



You have selected 2 exhibits from the filing:

Filer	WELLS FARGO & COMPANY/MN
Form Type	8-K - Current report to announce major events that shareholders should know about
Date Filing	06/18/2024

Exhibits within the filing:

Exhibit	Description
EX-3.1	CERTIFICATE ELIMINATING THE CERTIFICATE OF DESIGNATIONS
XBRL	XBRL Document

Notes: Printed by angie.robinson@wellsfargo.com

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): June 18, 2024

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)

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 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
Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series DD	WFC.PRD	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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 18, 2024, 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 5.90% Fixed-to-Floating Rate Non-Cumulative Perpetual Class A Preferred Stock, Series S (the “Series S Preferred”), which, effective upon filing, eliminated from the Company’s Restated Certificate of Incorporation all matters set forth in the Certificate of Designations for the Series S Preferred, filed with the Delaware Secretary of State on April 21, 2014. The Certificate Eliminating the Certificate of Designations with respect to the Company’s Series S Preferred, is filed herewith as Exhibit 3.1 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>
3.1	<u>Certificate Eliminating the Certificate of Designations with respect to the Company’s 5.90% Fixed-to-Floating Rate Non-Cumulative Perpetual Class A Preferred Stock, Series S.</u>	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: June 18, 2024

/s/ Bryant Owens

Bryant Owens

Senior Vice President and Assistant Treasurer

CERTIFICATE ELIMINATING THE CERTIFICATE OF DESIGNATIONS
WITH RESPECT TO THE
5.90% FIXED-TO-FLOATING RATE NON-CUMULATIVE PERPETUAL
CLASS A PREFERRED STOCK, SERIES S

OF

WELLS FARGO & COMPANY

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

The undersigned DOES HEREBY CERTIFY as follows:

1. Resolutions were adopted by the Securities Committee of the Board of Directors of Wells Fargo & Company, a Delaware corporation (the “Company”), which resolutions are set forth in a Certificate of Designations filed with the Secretary of State of the State of Delaware on April 21, 2014, providing for and authorizing the issuance of 80,000 shares of the Company’s 5.90% Fixed-to-Floating Rate Non-Cumulative Perpetual Class A Preferred Stock, Series S (the “Series S Preferred Stock”);
2. All 80,000 outstanding shares of Series S Preferred Stock were redeemed by the Company on June 15, 2024 (which, due to the occurrence of a non-business day, will shift to June 17, 2024) and none of the authorized shares of the Company’s Series S Preferred Stock are outstanding and none will be issued subject to the Certificate of Designations previously filed on April 21, 2014 with the Secretary of State of the State of Delaware with respect to such series;
3. The following resolutions were duly adopted by Securities Committee I of the Board of Directors of the Company pursuant to the written consent of Securities Committee I duly adopted on May 8, 2024:

WHEREAS, resolutions were adopted by the Securities Committee of the Board of Directors (the “Board”) of Wells Fargo & Company, a Delaware corporation (the “Company”), which resolutions are set forth in a Certificate of Designations (the “Series S Certificate of Designations”) filed with the Secretary of State of the State of Delaware on April 21, 2014 providing for and authorizing the issuance of 80,000 shares of the Company’s 5.90% Fixed-to-Floating Rate Non-Cumulative Perpetual Class A, Series S Preferred Stock (the “Series S Preferred Stock”) of which 80,000 were issued;

WHEREAS, on June 15, 2024 (which, due to the occurrence of a non-business day, will shift to June 17, 2024), all 80,000 issued and outstanding shares of the Series S Preferred Stock will be redeemed by the Company (the “Series S Redemption”).

NOW THEREFORE BE IT

RESOLVED that, after the Series S Redemption, no shares of the Series S Preferred Stock are outstanding and none will be issued subject to the Series S Certificate of Designations.

RESOLVED that, after the Series S Redemption, all matters set forth in the Series S Certificate of Designations with respect to the Series S Preferred Stock be eliminated from the Certificate of Incorporation of the Company.

RESOLVED that, after the Series S Redemption, the President, any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, the Treasurer, any Assistant Treasurer, the Secretary and any Assistant Secretary of the Company, and each of them, are hereby authorized and directed to file a Certificate with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Series S Certificate of Designations with respect to the Series S Preferred Stock shall be eliminated from the Certificate of Incorporation of the Company.

[Signature Page Follows]

IN WITNESS WHEREOF, WELLS FARGO & COMPANY has caused this Certificate to be signed by Bryant Owens, its Senior Vice President and Assistant Treasurer, and attested by Sandra J. Galvis, its Assistant Secretary, this 18th day of June, 2024.

