

WELLS FARGO & COMPANY/MN

Form 8-K

September 18, 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): September 18, 2018

WELLS FARGO & COMPANY

(Exact Name of Registrant as Specified in Charter)

Delaware 001-02979 No. 41-0449260

(State or Other Jurisdiction (Commission File (IRS Employer
of Incorporation) Number) Identification No.)

420 Montgomery Street, San Francisco, California 94163

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: 1-866-249-3302

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 18, 2018, Wells Fargo & Company (the “Company”) filed with the Delaware Secretary of State a Certificate Eliminating the Certificate of Designations with respect to the Company’s 8.00% Non-Cumulative Perpetual Class A Preferred Stock, Series J, which, effective upon filing, eliminated from the Company’s Restated Certificate of Incorporation all matters set forth in the Certificate of Designations for the 8.00% Non-Cumulative Perpetual Class A Preferred Stock, Series J, filed with the Delaware Secretary of State on December 30, 2008.

The Certificate Eliminating the Certificate of Designations with respect to the Company’s 8.00% Non-Cumulative Perpetual Class A Preferred Stock, Series J, is filed herewith as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description | Location |
|-------------|---|----------------|
| <u>3.1</u> | <u>Certificate Eliminating the Certificate of Designations with respect to the Company’s 8.00% Non-Cumulative Perpetual Class A Preferred Stock, Series J</u> | Filed herewith |

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: September 18, 2018 WELLS FARGO & COMPANY

By: /s/ ANTHONY R. AUGLIERA
Anthony R. Augliera
Executive Vice President and Secretary