

**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): April 27, 2017

**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  
(I.R.S. 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

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 27, 2017, Wells Fargo & Company (the “Company”) filed with the Delaware Secretary of State a Certificate Eliminating the Certificate of Designations with respect to the Company’s 2008 ESOP Cumulative Convertible Preferred Stock which, effective upon filing, eliminated from the Company’s Restated Certificate of Incorporation all matters set forth in the Certificate of Designations for the 2008 ESOP Cumulative Convertible Preferred Stock filed with the Delaware Secretary of State on March 12, 2008.

The Certificate Eliminating the Certificate of Designations with respect to the Company’s 2008 ESOP Cumulative Convertible Preferred Stock is filed herewith as Exhibit 3(a) and incorporated herein by reference.

**Item 8.01. Other Events.**

On April 28, 2017, the Company submitted a redemption notice to the property trustee for Wells Fargo Capital II, which will result in the redemption of the securities identified below on May 30, 2017. The redemption price will be equal to 100% of the principal amount of the securities plus accumulated and unpaid distributions. This redemption will be funded with excess cash currently available to the Company.

<b>Trust</b>	<b>Security</b>	<b>Principal Amount</b>	<b>CUSIP</b>	<b>Trustee</b>
Wells Fargo Capital II	Floating Rate Capital Securities	\$150,000,000 (\$1,000 per Security)	94974PA A7	The Bank of New York Mellon Trust Company, N.A.

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

(d) Exhibits

- 3(a) Certificate Eliminating the Certificate of Designations with respect to the Company’s 2008 ESOP Cumulative Convertible Preferred Stock, 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: April 28, 2017

WELLS FARGO & COMPANY

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

CERTIFICATE ELIMINATING THE CERTIFICATE OF DESIGNATIONS  
WITH RESPECT TO THE  
2008 ESOP CUMULATIVE CONVERTIBLE PREFERRED STOCK

OF

WELLS FARGO & COMPANY

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Pursuant to Section 151 of the General  
Corporation Law of the State of Delaware

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The undersigned DOES HEREBY CERTIFY that the following resolutions were duly adopted by the Board of Directors of Wells Fargo & Company, a Delaware corporation (the “Company”), at a meeting duly convened and held on April 25, 2017, at which a quorum was present and acting throughout:

WHEREAS resolutions were adopted by the ESOP Preferred Stock Committee I of the Board of Directors, which resolutions are set forth in a Certificate of Designations filed with the Secretary of State of the State of Delaware on March 12, 2008, providing for and authorizing the issuance of 520,500 shares of 2008 ESOP Cumulative Convertible Preferred Stock; and

WHEREAS as of April 4, 2017, all the outstanding shares of the 2008 ESOP Cumulative Convertible Preferred Stock were converted into fully paid and nonassessable shares of common stock of the Company.

RESOLVED that none of the authorized shares of the 2008 ESOP Cumulative Convertible Preferred Stock are outstanding and none will be issued subject to the Certificate of Designations previously filed on March 12, 2008 with the Secretary of State of the State of Delaware with respect to such series.

RESOLVED that the Chairman, the President, any Vice Chairman, any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, the Secretary and any Assistant Secretary are hereby authorized to execute, acknowledge, and file such instruments and documents as they, or any of them, may deem necessary or advisable to eliminate from the Company’s Restated Certificate of Incorporation, as amended, all matters set forth in said Certificate of Designations with respect to the 2008 ESOP Cumulative Convertible Preferred Stock.

IN WITNESS WHEREOF, WELLS FARGO & COMPANY has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Anthony R. Augliera, its Senior Vice President and Secretary, and attested by Jeannine E. Zahn, its Assistant Secretary, this 26<sup>th</sup> day of April, 2017.

WELLS FARGO & COMPANY

By /s/ Anthony R. Augliera  
Anthony R. Augliera  
Senior Vice President and Secretary

ATTEST:

/s/ Jeannine E. Zahn  
Jeannine E. Zahn  
Assistant Secretary

[As filed with the Delaware Secretary of State on April 27, 2017]