WELLS FARGO & COMPANY

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

ATTEST:

/s/ Sandra J. Galvis
Assistant Secretary

Document and Entity Information	XBRL Tag Name	XBRL Prefix	Data Type	Balance Type	Period Type	Jun. 18, 2024
Document And Entity Information [Line Items]	wfc_DocumentAndEntityInformationLineItems	wfc_	xbrl:stringItemType	na	duration	
Entity Registrant Name	dei_EntityRegistrantName	dei_	xbrl:normalizedStringItemType	na	duration	WELLS FARGO & COMPANY/MN
Amendment Flag	dei_AmendmentFlag	dei_	xbrl:booleanItemType	na	duration	false
Entity Central Index Key	dei_EntityCentralIndexKey	dei_	dei:centralIndexKeyItemType	na	duration	0000072971
Current Fiscal Year End Date	dei_CurrentFiscalYearEndDate	dei_	xbrl:gMonthDayItemType	na	duration	--12-31
Document Type	dei_DocumentType	dei_	dei:submissionTypeItemType	na	duration	8-K
Document Period End Date	dei_DocumentPeriodEndDate	dei_	xbrl:dateItemType	na	duration	Jun. 18, 2024
Entity Incorporation State Country Code	dei_EntityIncorporationStateCountryCode	dei_	dei:edgarStateCountryItemType	na	duration	DE
Entity File Number	dei_EntityFileNumber	dei_	dei:fileNumberItemType	na	duration	001-02979
Entity Tax Identification Number	dei_EntityTaxIdentificationNumber	dei_	dei:employerIdItemType	na	duration	41-0449260
Entity Address, Address Line One	dei_EntityAddressAddressLine1	dei_	xbrl:normalizedStringItemType	na	duration	420 Montgomery Street
Entity Address, City or Town	dei_EntityAddressCityOrTown	dei_	xbrl:normalizedStringItemType	na	duration	San Francisco
Entity Address, State or Province	dei_EntityAddressStateOrProvince	dei_	dei:stateOrProvinceItemType	na	duration	CA
Entity Address, Postal Zip Code	dei_EntityAddressPostalZipCode	dei_	xbrl:normalizedStringItemType	na	duration	94104
City Area Code	dei_CityAreaCode	dei_	xbrl:normalizedStringItemType	na	duration	1-866
Local Phone Number	dei_LocalPhoneNumber	dei_	xbrl:normalizedStringItemType	na	duration	249-3302
Written Communications	dei_WrittenCommunications	dei_	xbrl:booleanItemType	na	duration	false
Soliciting Material	dei_SolicitingMaterial	dei_	xbrl:booleanItemType	na	duration	false
Pre Commencement Tender Offer	dei_PreCommencementTenderOffer	dei_	xbrl:booleanItemType	na	duration	false
Pre Commencement Issuer Tender Offer	dei_PreCommencementIssuerTenderOffer	dei_	xbrl:booleanItemType	na	duration	false
Entity Emerging Growth Company	dei_EntityEmergingGrowthCompany	dei_	xbrl:booleanItemType	na	duration	false
Common Stock [Member]	us-gaap_StatementClassOfStockAxis=us-gaap_CommonStockMember		na			
Document And Entity Information [Line Items]	wfc_DocumentAndEntityInformationLineItems	wfc_	xbrl:stringItemType	na	duration	
Security Exchange Name	dei_SecurityExchangeName	dei_	dei:edgarExchangeCodeItemType	na	duration	NYSE
Security 12b Title	dei_Security12bTitle	dei_	dei:securityTitleItemType	na	duration	Common Stock, par value \$1-2/3
Trading Symbol	dei_TradingSymbol	dei_	dei:tradingSymbolItemType	na	duration	WFC
A 7.5 Not Cumulative Perpetual Convertible Class A Preferred Stock Series L [Member]	us-gaap_StatementClassOfStockAxis=wfc_A7.5NonCumulativePerpetualConvertibleClassAPreferredStockSeriesLMember		na			
Document And Entity Information [Line Items]	wfc_DocumentAndEntityInformationLineItems	wfc_	xbrl:stringItemType	na	duration	
Security Exchange Name	dei_SecurityExchangeName	dei_	dei:edgarExchangeCodeItemType	na	duration	NYSE
Security 12b Title	dei_Security12bTitle	dei_	dei:securityTitleItemType	na	duration	7.5% Non-Cumulative Perpetual Convertible Class A Preferred Stock, Series L
Trading Symbol	dei_TradingSymbol	dei_	dei:tradingSymbolItemType	na	duration	WFC.PRL
Depository Shares Each Representing A 11000th Interest In A Share Of Not Cumulative Perpetual Class A Preferred Stock Series Y 2 [Member]	us-gaap_StatementClassOfStockAxis=wfc_DepositorySharesEachRepresentingA11000thInterestInAShareOfNonCumulativePerpetualClassAPreferredStockSeriesY2Member		na			
Document And Entity Information [Line Items]	wfc_DocumentAndEntityInformationLineItems	wfc_	xbrl:stringItemType	na	duration	
Security Exchange Name	dei_SecurityExchangeName	dei_	dei:edgarExchangeCodeItemType	na	duration	NYSE
Security 12b Title	dei_Security12bTitle	dei_	dei:securityTitleItemType	na	duration	Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series Y
Trading Symbol	dei_TradingSymbol	dei_	dei:tradingSymbolItemType	na	duration	WFC.PRY
Depository Shares Each Representing A 11000th Interest In A Share Of Not Cumulative Perpetual Class A Preferred Stock Series Z 1 [Member]	us-gaap_StatementClassOfStockAxis=wfc_DepositorySharesEachRepresentingA11000thInterestInAShareOfNonCumulativePerpetualClassAPreferredStockSeriesZ1Member		na			
Document And Entity Information [Line Items]	wfc_DocumentAndEntityInformationLineItems	wfc_	xbrl:stringItemType	na	duration	
Security Exchange Name	dei_SecurityExchangeName	dei_	dei:edgarExchangeCodeItemType	na	duration	NYSE
Security 12b Title	dei_Security12bTitle	dei_	dei:securityTitleItemType	na	duration	Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series Z
Trading Symbol	dei_TradingSymbol	dei_	dei:tradingSymbolItemType	na	duration	WFC.PRZ
Depository Shares Each Representing A 11000th Interest In A Share Of Not Cumulative Perpetual Class A Preferred Stock Series Aa 2 [Member]	us-gaap_StatementClassOfStockAxis=wfc_DepositorySharesEachRepresentingA11000thInterestInAShareOfNonCumulativePerpetualClassAPreferredStockSeriesAa2Member		na			
Document And Entity Information [Line Items]	wfc_DocumentAndEntityInformationLineItems	wfc_	xbrl:stringItemType	na	duration	
Security Exchange Name	dei_SecurityExchangeName	dei_	dei:edgarExchangeCodeItemType	na	duration	NYSE
Security 12b Title	dei_Security12bTitle	dei_	dei:securityTitleItemType	na	duration	Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series AA
Trading Symbol	dei_TradingSymbol	dei_	dei:tradingSymbolItemType	na	duration	WFC.PRA
Depository Shares Each Representing A 11000th Interest In A Share Of Not Cumulative Perpetual Class A Preferred Stock Series Cc 3 [Member]	us-gaap_StatementClassOfStockAxis=wfc_DepositorySharesEachRepresentingA11000thInterestInAShareOfNonCumulativePerpetualClassAPreferredStockSeriesCc3Member		na			
Document And Entity Information [Line Items]	wfc_DocumentAndEntityInformationLineItems	wfc_	xbrl:stringItemType	na	duration	
Security Exchange Name	dei_SecurityExchangeName	dei_	dei:edgarExchangeCodeItemType	na	duration	NYSE
Security 12b Title	dei_Security12bTitle					Depository Shares, each

