

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

Information in response to this item can be found in Note 11 (Legal Actions) to Financial Statements in this Report which information is incorporated by reference into this item.

### Item 1A. Risk Factors

Information in response to this item can be found under the “Financial Review – Risk Factors” section in this Report which information is incorporated by reference into this item.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table shows Company repurchases of its common stock for each calendar month in the quarter ended September 30, 2016.

Calendar month	Total number of shares repurchased (1)	Weighted-average price paid per share	Maximum number of shares that may yet be repurchased under the authorization
July	4,285,238	\$ 48.20	326,214,294
August	12,032,209	48.25	314,182,085
September (2)	21,990,586	47.83	292,191,499
Total	38,308,033		

(1) All shares were repurchased under an authorization covering up to 350 million shares of common stock approved by the Board of Directors and publicly announced by the Company on January 26, 2016. Unless modified or revoked by the Board, this authorization does not expire.

(2) September includes a private repurchase transaction of 15,667,662 shares at a weighted-average price paid per share of \$47.87.

The following table shows Company repurchases of the warrants for each calendar month in the quarter ended September 30, 2016.

Calendar month	Total number of warrants repurchased (1)	Average price paid per warrant	Maximum dollar value of warrants that may yet be repurchased
July	—	\$ —	451,944,402
August	—	—	451,944,402
September	—	—	451,944,402
Total	—		

(1) Warrants are repurchased under the authorization covering up to \$1 billion in warrants approved by the Board of Directors (ratified and approved on June 22, 2010). Unless modified or revoked by the Board, this authorization does not expire.

Item 6. Exhibits

A list of exhibits to this Form 10-Q is set forth on the Exhibit Index immediately preceding such exhibits and is incorporated herein by reference.

The Company's SEC file number is 001-2979. On and before November 2, 1998, the Company filed documents with the SEC under the name Norwest Corporation. The former Wells Fargo & Company filed documents under SEC file number 001-6214.

**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, thereunto duly authorized.

Dated: November 3, 2016

WELLS FARGO & COMPANY

By: /s/ RICHARD D. LEVY  
Richard D. Levy  
Executive Vice President and Controller  
(Principal Accounting Officer)

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Location</u>																				
3(a)	Restated Certificate of Incorporation, as amended and in effect on the date hereof.	Incorporated by reference to Exhibit 3(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016.																				
3(b)	By-Laws.	Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed December 22, 2015.																				
4(a)	See Exhibits 3(a) and 3(b).																					
4(b)	The Company agrees to furnish upon request to the Commission a copy of each instrument defining the rights of holders of senior and subordinated debt of the Company.																					
10(a)	Letter Agreement, effective September 27, 2016, between the Company and Carrie Tolstedt.	Incorporated by reference to Exhibit 10(a) to the Company's Current Report on Form 8-K filed September 28, 2016.																				
12(a)	<b>Computation of Ratios of Earnings to Fixed Charges:</b> <table><tr><th></th><th colspan="2">Quarter ended September 30,</th><th colspan="2">Nine months ended September 30,</th></tr><tr><th></th><th>2016</th><th>2015</th><th>2016</th><th>2015</th></tr><tr><td>Including interest on deposits</td><td>6.03</td><td>8.88</td><td>6.36</td><td>8.81</td></tr><tr><td>Excluding interest on deposits</td><td>7.42</td><td>11.02</td><td>7.86</td><td>11.06</td></tr></table>		Quarter ended September 30,		Nine months ended September 30,			2016	2015	2016	2015	Including interest on deposits	6.03	8.88	6.36	8.81	Excluding interest on deposits	7.42	11.02	7.86	11.06	Filed herewith.
	Quarter ended September 30,		Nine months ended September 30,																			
	2016	2015	2016	2015																		
Including interest on deposits	6.03	8.88	6.36	8.81																		
Excluding interest on deposits	7.42	11.02	7.86	11.06																		
12(b)	<b>Computation of Ratios of Earnings to Fixed Charges and Preferred Dividends:</b> <table><tr><th></th><th colspan="2">Quarter ended September 30,</th><th colspan="2">Nine months ended September 30,</th></tr><tr><th></th><th>2016</th><th>2015</th><th>2016</th><th>2015</th></tr><tr><td>Including interest on deposits</td><td>4.44</td><td>5.99</td><td>4.63</td><td>5.97</td></tr><tr><td>Excluding interest on deposits</td><td>5.10</td><td>6.82</td><td>5.31</td><td>6.86</td></tr></table>		Quarter ended September 30,		Nine months ended September 30,			2016	2015	2016	2015	Including interest on deposits	4.44	5.99	4.63	5.97	Excluding interest on deposits	5.10	6.82	5.31	6.86	Filed herewith.
	Quarter ended September 30,		Nine months ended September 30,																			
	2016	2015	2016	2015																		
Including interest on deposits	4.44	5.99	4.63	5.97																		
Excluding interest on deposits	5.10	6.82	5.31	6.86																		
31(a)	Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.																				
31(b)	Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.																				
32(a)	Certification of Periodic Financial Report by Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and 18 U.S.C. § 1350.	Furnished herewith.																				
32(b)	Certification of Periodic Financial Report by Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and 18 U.S.C. § 1350.	Furnished herewith.																				
101.INS	XBRL Instance Document	Filed herewith.																				
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith.																				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.																				
101.DEF	XBRL Taxonomy Extension Definitions Linkbase Document	Filed herewith.																				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith.																				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.																				