
**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): January 3, 2019

**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.

(d) On January 3, 2019, the board of directors (the “Board”) of Wells Fargo & Company (the “Company”) elected Wayne M. Hewett to the Company’s Board, effective January 7, 2019. His election increases the size of the Company’s Board to 13 directors. Mr. Hewett 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 Human Resources Committee and Risk Committee.

Since the beginning of 2018, Mr. Hewett, certain of his immediate family members, and affiliated entities of certain of his immediate family members entered into loans, other extensions of credit and/or banking or financial services transactions in the ordinary course of business with the Company’s banking and other subsidiaries. All of these lending and financial services transactions were on substantially the same terms, including interest rates, collateral, and repayment (as applicable), as those available at the time for comparable transactions with persons not related to the Company, and did not involve more than the normal risk of collectability or present other unfavorable features.

Mr. Hewett 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 2018 proxy statement filed with the Securities and Exchange Commission on March 14, 2018. Under the non-employee director compensation program, he will automatically be granted a stock award on January 7, 2019, under the Company’s Long-Term Incentive Compensation Plan having a fair market value of approximately \$60,000. 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 January 7, 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, 2017.

(b) On January 3, 2019, Karen B. Peetz, a member of the Board, informed the Company that she will not stand for re-election and will retire as a director at the Company’s 2019 annual meeting of shareholders, which is scheduled to be held on April 23, 2019. The decision by Ms. Peetz to retire reflects her desire to devote more time to other commitments and activities, and it was 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 announcing the election of Mr. Hewett as a director and the decision by Ms. Peetz to retire as a director at the Company’s 2019 annual meeting of shareholders 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.


<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
99.1	News Release dated January 7, 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: January 7, 2019

WELLS FARGO & COMPANY

By: 

Anthony R. Augliera
Executive Vice President and Secretary

News Release

Wayne M. Hewett Joins Board of Wells Fargo & Company

Karen B. Peetz to retire at the company's 2019 Annual Meeting of Shareholders

SAN FRANCISCO – JANUARY 7, 2019 – Wells Fargo & Company (NYSE: WFC) today announced that its board of directors has elected Wayne M. Hewett to the company's board of directors.

Hewett is a seasoned executive who has worked in a number of industries in senior leadership positions. He currently is chairman of DiversiTech Corporation, a leading manufacturer and supplier of components and related products for the heating, ventilating, air conditioning and refrigeration industry. From 2015 to 2017, he was CEO of Klöckner Pentaplast Group, a global supplier of packaging for various industries, including pharmaceutical, medical devices, food and electronics. Previously, he was CEO of Arysta LifeScience Corporation after spending more than 20 years with General Electric Company. He currently serves on the board of directors of The Home Depot, Inc., where he is a member of its Audit Committee and its Leadership Development and Compensation Committee.

Betsy Duke, Wells Fargo's board chair, said, "Wayne is a proven leader, and his extensive experience in business operations and processes, including executing on strategic initiatives in complex operating environments, makes him an outstanding addition to our board as the company focuses on achieving operational excellence. We welcome him to Wells Fargo."

Hewett will serve on the board's Human Resources Committee and its Risk Committee.

"Wayne brings a unique and relevant background to Wells Fargo's business and strategic direction, further enhancing the breadth of skills and experience of our board," said President and CEO Tim Sloan. "I look forward to working with him and our other directors as we continue the transformation of Wells Fargo."

The company also announced that Karen B. Peetz has decided that she will not stand for re-election and will retire as a director at the company's 2019 Annual Meeting of Shareholders, which is scheduled to be held on April 23, 2019. The decision by Peetz to retire reflects her desire to devote more time to other commitments and activities.

"The entire board thanks Karen for her many contributions to the board and company, including as chair of the Risk Committee, as the company has made significant progress in risk management and in building a better company for its customers, team members, shareholders and other stakeholders," Duke said.

"I have greatly valued my time on the Wells Fargo board working closely with such dedicated directors and our CEO Tim Sloan," said Peetz. "I especially appreciate working with the members of the Risk Committee, Chief Risk Officer Mandy Norton and the risk management leadership team. Their collective efforts have positioned the company well to continue strengthening risk management oversight and practices."

Wayne M. Hewett Biography

Since March 2018, Wayne M. Hewett has served as an advisor to Permira, a global private equity firm, and chairman of DiversiTech Corporation, a leading aftermarket manufacturer and supplier of highly engineered components for residential and light commercial heating, ventilating, air conditioning and refrigeration. From August 2015 to November 2017, Hewett was CEO of Klöckner Pentaplast Group, a leading supplier of plastic films for pharmaceutical, medical devices, food, electronics, packaging, printing and specialty applications. He was president and CEO of Arysta LifeScience Corporation, which at the time was one of the world's largest privately held crop protection and life science companies, from January 2010 until Arysta's acquisition by Platform Specialty Products Corporation in February 2015, where he served as president until August 2015. Hewett's career has also included more than 20 years with General Electric Company, including as vice president, Supply Chain and Operations; president and CEO of GE Advanced Materials; president and CEO of GE Silicones; president of GE Plastics Pacific; president of GE Toshiba Silicones; and member of GE's Corporate Executive Council. He currently serves on the board of directors of The Home Depot, Inc. He holds bachelor's and master's degrees in Industrial Engineering from Stanford University.

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 7,950 locations, 13,000 ATMs, the internet (wellsfargo.com) and mobile banking, and has offices in 37 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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