

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 25, 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
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 press releases announcing the pricing and 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. Copies of the press releases are attached as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
99.1	Press Release dated January 25, 2021	Filed herewith
99.2	Press Release dated January 26, 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: January 26, 2021

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

News Release | Jan. 25, 2021

Wells Fargo & Company Announces Pricing of Any and All Cash Tender Offers by Its Wholly-Owned Subsidiary

SAN FRANCISCO – Jan. 25, 2021 – Wells Fargo & Company (NYSE: WFC) today announced the tender offer consideration (the “Tender Offer Consideration”) payable in connection with the previously announced cash tender offers (the “Offers”) by Wells Fargo Securities, LLC (“Wells Fargo Securities”), an indirect wholly-owned subsidiary of Wells Fargo & Company, which commenced on Jan. 19, 2021, to purchase for cash any and all of the 5.375% Notes due Feb. 7, 2035 (CUSIP No. 949746JM4), and the 5.95% Capital Efficient Notes due 2086 (scheduled maturity Dec. 15, 2036; CUSIP No. 949746NL1), of Wells Fargo & Company listed in the table below (each, a “Series of Securities,” and collectively, the “Securities”). The Offers will expire today, Jan. 25, 2021, at 5:00 p.m., New York City time, unless extended (such date and time, as it may be extended with respect to a Series of Securities, the “Expiration Date”). The Offers are being made solely pursuant to the Offer to Purchase (the “Offer to Purchase”) and the related Notice of Guaranteed Delivery, each dated Jan. 19, 2021. The Offer to Purchase contains detailed information regarding the terms of the Offers, including the manner in which the Tender Offer Consideration was calculated.

The table below sets forth the Tender Offer Consideration for each Series of Securities. The reference yield listed in the table below is based on the bid-side price of the reference security as quoted on Bloomberg Reference Page FIT1 at 2:00 p.m., New York City time, today, as described in the Offer to Purchase.

Title of Security	CUSIP Number	Principal Amount Outstanding	Fixed Spread (Basis Points)	U.S. Treasury Reference Security	Reference Yield	Tender Offer Consideration (1)
5.375% Notes due Feb. 7, 2035	949746JM4	\$750,000,000	+105 bps	0.875% U.S. Treasury Notes due Nov. 15, 2030	1.038%	\$1,397.98
5.95% Capital Efficient Notes due 2086 (scheduled maturity Dec. 15, 2036)	949746NL1	\$646,885,000	+180 bps	0.875% U.S. Treasury Notes due Nov. 15, 2030	1.038%	\$1,395.70

(1) Per \$1,000 principal amount of Securities tendered and accepted for purchase.

In addition to the Tender Offer Consideration, holders whose Securities are validly tendered (and not validly withdrawn) on or prior to the Expiration Date 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, the Initial Settlement Date (as defined below) for such Series of Securities (“Accrued Interest”), payable on the Initial Settlement Date or the Guaranteed Delivery Settlement Date (as defined below), as applicable.

Upon the terms and subject to the conditions of the Offers, the settlement date is expected to be Jan. 26, 2021, or promptly thereafter (the “Initial Settlement Date”).

Securities may be tendered pursuant to the guaranteed delivery procedures described in the Offer to Purchase. Upon the terms and subject to the conditions of the Offers, the settlement date for tenders pursuant to a related Notice of Guaranteed Delivery is expected to be Jan. 28, 2021, or promptly thereafter (the “Guaranteed Delivery Settlement Date”). The applicable Accrued Interest payable on the Guaranteed Delivery Settlement Date will not include any interest for the period on or after the Initial Settlement Date.

Tenders of Securities pursuant to the Offers may be validly withdrawn at any time before the Expiration Date.

The Offers are open to all registered holders of Securities. A beneficial owner of Securities that are held of record by a broker, dealer, commercial bank, trust company, or other nominee (each, a “Custodian”) must instruct such Custodian to tender such Securities on the beneficial owner’s behalf in a timely manner. Beneficial owners should be aware that a Custodian may establish its own earlier deadline for participation in an Offer.

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. 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.

Copies of the Offer to Purchase and related Notice of Guaranteed Delivery are available at the following web address: www.dfking.com/wfc.

This press release is for informational purposes only and does not constitute an offer to purchase or the solicitation of an offer to sell any Securities. The Offers are being made only pursuant to the Offer to Purchase and related Notice of Guaranteed Delivery. The Offers are not being made to holders of Securities in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky, or other laws of such jurisdiction. None of Wells Fargo Securities, Wells Fargo & Company, the Tender Agent, the Information Agent, the applicable trustee, the paying agent or any of their respective affiliates or boards of directors makes any recommendation in connection with the Offers. Please refer to the Offer to Purchase for a description of terms, conditions, disclaimers, and other information applicable to the Offers.

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.

Contact Information

Media

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News Release Category: WF-CF

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News Release | Jan. 26, 2021

Wells Fargo & Company Announces Final Results of Any and All Cash Tender Offers by Its Wholly-Owned Subsidiary

SAN FRANCISCO – Jan. 26, 2021 – Wells Fargo & Company (NYSE: WFC) today announced the final results of the previously announced cash tender offers (the “Offers”) by Wells Fargo Securities, LLC (“Wells Fargo Securities”), an indirect wholly-owned subsidiary of Wells Fargo & Company, which commenced on Jan. 19, 2021, to purchase any and all of the 5.375% Notes due Feb. 7, 2035 (CUSIP No. 949746JM4), and the 5.95% Capital Efficient Notes due 2086 (scheduled maturity Dec. 15, 2036; CUSIP No. 949746NL1), of Wells Fargo & Company listed in the table below (each, a “Series of Securities,” and collectively, the “Securities”). The Offers expired on Jan. 25, 2021, at 5:00 p.m., New York City time (the “Expiration Date”). The Offers were made solely pursuant to the Offer to Purchase (the “Offer to Purchase”) and the related Notice of Guaranteed Delivery, each dated Jan. 19, 2021.

Wells Fargo Securities has accepted for purchase \$440,680,000 aggregate principal amount of Securities validly tendered and not validly withdrawn prior to the Expiration Date, according to information provided by D.F. King & Co., Inc., the tender and information agent for the Offers. D.F. King & Co., Inc. has also advised that an additional \$135,000 aggregate principal amount of Securities remain subject to guaranteed delivery procedures. Wells Fargo Securities will pay approximately \$615,695,403 (excluding accrued and unpaid interest) for the Securities accepted for purchase, excluding Securities subject to guaranteed delivery procedures. Wells Fargo Securities expects to make payment for the accepted Securities in same-day funds today, Jan. 26, 2021 (or Jan. 28, 2021 for Securities tendered by guaranteed delivery). The aggregate principal amount of each Series of Securities accepted for purchase is set forth in the table below.

Title of Security	CUSIP Number	Principal Amount Outstanding	Principal Amount Tendered at Expiration Date and Accepted for Purchase	Principal Amount Subject to Guaranteed Delivery Procedures
5.375% Notes due Feb. 7, 2035	949746JM4	\$750,000,000	\$279,968,000	\$113,000
5.95% Capital Efficient Notes due 2086 (scheduled maturity Dec. 15, 2036)	949746NL1	\$646,885,000	\$160,712,000	\$22,000

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. 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.

This press release is for informational 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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