

WELLS FARGO & COMPANY/MN  
Form 8-K  
January 30, 2017

**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 30, 2017**

**WELLS FARGO & COMPANY**

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

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

**001-2979**  
**(Commission File**

**No. 41-0449260**  
**(IRS Employer**

**of incorporation)**

**Number)**

**Identification No.)**

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

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(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. 333-202840) filed by Wells Fargo & Company with the Securities and Exchange Commission.

On January 30, 2017, Wells Fargo & Company established its Medium-Term Note Program, Series P. The purpose of this Current Report is to file with the Securities and Exchange Commission the Distribution Agreement and a consent of Davis Polk & Wardwell LLP, Wells Fargo & Company's special tax counsel, regarding the Medium-Term Note Program, Series P.

(d) Exhibits

1.1 Distribution Agreement dated January 30, 2017 between Wells Fargo & Company and the Agent named therein.

23.1 Consent of Davis Polk & Wardwell LLP.

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.

WELLS FARGO & COMPANY

DATED: January 30, 2017

/s/ Neal A. Blinde

Neal A. Blinde

Executive Vice President and Treasurer

[Form 8-K]

**Index to Exhibits**

| Exhibit No. | Description  | Method of Filing           |
|-------------|--|----------------------------|
| 1.1         | Distribution Agreement dated January 30, 2017 between Wells Fargo & Company and the Agent named therein. | Electronic<br>Transmission |
| 23.1        | Consent of Davis Polk & Wardwell.  | Electronic<br>Transmission |