

WELLS FARGO & COMPANY/MN

Form 8-A12B

January 29, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**WELLS FARGO & COMPANY**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State of Incorporation or Organization)**

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

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420 Montgomery Street

San Francisco, California  
(Address of Principal Executive Offices)

94104  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which
to be so Registered	Each Class is to be Registered
Depository Shares, each representing a 1/1,000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series W of Wells Fargo & Company, no par value	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box: ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box: ☐ "

Securities Act registration statement file number to which this form relates:

333-195697

Securities to be registered pursuant to Section 12(g) of the Act:

None

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered

The description of the Depositary Shares being registered hereby, including the Non-Cumulative Perpetual Class A Preferred Stock, Series W which is represented by the Depositary Shares, is set forth under (a) Description of Preferred Stock and Description of Depositary Shares in the Prospectus included in the Registration Statement on Form S-3 (No. 333-195697) of Wells Fargo & Company (the Company), as filed with the Securities and Exchange Commission (the Commission) on May 5, 2014, and (b) Description of the Series W Preferred Stock and Description of the Depositary Shares in the final Prospectus Supplement dated January 19, 2016, as filed with the Commission on January 21, 2016, pursuant to Rule 424(b)(2) of the Securities Act of 1933, as amended. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

### Item 2. Exhibits

- 4.1 Restated Certificate of Incorporation (incorporated by reference to Exhibit 3(a) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015 (file no. 001-02979)).
- 4.2 Certificate of Designation of Wells Fargo & Company with respect to the Non-Cumulative Perpetual Class A Preferred Stock, Series W dated January 28, 2016 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 29, 2016 (file no. 001-02979)).
- 4.3 Deposit Agreement, dated as of January 29, 2016, among Wells Fargo & Company, Wells Fargo Bank, N.A., as depositary, and the holders from time to time of Depositary Receipts (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on January 29, 2016 (file no. 001-02979)).
- 4.4 Form of Depositary Receipt (included as part of Exhibit 4.3).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

WELLS FARGO & COMPANY

DATED: January 29, 2016

/s/ Barbara S. Brett  
Barbara S. Brett  
Senior Vice President and Assistant Treasurer

**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
4.1	Restated Certificate of Incorporation	Incorporation by Reference
4.2	Certificate of Designation of Wells Fargo & Company with respect to the Non-Cumulative Perpetual Class A Preferred Stock, Series W dated January 28, 2016	Incorporation by Reference
4.3	Deposit Agreement, dated as of January 29, 2016, among Wells Fargo & Company, Wells Fargo Bank, N.A., as depositary, and the holders from time to time of Depositary Receipts	Incorporation by Reference
4.4	Form of Depositary Receipt (included as part of Exhibit 4.3)	