

WELLS FARGO & COMPANY/MN

Form 8-K

December 28, 2018

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): December 28, 2018

WELLS FARGO & COMPANY

(Exact name of registrant as specified in its charter)

|                              |                  |                |
|------------------------------|------------------|----------------|
| Delaware                     | 001-2979         | No.            |
| (State or other jurisdiction | (Commission File | 41-0449260     |
| of incorporation)            | Number)          | (IRS Employer  |
|                              |                  | Identification |
|                              |                  | No.)           |

420 Montgomery Street, San Francisco, California 94104

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(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))

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 9.01. Financial Statements and Exhibits

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-221324) filed by Wells Fargo & Company with the Securities and Exchange Commission.

On December 28, 2018, Wells Fargo & Company issued the following Medium-Term Notes, Series S: (i) Market Index Target-Term Securities<sup>®</sup> Linked to an International Equity Index Basket; (ii) Capped Leveraged Index Return Notes<sup>®</sup> Linked to the Russell 2000<sup>®</sup> Index; (iii) Leveraged Index Return Notes<sup>®</sup> Linked to the EURO STOXX 50<sup>®</sup> Index; (iv) Market-Linked Step Up Notes Linked to the S&P 500<sup>®</sup> Index; (v) Notes Linked to the S&P 500<sup>®</sup> Index; and (vi) Principal at Risk Securities Linked to the Lowest Performing of the Russell 2000<sup>®</sup> Index, the Dow Jones Industrial Average<sup>®</sup> and the Nasdaq-100 Index<sup>®</sup> due December 29, 2023 (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

| <u>Exhibit No.</u> | <u>Description</u>   | <u>Location</u> |
|--------------------|--|-----------------|
| 4.1                | <u>Form of Medium-Term Notes, Series S, Market Index Target-Term Securities<sup>®</sup> Linked to an International Equity Index Basket.</u>  | Filed herewith  |
| 4.2                | <u>Form of Medium-Term Notes, Series S, Capped Leveraged Index Return Notes<sup>®</sup> Linked to the Russell 2000<sup>®</sup> Index.</u>  | Filed herewith  |
| 4.3                | <u>Form of Medium-Term Notes, Series S, Leveraged Index Return Notes<sup>®</sup> Linked to the EURO STOXX 50<sup>®</sup> Index.</u>  | Filed herewith  |
| 4.4                | <u>Form of Medium-Term Notes, Series S, Market-Linked Step Up Notes Linked to the S&amp;P 500<sup>®</sup> Index.</u>   | Filed herewith  |
| 4.5                | <u>Form of Medium-Term Notes, Series S, Notes Linked to the S&amp;P 500<sup>®</sup> Index.</u>   | Filed herewith  |
| 4.6                | <u>Form of Medium-Term Notes, Series S, Principal at Risk Securities Linked to the Lowest Performing of the Russell 2000<sup>®</sup> Index, the Dow Jones Industrial Average<sup>®</sup> and the</u> | Filed herewith  |

Nasdaq-100 Index<sup>®</sup> due December 29, 2023.

|      |   |                                 |
|------|---|---------------------------------|
| 5.1  | <u>Opinion of Faegre Baker Daniels LLP regarding the Notes.</u> | Filed herewith                  |
| 23.1 | <u>Consent of Faegre Baker Daniels LLP.</u>                     | 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: December 28, 2018 /s/ Le Roy Davis  
Le Roy Davis  
Senior Vice President and Assistant Treasurer