

WELLS FARGO & COMPANY/MN  
Form FWP  
October 19, 2016

Final Term Sheet

Filed Pursuant to Rule 433

Registration No. 333-195697

October 19, 2016

**WELLS FARGO & COMPANY**

**\$3,500,000,000 3.00% Notes Due October 23, 2026**

|  |   |
|--|---|
| <b>Issuer:</b>                             | Wells Fargo & Company   |
| <b>Title of Securities</b>                 | 3.00% Notes Due October 23, 2026                                    |
| <b>Note Type:</b>                          | Senior unsecured  |
| <b>Trade Date:</b>                         | October 19, 2016  |
| <b>Settlement Date (T+4):</b>              | October 25, 2016  |
| <b>Maturity Date:</b>                      | October 23, 2026  |
| <b>Aggregate Principal Amount Offered:</b> | \$3,500,000,000   |
| <b>Price to Public (Issue Price):</b>      | 99.769%, plus accrued interest, if any, from October 25, 2016       |
| <b>Underwriting Discount</b>               |   |
| <b>(Gross Spread):</b>                     | 0.45%   |
| <b>All-in Price (Net of</b>                |   |
| <b>Underwriting Discount):</b>             | 99.319%, plus accrued interest, if any, from October 25, 2016       |
| <b>Net Proceeds:</b>                       | \$3,476,165,000   |
| <b>Interest Rate:</b>                      | 3.00% per annum   |
| <b>Interest Payment Dates:</b>             | April 23 and October 23, commencing April 23, 2017, and at maturity |
| <b>Benchmark:</b>                          | UST 1.50% due August 15, 2026                                       |
| <b>Benchmark Yield:</b>                    | 1.727%  |

|                                  |                             |
|----------------------------------|-----------------------------|
| <b>Spread to Benchmark:</b>      | +130 basis points           |
| <b>Re-Offer Yield:</b>           | 3.027%                      |
| <b>CUSIP:</b>                    | 949746SH5                   |
| <b>Listing:</b>                  | None                        |
| <b>Sole Bookrunning Manager:</b> | Wells Fargo Securities, LLC |

**Co-Managers:**

BB&T Capital Markets,

a division of BB&T Securities, LLC

BNY Mellon Capital Markets, LLC

Capital One Securities, Inc.

CIBC World Markets Corp.

TD Securities (USA) LLC

**Junior Co-Managers:**

CastleOak Securities, L.P.

Drexel Hamilton, LLC

Samuel A. Ramirez & Company, Inc.

The Williams Capital Group, L.P.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Wells Fargo Securities, LLC toll-free at 1-800-645-3751 or e-mailing [wfcustomerservice@wellsfargo.com](mailto:wfcustomerservice@wellsfargo.com).**