WFC) today announced that on March 15, 2021, it will redeem all 25,000 shares (the “Redeemed Series P Preferred Shares”) of its Non-Cumulative Perpetual Class A Preferred Stock, Series P (the “Series P Preferred Stock”). The redemption of the Redeemed Series P Preferred Shares will trigger the redemption of the 25,000,000 shares of the related depositary shares (the “Redeemed Series P Depositary Shares”), each representing a 1/1,000 interest in a share of Series P Preferred Stock (the “Series P Depositary Shares”) (NYSE: WFC.PRP). The redemption price will be equal to \$25,000.00 per Redeemed Series P Preferred Share and \$25.00 per Redeemed Series P Depositary Share. After giving effect to the redemption, no shares of the Series P Preferred Stock or the Series P Depositary Shares will remain outstanding.

Wells Fargo & Company also announced that on March 15, 2021, it will redeem all 40,000 shares (the “Redeemed Series W Preferred Shares”) of its Non-Cumulative Perpetual Class A Preferred Stock, Series W (the “Series W Preferred Stock”). The redemption of the Redeemed Series W Preferred Shares will trigger the redemption of the 40,000,000 shares of the related depositary shares (the “Redeemed Series W Depositary Shares”), each representing a 1/1,000 interest in a share of Series W Preferred Stock (the “Series W Depositary Shares”) (NYSE: WFC.PRW). The redemption price will be equal to \$25,000.00 per Redeemed Series W Preferred Share and \$25.00 per Redeemed Series W Depositary Share. After giving effect to the redemption, no shares of the Series W Preferred Stock or the Series W Depositary Shares will remain outstanding.

Because the redemption date is also a dividend payment date for the Series P Preferred Stock, the Series P Depositary Shares, the Series W Preferred Stock, and the Series W Depositary Shares, the redemption prices noted herein do not include declared and unpaid dividends. Regular quarterly dividends will be paid separately in the customary manner on March 15, 2021, to holders of record at the close of business on Feb. 26, 2021.

All regulatory requirements relating to the redemption of the Redeemed Series P Preferred Shares, Redeemed Series P Depositary Shares, Redeemed Series W Preferred Shares, and Redeemed Series W Depositary Shares have been satisfied by Wells Fargo & Company. The redemption agent is Equiniti Trust Company, 1110 Centre Pointe Curve, Suite 101, Mendota Heights, Minnesota 55120. Payment of the redemption price for the Redeemed Series P Depositary Shares and the Redeemed Series W Depositary Shares will be sent to holders by the redemption agent on the redemption date.

[About Wells Fargo](#)

Wells Fargo & Company is a leading financial services company that has approximately \$1.9 trillion in assets and proudly serves one in three U.S. households and more than 10% of all middle market companies in the U.S. We provide a diversified set of banking, investment, and mortgage products and services, as well as consumer and commercial finance, through our four reportable operating segments: Consumer Banking and Lending, Commercial Banking, Corporate and Investment Banking, and Wealth and Investment Management. Wells Fargo ranked No. 30 on Fortune's 2020 rankings of America's largest corporations. In the communities we serve, the company focuses its social impact on building a sustainable, inclusive future for all by supporting housing affordability, small business growth, financial health, and a low-carbon economy.

Contact Information

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Investor Relations

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News Release Category: WF-CF

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News Release | Feb. 10, 2021

Wells Fargo & Company Announces Partial Redemption of its Series N Preferred Stock and Related Depositary Shares

SAN FRANCISCO – Feb. 10, 2021 – Wells Fargo & Company (NYSE: WFC) today announced that on March 15, 2021, it will redeem 16,000 shares (the “Redeemed Preferred Shares”) of its Non-Cumulative Perpetual Class A Preferred Stock, Series N (the “Series N Preferred Stock”). The redemption of the Redeemed Preferred Shares will trigger the redemption of 16,000,000 shares of the related depositary shares (the “Redeemed Depositary Shares”), each representing a 1/1,000 interest in a share of Series N Preferred Stock (the “Series N Depositary Shares”) (NYSE: WFC.PRN). The Redeemed Depositary Shares will be selected in accordance with the standard procedures of The Depositary Trust Company.

