

WELLS FARGO & COMPANY/MN  
Form 8-K  
March 04, 2016

**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): March 4, 2016**

**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.)

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**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))

Item 9.01. Financial Statements and Exhibits

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-195697) filed by Wells Fargo & Company with the Securities and Exchange Commission.

On March 4, 2016, Wells Fargo & Company issued \$1,000,000,000 Floating Rate Notes Due March 4, 2016 (the Floating Rate Notes ) and \$2,750,000,000 2.50% Notes Due March 4, 2016 (the Fixed Rate Notes and, together with the Floating Rate Notes, the Notes ).

The purpose of this Current Report is to file with the Securities and Exchange Commission (i) the Underwriting Agreement for the Notes, (ii) the form of each of the Floating Rate Notes and the Fixed Rate Notes and (iii) the opinion of Faegre Baker Daniels LLP regarding the Notes.

(d) Exhibit

- 1.1 Underwriting Agreement dated February 26, 2016 between the Company and the Representative named therein.
- 4.1 Form of Floating Rate Note Due March 4, 2021.
- 4.2 Form of 2.50% Fixed Rate Note Due March 4, 2021.
- 5.1 Opinion of Faegre Baker Daniels LLP regarding the Notes.
- 23.1 Consent of Faegre Baker Daniels LLP. (included as part of Exhibit 5.1)

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: March 4, 2016

WELLS FARGO & COMPANY

By /s/ Barbara S. Brett  
Barbara S. Brett  
Senior Vice President and Assistant Treasurer

**Index to Exhibits**

Exhibit No.	Description	Method of Filing
1.1	Underwriting Agreement dated February 26, 2016 between the Company and the Representative named therein.	Electronic Transmission
4.1	Form of Floating Rate Note Due March 4, 2021.	Electronic Transmission
4.2	Form of 2.50% Fixed Rate Note Due March 4, 2021.	Electronic Transmission
5.1	Opinion of Faegre Baker Daniels LLP regarding the Notes.	Electronic Transmission
23.1	Consent of Faegre Baker Daniels LLP. (included as part of Exhibit 5.1)	