

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

Interest Rate:	Floating Rate Notes: Base Rate of LIBOR plus 1.34% Fixed Rate Notes: 2.50% per annum
Interest Payment Dates:	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
Interest Reset Dates:	Floating Rate Notes: March 4, June 4, September 4 and December 4, commencing June 4, 2016 Fixed Rate Notes: N/A
Designated LIBOR Page:	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
Index Maturity:	Floating Rate Notes: Three months Fixed Rate Notes: N/A
Interest Reset Period:	Floating Rate Notes: Quarterly Fixed Rate Notes: N/A
Initial Interest Rate:	Floating Rate Notes: LIBOR plus 1.34%, determined two London banking days prior to March 4, 2016 Fixed Rate Notes: N/A
Benchmark:	Floating Rate Notes: Three-month LIBOR Fixed Rate Notes: UST 1.375% due January 31, 2021
Benchmark Yield:	Floating Rate Notes: N/A Fixed Rate Notes: 1.255%
Spread to Benchmark:	Floating Rate Notes: +134 basis points Fixed Rate Notes: +125 basis points
Re-Offer Yield:	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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