The redemption price will be equal to \$25,000.00 per Redeemed Preferred Share and \$25.00 per Redeemed Depositary Share. After giving effect to the partial redemption, 14,000 shares of the Series N Preferred Stock and 14,000,000 shares of the Series N Depositary Shares will remain outstanding.

Because the redemption date is also a dividend payment date for the Series N Preferred Stock and Series N Depositary Shares, the redemption price does not include declared and unpaid dividends. Regular quarterly dividends will be paid separately in the customary manner on March 15, 2021, to holders of record at the close of business on Feb. 26, 2021.

All regulatory requirements relating to the redemption of the Redeemed Preferred Shares and Redeemed Depositary Shares have been satisfied by Wells Fargo & Company. The redemption agent is Equiniti Trust Company, 1110 Centre Pointe Curve, Suite 101, Mendota Heights, Minnesota, 55120. Payment of the redemption price for the Redeemed Depositary Shares will be sent to holders by the redemption agent on the redemption date.

About Wells Fargo

Wells Fargo & Company is a leading financial services company that has approximately \$1.9 trillion in assets and proudly serves one in three U.S. households and more than 10% of all middle market companies in the U.S. We provide a diversified set of banking, investment, and mortgage products and services, as well as consumer and commercial finance, through our four reportable operating segments: Consumer Banking and Lending, Commercial Banking, Corporate and Investment Banking, and Wealth and Investment Management. Wells Fargo ranked No. 30 on Fortune’s 2020 rankings of America’s largest corporations. In the communities we serve, the company focuses its social impact on building a sustainable, inclusive future for all by supporting housing affordability, small business growth, financial health, and a low-carbon economy.

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News Release Category: WF-CF

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News Release | Feb. 10, 2021

Wells Fargo & Company Announces Full Redemption of its Series I Preferred Stock and the 5.80% Fixed-to-Floating Rate Normal Wachovia Income Trust Securities of Wachovia Capital Trust III

SAN FRANCISCO – Feb. 10, 2021 – Wells Fargo & Company (NYSE: WFC) today announced that on March 15, 2021, Wachovia Capital Trust III (the “Trust”) will redeem all 2,500,000 of its 5.80% Fixed-to-Floating Rate Normal Wachovia Income Trust Securities, fully and unconditionally guaranteed (the “Guarantee”) by Wells Fargo & Company (the “Normal WITS”) (NYSE: WFC /TP). The Normal WITS are mandatorily redeemable on such date as a result of the redemption by Wells Fargo & Company of its Class A Preferred Stock, Series I (the “Series I Preferred Shares”), held by U.S. Bank National Association as Property Trustee of the Trust. The redemption price will be equal to \$1,000.00 per Normal WITS. After giving effect to the redemptions, no Normal WITS or Series I Preferred Shares will remain outstanding. The Guarantee will also terminate upon redemption of the Normal WITS.

Because the redemption date is also a distribution date for the Normal WITS, the redemption price does not include the distribution payable on such date. This distribution will be paid separately in the customary manner on March 15, 2021, to the holders of record on Feb. 28, 2021.

All regulatory requirements relating to the redemption of the Series I Preferred Shares and the Normal WITS have been satisfied by Wells Fargo & Company. Payment of the redemption price for the Normal WITS will be sent to holders by U.S. Bank National Association, as Property Trustee of the Trust, on the redemption date.

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Wells Fargo & Company is a leading financial services company that has approximately \$1.9 trillion in assets and proudly serves one in three U.S. households and more than 10% of all middle market companies in the U.S. We provide a diversified set of banking, investment, and mortgage products and services, as well as consumer and commercial finance, through our four reportable operating segments: Consumer Banking and Lending, Commercial Banking, Corporate and Investment Banking and Wealth, and Investment Management. Wells Fargo ranked No. 30 on Fortune’s 2020 rankings of America’s largest corporations. In the communities we serve, the company focuses its social impact on building a sustainable, inclusive future for all by supporting housing affordability, small business growth, financial health, and a low-carbon economy.

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