

WELLS FARGO & COMPANY/MN  
Form FWP  
February 26, 2016

**Final Term Sheet**  
**Filed Pursuant to Rule 433**  
**Registration No. 333-195697**

February 26, 2016

**WELLS FARGO & COMPANY**

**\$1,000,000,000 Floating Rate Notes Due March 4, 2021**

**\$2,750,000,000 2.50% Notes Due March 4, 2021**

**Issuer:** Wells Fargo & Company

**Title of Securities** Floating Rate Notes Due March 4, 2021 (the Floating Rate Notes )  
2.50% Notes Due March 4, 2021 (the Fixed Rate Notes )

**Note Type:** Senior unsecured

**Trade Date:** February 26, 2016

**Settlement Date (T+5):** March 4, 2016

**Maturity Date:** Floating Rate Notes: March 4, 2021  
Fixed Rate Notes: March 4, 2021

**Aggregate Principal Amount**

**Offered:** Floating Rate Notes: \$1,000,000,000  
Fixed Rate Notes: \$2,750,000,000

**Price to Public (Issue Price):** Floating Rates Notes: 100.00%, plus accrued interest, if any, from March 4, 2016  
Fixed Rate Notes: 99.977%, plus accrued interest, if any, from March 4, 2016

**Underwriting Discount**

**(Gross Spread):** Floating Rate Notes: 0.35%  
Fixed Rate Notes: 0.35%

**All-in Price (Net of**

**Underwriting Discount):**

Floating Rate Notes: 99.65%, plus accrued interest, if any, from March 4, 2016

Fixed Rate Notes: 99.627%, plus accrued interest, if any, from March 4, 2016

**Net Proceeds:**

Floating Rate Notes: \$996,500,000

Fixed Rate Notes: \$2,739,742,500

<b>Interest Rate:</b>	Floating Rate Notes: Base Rate of LIBOR plus 1.34% Fixed Rate Notes: 2.50% per annum
<b>Interest Payment Dates:</b>	Floating Rate Notes: March 4, June 4, September 4 and December 4, commencing June 4, 2016, and at maturity Fixed Rate Notes: March 4 and September 4, commencing September 4, 2016, and at maturity
<b>Interest Reset Dates:</b>	Floating Rate Notes: March 4, June 4, September 4 and December 4, commencing June 4, 2016 Fixed Rate Notes: N/A
<b>Designated LIBOR Page:</b>	Floating Rate Notes: Page LIBOR01 as displayed on Reuters or any successor service (or such other page as may replace Page LIBOR01 on that service or successor service) Fixed Rate Notes: N/A
<b>Index Maturity:</b>	Floating Rate Notes: Three months Fixed Rate Notes: N/A
<b>Interest Reset Period:</b>	Floating Rate Notes: Quarterly Fixed Rate Notes: N/A
<b>Initial Interest Rate:</b>	Floating Rate Notes: LIBOR plus 1.34%, determined two London banking days prior to March 4, 2016 Fixed Rate Notes: N/A
<b>Benchmark:</b>	Floating Rate Notes: Three-month LIBOR Fixed Rate Notes: UST 1.375% due January 31, 2021
<b>Benchmark Yield:</b>	Floating Rate Notes: N/A Fixed Rate Notes: 1.255%
<b>Spread to Benchmark:</b>	Floating Rate Notes: +134 basis points Fixed Rate Notes: +125 basis points
<b>Re-Offer Yield:</b>	Floating Rate Notes: N/A Fixed Rate Notes: 2.505%



**CUSIP:** Floating Rate Notes: 949746RT0

Fixed Rate Notes: 949746RS2

**Listing:** None

**Sole Bookrunning Manager:** Wells Fargo Securities, LLC

**Co-Managers:** BB&T Capital Markets,  
a division of BB&T Securities, LLC

BNP Paribas Securities Corp.

Capital One Securities, Inc.

Desjardins Securities Inc.

National Bank of Canada Financial Inc.

Scotia Capital (USA) Inc.

**Junior Co-Managers:** Blaylock Beal Van, LLC

Drexel Hamilton, LLC

Lebenthal & Co., LLC

The Williams Capital Group, L.P.

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