

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A

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 20, 2018

WELLS FARGO & COMPANY

(Exact Name of Registrant as Specified in 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 94163

(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))

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. ☐

EXPLANATORY NOTE

This filing amends Item 2.02 of the Current Report on Form 8-K filed by Wells Fargo & Company (the “Company”) on April 20, 2018 regarding its results of operations and financial condition for the quarter ended March 31, 2018.

Item 2.02 Results of Operations and Financial Condition

On April 20, 2018, the Company filed a Form 8-K with the Securities and Exchange Commission announcing it had entered into consent orders with the Consumer Financial Protection Bureau (CFPB) and the Office of the Comptroller of the Currency (OCC) to pay an aggregate of \$1 billion in civil money penalties to resolve matters regarding its compliance risk management program and its past practices involving certain automobile collateral protection insurance policies and certain mortgage interest rate lock extensions.

This Form 8-K/A is to clarify that the additional legal accrual we provided in connection with the resolution of these matters reduced our previously reported net income to \$5.1 billion and our previously reported net income applicable to common stock to \$4.7 billion. Accordingly, we are amending our previous Form 8-K description as follows:

In connection with the resolution of these matters, the Company, subsequent to the announcement of its first quarter 2018 financial results on April 13, 2018, has provided for an additional legal accrual which increased operating losses within noninterest expense by \$800 million and was not tax deductible. As a result, the Company reduced both its net income and its net income applicable to common stock for the quarter ended March 31, 2018, by \$800 million to \$5.1 billion and \$4.7 billion, respectively. Accordingly, it reduced diluted earnings per common share by \$0.16 to \$0.96.

The information provided under Item 2.02 of this Report shall be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended.

Final financial results and other disclosures will be reported in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, and may differ materially from the results and disclosures in this document due to, among other things, the completion of final review procedures, the occurrence of subsequent events, or the discovery of additional information.

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 20, 2018

WELLS FARGO & COMPANY

By: /s/ RICHARD D. LEVY

Richard D. Levy
Executive Vice President and
Controller
(Principal Accounting Officer)