

WELLS FARGO & COMPANY/MN  
Form 8-K  
January 31, 2017

**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 31, 2017**

**WELLS FARGO & COMPANY**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-2979**  
**(Commission**

**File Number)**  
**420 Montgomery Street,**

**No. 41-0449260**  
**(IRS Employer**

**Identification No.)**

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**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. 333-202840) filed by Wells Fargo & Company with the Securities and Exchange Commission.

On January 31, 2017, Wells Fargo & Company issued the following Medium-Term Notes, Series K: (i) Principal at Risk Securities Linked to the Lowest Performing of the S&P 500<sup>®</sup> Index and the Russell 2000<sup>®</sup> Index due February 1, 2027, (ii) Principal at Risk Securities Linked to the iShares<sup>®</sup> MSCI Emerging Markets ETF due January 31, 2019, (iii) Principal at Risk Securities Linked to the iShares<sup>®</sup> MSCI EAFE ETF due January 31, 2019 and (iv) Principal at Risk Securities Linked to the iShares<sup>®</sup> MSCI EAFE ETF due January 31, 2019 (collectively, the Notes ).

The purpose of this Current Report is to file with the Securities and Exchange Commission the form of Note related to each issuance and the opinion of Faegre Baker Daniels LLP regarding the Notes.

(d) Exhibits

- 4.1 Form of Medium-Term Notes, Series K, Principal at Risk Securities Linked to the Lowest Performing of the S&P 500<sup>®</sup> Index and the Russell 2000<sup>®</sup> Index due February 1, 2027.
- 4.2 Form of Medium-Term Notes, Series K, Principal at Risk Securities Linked to the iShares<sup>®</sup> MSCI Emerging Markets ETF due January 31, 2019.
- 4.3 Form of Medium-Term Notes, Series K, Principal at Risk Securities Linked to the iShares<sup>®</sup> MSCI EAFE ETF due January 31, 2019.
- 4.4 Form of Medium-Term Notes, Series K, Principal at Risk Securities Linked to the iShares<sup>®</sup> MSCI EAFE ETF due January 31, 2019.
- 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.

WELLS FARGO & COMPANY

DATED: January 31, 2017

/s/ Neal A. Blinde  
Neal A. Blinde  
Executive Vice President and Treasurer

**Index to Exhibits**

| Exhibit No. | Description   | Method of Filing        |
|-------------|---|-------------------------|
| 4.1         | Form of Medium-Term Notes, Series K, Principal at Risk Securities Linked to the Lowest Performing of the S&P 500 <sup>®</sup> Index and the Russell 2000 <sup>®</sup> Index due February 1, 2027. | Electronic Transmission |
| 4.2         | Form of Medium-Term Notes, Series K, Principal at Risk Securities Linked to the iShares <sup>®</sup> MSCI Emerging Markets ETF due January 31, 2019.  | Electronic Transmission |
| 4.3         | Form of Medium-Term Notes, Series K, Principal at Risk Securities Linked to the iShares <sup>®</sup> MSCI EAFE ETF due January 31, 2019.  | Electronic Transmission |
| 4.4         | Form of Medium-Term Notes, Series K, Principal at Risk Securities Linked to the iShares <sup>®</sup> MSCI EAFE ETF due January 31, 2019.  | 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).  |                         |