

WELLS FARGO & COMPANY/MN

Form 8-K

January 26, 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): January 24, 2018**

**WELLS FARGO & COMPANY**

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

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

**001-2979**  
**(Commission File Number)**

**No. 41-0449260**  
**(I.R.S. Employer**

**of incorporation)**

**420 Montgomery Street, San Francisco, California 94104**

**Identification No.)**

**(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.**

Article FOURTH of the Restated Certificate of Incorporation, as amended, of Wells Fargo & Company (the

Company ) authorizes the issuance from time to time of shares of Preferred Stock, without par value. On January 24, 2018, the Company filed with the Delaware Secretary of State a Certificate of Designation which, effective upon filing, designated a series of such Preferred Stock as 2018 ESOP Cumulative Convertible Preferred Stock, authorized 1,100,000 shares of 2018 ESOP Cumulative Convertible Preferred Stock, and set forth the voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the 2018 ESOP Cumulative Convertible Preferred Stock which are not fixed by the Company's Restated Certificate of Incorporation.

The Certificate of Designation for the 2018 ESOP Cumulative Convertible Preferred Stock is filed herewith as Exhibit 3(a) and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

3(a) Certificate of Designation for the Company's 2018 ESOP Cumulative Convertible Preferred Stock, 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: January 26, 2018

WELLS FARGO & COMPANY

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