

WELLS FARGO & COMPANY/MN
Form 8-K
April 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): April 24, 2018

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)

1-866-249-3302

(Registrant's Telephone Number, Including Area Code)

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))

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 5.07 Submission of Matters to a Vote of Security Holders

Wells Fargo & Company (the Company) held its annual meeting of shareholders on April 24, 2018. At the meeting, shareholders elected all 12 of the directors nominated by the Board of Directors as each director received a greater number of votes cast for his or her election than votes cast against his or her election as reflected below. In addition, shareholders approved, on an advisory basis, the compensation of the Company's named executives as disclosed in the Company's 2018 proxy statement; and ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2018. The shareholders did not approve the three shareholder proposals presented at the meeting. The final voting results for each item presented at the meeting are set forth below.

Election of Director Nominees

| DIRECTOR | FOR | % ¹ | AGAINST | ABSTENTIONS | BROKER |
|-------------------------|---------------|----------------|-------------|-------------|-------------|
| | | | | | NON-VOTES |
| John D. Baker II | 3,517,007,612 | 89.91% | 394,562,755 | 15,859,495 | 452,720,173 |
| Celeste A. Clark | 3,869,385,671 | 98.90% | 42,905,078 | 15,139,113 | 452,720,173 |
| Theodore F. Craver, Jr. | 3,867,601,279 | 98.89% | 43,483,993 | 16,344,590 | 452,720,173 |
| Elizabeth A. Duke | 3,806,611,128 | 97.28% | 106,408,704 | 14,410,030 | 452,720,173 |
| Donald M. James | 3,709,547,031 | 94.90% | 199,199,072 | 18,683,000 | 452,720,932 |
| Maria R. Morris | 3,866,808,522 | 98.85% | 44,891,214 | 15,729,367 | 452,720,932 |
| Karen B. Peetz | 3,865,905,535 | 98.81% | 46,451,473 | 15,072,096 | 452,720,932 |
| Juan A. Pujadas | 3,868,085,210 | 98.88% | 43,679,795 | 15,664,858 | 452,720,173 |
| James H. Quigley | 3,758,997,471 | 96.11% | 152,331,374 | 16,101,017 | 452,720,173 |
| Ronald L. Sargent | 3,858,219,425 | 98.64% | 53,072,308 | 16,137,370 | 452,720,932 |

¹ Votes cast for the director nominee as a percentage of total votes cast for and against.

| | | | | | |
|----------------------|---------------|--------|-------------|------------|-------------|
| Timothy J. Sloan | 3,840,362,956 | 98.15% | 72,192,797 | 14,874,109 | 452,720,173 |
| Suzanne M. Vautrinot | 3,796,942,746 | 97.05% | 115,261,157 | 15,225,960 | 452,720,173 |

Advisory Resolution to Approve Executive Compensation

| | | | | | BROKER |
|---------------|-----------------------|----------------|--------------------|------------------|---------------|
| FOR | % ² | AGAINST | ABSTENTIONS | NON-VOTES | |
| 3,630,193,113 | 92.43% | 276,712,854 | 20,518,209 | 452,725,859 | |

Ratify the Appointment of KPMG LLP as Independent Registered Public Accounting Firm for 2018

| | | | | | BROKER |
|---------------|-----------------------|----------------|--------------------|------------------|---------------|
| FOR | % ² | AGAINST | ABSTENTIONS | NON-VOTES | |
| 3,989,378,612 | 91.08% | 377,680,587 | 13,090,836 | 0 | |

Shareholder Proposal Special Shareowner Meetings

| | | | | | BROKER |
|---------------|-----------------------|----------------|--------------------|------------------|---------------|
| FOR | % ² | AGAINST | ABSTENTIONS | NON-VOTES | |
| 1,416,743,952 | 36.07% | 2,484,501,667 | 26,184,243 | 452,720,173 | |

Shareholder Proposal Reform Executive Compensation Policy with Social Responsibility

| | | | | | BROKER |
|-------------|-----------------------|----------------|--------------------|------------------|---------------|
| FOR | % ² | AGAINST | ABSTENTIONS | NON-VOTES | |
| 235,147,773 | 5.99% | 3,661,342,897 | 30,933,936 | 452,725,430 | |

Shareholder Proposal Report on Incentive Compensation and Risks of Material Losses

| FOR | %² | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|----------------------|----------------|--------------------|-----------------------------|
| 853,326,406 | 21.73% | 3,041,380,016 | 32,719,592 | 452,724,021 |

² Votes cast for the proposal as a percentage of total votes cast for and against and abstentions.

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: April 26, 2018

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