

WELLS FARGO & COMPANY/MN  
Form 8-K  
May 17, 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): May 17, 2016**

**WELLS FARGO & COMPANY**

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

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

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

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

**of incorporation)**

**Number)**

**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))

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 May 17, 2016, Wells Fargo & Company issued CAD 1,000,000,000 2.975% Notes Due May 19, 2026 (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 the Notes and (iii) the opinion of Faegre Baker Daniels LLP regarding the Notes.

(d) Exhibit

- 1.1 Underwriting Agreement dated May 10, 2016 among the Company and the Underwriters named therein.
- 4.1 Form of 2.975% Note Due May 19, 2026.
- 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: May 17, 2016

WELLS FARGO & COMPANY

By /s/ Barbara S. Brett

Barbara S. Brett

Senior Vice President and Assistant Treasurer

[Form 8-K]

**Index to Exhibits**

| Exhibit No. | Description                                                                                     | Method of Filing        |
|-------------|-------------------------------------------------------------------------------------------------|-------------------------|
| 1.1         | Underwriting Agreement dated May 10, 2016 among the Company and the Underwriters named therein. | Electronic Transmission |
| 4.1         | Form of 2.975% Note Due May 19, 2026.                                                           | 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)                          |                         |