

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): March 1, 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.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 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.

Wells Fargo & Company (the “Company”) issued a press release announcing the final results of the previously announced cash tender offers for certain outstanding debt securities of the Company by Wells Fargo Securities, LLC, its indirect wholly-owned subsidiary. A copy of the press release is attached as Exhibit 99 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
99	Press Release dated March 1, 2021	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: March 1, 2021

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

News Release | March 1, 2021

# Wells Fargo & Company Announces Final Results of Tender Offers by Its Wholly-Owned Subsidiary

**SAN FRANCISCO** – March 1, 2021 – Wells Fargo & Company (NYSE: WFC) today announced the final results for its previously announced cash tender offers (the “Offers”) by Wells Fargo Securities, LLC (“Wells Fargo Securities”), an indirect wholly-owned subsidiary of Wells Fargo & Company, to purchase up to \$6,400,000,000 (the “Maximum Tender Amount”) of the 11 series of Wells Fargo & Company securities listed in the table below (each, a “Series of Securities,” and collectively, the “Securities”). The Offers commenced on Jan. 29, 2021, and expired at 11:59 p.m., New York City time, on Feb. 26, 2021 (the “Expiration Date”).

Wells Fargo Securities will accept for purchase \$6,400,000,000 aggregate principal amount of Securities validly tendered and not validly withdrawn. Wells Fargo Securities will pay aggregate Total Consideration and Late Tender Offer Consideration, each as defined in the offer to purchase dated Jan. 29, 2021 (the “Offer to Purchase”), of approximately \$6,567,474,217 for the Securities accepted for purchase. In addition to the applicable Total Consideration and the applicable Late Tender Offer Consideration, holders whose Securities are accepted for purchase will receive accrued and unpaid interest in respect of their purchased Securities from the last interest payment date for such Series of Securities to, but not including, March 2, 2021 (the “Settlement Date”).

As further explained in the Offer to Purchase, as amended by a press release on Feb. 12, 2021, Wells Fargo Securities will accept the Securities for purchase in accordance with the “Acceptance Priority Levels” set forth in the table below. Wells Fargo Securities will accept for purchase 100% of the Securities listed in the table below at Acceptance Priority Levels 1-4. Due to oversubscription, Wells Fargo Securities will accept for purchase on a pro rata basis approximately 31% of the Securities listed in the table below at Acceptance Priority Level 5, and the proration factor is approximately 83%. Wells Fargo Securities has not accepted for purchase any of the Securities listed below at Acceptance Priority Levels 6-11. Wells Fargo Securities expects to make payment for the applicable Securities that will be accepted for purchase on the Settlement Date. The Securities not accepted for purchase will be promptly credited after the Expiration Date to the account of the registered holder of such Securities with the Depository Trust Company.

Title of Security	CUSIP Number	Principal Amount Outstanding	Tender Cap (1)	Acceptance Priority Level (2)	Total Consideration (3)	Late Tender Offer Consideration (4)	Principal Amount Tendered at Expiration	Principal Amount Accepted for Purchase	Approximate Percentage of Outstanding Securities Purchased
Floating Rate Notes due July 26, 2021	949746SB8	\$1,200,000,000	N/A	1	\$1,004.86	N/A(5)	\$562,424,000	\$562,424,000	46.87%

3.069%	949746SK8	\$3,750,000,000	N/A	2	\$1,025.98	\$995.98	\$2,323,014,000	\$2,323,014,000	61.95%
Notes due Jan. 24, 2023									
2.625%	95000U2B8	\$3,750,000,000	N/A	3	\$1,034.88	\$1,004.88	\$2,055,332,000	\$2,055,332,000	54.81%
Notes due July 22, 2022									
Floating	949746SL6	\$1,250,000,000	N/A	4	\$1,010.68	\$980.68	\$680,228,000	\$680,228,000	54.42%
Rate Notes due Jan. 24, 2023									
3.50% Notes	94974BFC9	\$2,500,000,000	\$1,250,000,000	5	\$1,033.64	\$1,003.64	\$939,220,000	\$779,002,000	31.16%
due March 8, 2022									
Floating	949746RZ6	\$150,000,000	\$45,000,000	6	N/A (6)	N/A (6)	\$0	\$0	0%
Rate Notes due May 24, 2021									
Floating	949746SF9	\$200,000,000	\$60,000,000	7	N/A (6)	N/A (6)	\$0	\$0	0%
Rate Notes due Aug. 10, 2021									
Fixed-to-Floating	95000U2H5	\$3,000,000,000	\$300,000,000	8	N/A (6)	N/A (6)	\$395,169,000	\$0	0%
Rate Notes due Oct. 30, 2025									
3.30% Notes	94974BGA2	\$2,250,000,000	\$225,000,000	9	N/A (6)	N/A (6)	\$508,433,000	\$0	0%
due Sept. 9, 2024									
3.00% Notes	94974BGH7	\$2,500,000,000	\$250,000,000	10	N/A (6)	N/A (6)	\$522,077,000	\$0	0%
due Feb. 19, 2025									
Floating	949746SJ1	\$2,000,000,000	\$200,000,000	11	N/A (6)	N/A (6)	\$390,029,000	\$0	0%
Rate Notes due Oct. 31, 2023									

- (1) Each Tender Cap set forth in the table above, as applicable, represents the combined maximum aggregate principal amount of such Series of Securities that may be purchased pursuant to an Offer.
- (2) Subject to the Maximum Tender Amount, the Tender Caps (as applicable), and proration, the principal amount of each Series of Securities that will be accepted for purchase in the Offers will be determined in accordance with the applicable Acceptance Priority Level.
- (3) Per \$1,000 principal amount of Securities validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the Offers on or prior to 5:00 p.m., New York City time, on Feb. 11, 2021 (the "Early Tender Deadline") and includes the early tender premium of \$30 per \$1,000 principal amount of each Series of Securities (the "Early Tender Premium").
- (4) Per \$1,000 principal amount of Securities validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the Offers after the Early Tender Deadline and excludes the

Early Tender Premium.

(5) No Securities of such series were tendered after the Early Tender Deadline.

(6) Total Consideration and Late Tender Offer Consideration omitted because Wells Fargo Securities did not purchase any Securities of such series.

D.F. King & Co., Inc. is serving as the tender agent and information agent. Requests for documents may be directed to D.F. King & Co., Inc. by telephone at 212-269-5550 (banks and brokers) or 1-877-283-0318 or email at [wfc@dfking.com](mailto:wfc@dfking.com). Questions regarding the Offers may be directed to Wells Fargo Securities at 704-410-4759 or collect at 1-866-309-6316 or email at [liabilitymanagement@wellsfargo.com](mailto:liabilitymanagement@wellsfargo.com).

This press release is for information purposes only and does not constitute an offer to purchase or the solicitation of an offer to sell any Securities.

### 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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