

WELLS FARGO & COMPANY/MN
Form 8-A12B
April 24, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

WELLS FARGO & COMPANY
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation or Organization)

41-0449260
(I.R.S. Employer Identification No.)

420 Montgomery Street
San Francisco, California
(Address of Principal Executive Offices)

94104
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which |
|--|---|
| Depository Shares, each representing a 1/1,000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series Y of Wells Fargo & Company, no par value | Each Class is to be Registered New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:

Securities Act registration statement file number to which this form relates:

333-216234

Securities to be registered pursuant to Section 12(g) of the Act:

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

The description of the Depositary Shares being registered hereby, including the Non-Cumulative Perpetual Class A Preferred Stock, Series Y which is represented by the Depositary Shares, is set forth under (a) Description of Preferred Stock and Description of Depositary Shares in the Prospectus included in the Registration Statement on Form S-3 (No. 333-216234) of Wells Fargo & Company (the Company), as filed with the Securities and Exchange Commission (the Commission) on February 24, 2017, and (b) Description of the Series Y Preferred Stock and Description of the Depositary Shares in the final Prospectus Supplement dated April 17, 2017, as filed with the Commission on April 19, 2017, pursuant to Rule 424(b)(2) of the Securities Act of 1933, as amended. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

Item 2. Exhibits

- 4.1 Restated Certificate of Incorporation (incorporated by reference to Exhibit 3(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 (file no. 001-02979)).
- 4.2 Certificate of Designation of Wells Fargo & Company with respect to the Non-Cumulative Perpetual Class A Preferred Stock, Series Y dated April 21, 2017 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on April 24, 2017 (file no. 001-02979)).
- 4.3 Deposit Agreement, dated as of April 24, 2017, among Wells Fargo & Company, Wells Fargo Bank, N.A., as depositary, and the holders from time to time of Depositary Receipts (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on April 24, 2017 (file no. 001-02979)).
- 4.4 Form of Depositary Receipt (included as part of Exhibit 4.3).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

WELLS FARGO & COMPANY

DATED: April 24, 2017

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

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u> | <u>Method of Filing</u> |
|--------------------|---|----------------------------|
| 4.1 | Restated Certificate of Incorporation | Incorporation by Reference |
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