	dei_Security12bTitle		dei_ dei:securityTitleItemType	na	duration	representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series CC
Trading Symbol	dei_TradingSymbol		dei_ dei:tradingSymbolItemType	na	duration	WFC.PRC
Depository Shares Each Representing A 11000th Interest In A Share Of Not Cumulative Perpetual Class A Preferred Stock Series Dd 4 [Member]	us-gaap_StatementClassOfStockAxis=wfc_DepositorySharesEachRepresentingA11000thInterestInAShareOfNonCumulativePerpetualClassAPerferredStockSeriesDd4Member		na			
Document And Entity Information [Line Items]	wfc_DocumentAndEntityInformationLineItems	wfc_ xbrli:stringItemType	na	duration		
Security Exchange Name	dei_SecurityExchangeName	dei_ dei:edgarExchangeCodeItemType	na	duration	NYSE	
Security 12b Title	dei_Security12bTitle	dei_ dei:securityTitleItemType	na	duration		Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series DD
Trading Symbol	dei_TradingSymbol	dei_ dei:tradingSymbolItemType	na	duration	WFC.PRD	
Guarantee of Medium Term Notes Series A due October 30, 2028 of Wells Fargo Finance LLC [Member]	us-gaap_StatementClassOfStockAxis=wfc_Guarantee of Medium Term Notes Series A due October 30, 2028 of Wells Fargo Finance LLC Member		na			
Document And Entity Information [Line Items]	wfc_DocumentAndEntityInformationLineItems	wfc_ xbrli:stringItemType	na	duration		
Security Exchange Name	dei_SecurityExchangeName	dei_ dei:edgarExchangeCodeItemType	na	duration	NYSE	
Security 12b Title	dei_Security12bTitle	dei_ dei:securityTitleItemType	na	duration		Guarantee of Medium-Term Notes, Series A, due October 30, 2028 of Wells Fargo Finance LLC
Trading Symbol	dei_TradingSymbol	dei_ dei:tradingSymbolItemType	na	duration	WFC/28A	

