

WELLS FARGO & COMPANY/MN  
Form 8-K  
July 27, 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): July 27, 2016**

**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. 333-195697) filed by Wells Fargo & Company with the Securities and Exchange Commission.

On July 27, 2016, Wells Fargo & Company issued A\$900,000,000 Floating Rate Notes Due July 27, 2021 (the Floating Rate Notes ), A\$500,000,000 3.00% Notes Due July 27, 2021 (the 2021 Fixed Rate Notes ) and A\$250,000,000 3.70% Notes Due July 27, 2026 (the 2026 Fixed Rate Notes and, together with the Floating Rate Notes and the 2021 Fixed Rate Notes, the Notes ).

The purpose of this Current Report is to file with the Securities and Exchange Commission (i) the Underwriting Agreement for the Floating Rate Notes and the 2021 Fixed Rate Notes, (ii) the Underwriting Agreement for the 2026 Fixed Rate Notes, (iii) the forms of each of the Floating Rate Notes, the 2021 Fixed Rate Notes and the 2026 Fixed Rate Notes, (iv) the Agency Agreement relating to the Notes, and (v) the opinion of Faegre Baker Daniels LLP regarding the Notes.

(d) Exhibit

- 1.1 Underwriting Agreement dated July 20, 2016 between the Company and the Representatives named therein.
- 1.2 Underwriting Agreement dated July 21, 2016 between the Company and the Representatives named therein.
- 4.1 Form of International Floating Rate Note Due July 27, 2021.
- 4.2 Form of DTC Floating Rate Note Due July 27, 2021.
- 4.3 Form of International 3.00% Note Due July 27, 2021.
- 4.4 Form of DTC 3.00% Note Due July 27, 2021.
- 4.5 Form of International 3.70% Note Due July 27, 2026.
- 4.6 Form of DTC 3.70% Note Due July 27, 2026.
- 4.7 Agency Agreement dated as of July 27, 2016 between the Company and Citibank, N.A., London Branch.

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: July 27, 2016

WELLS FARGO & COMPANY

By /s/ Barbara S. Brett

Barbara S. Brett

Senior Vice President and Assistant Treasurer

[Form 8-K]

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**Index to Exhibits**

Exhibit No.	Description	Method of Filing
1.1	Underwriting Agreement dated July 20, 2016 between the Company and the Representatives named therein.	Electronic Transmission
1.2	Underwriting Agreement dated July 21, 2016 between the Company and the Representatives named therein.	Electronic Transmission
4.1	Form of International Floating Rate Note Due July 27, 2021.	Electronic Transmission
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