WELLS FARGO & COMPANY/MN Form 424B2 April 26, 2016

# Filed Pursuant to Rule 424(b)(2) File No. 333-202840

# **Title of Each Class of**

	Maximum Aggregate	Amount of
Securities Offered	Offering Price	<b>Registration Fee</b> <sup>(1)</sup>
Medium Term Notes, Principal at Risk Securities Linked to the		
Worst Performing of the S&P 500 <sup>®</sup> Index, the SPDR <sup>®</sup> S&P		
MidCap 400 <sup>®</sup> ETF Trust and the iShares <sup>®</sup> MSCI EAFE ETF due		
April 28, 2022	\$3,331,000	\$335.43
•	\$3,331,000	\$335.43

(1) The total filing fee of \$335.43 is calculated in accordance with Rule 457(r) of the Securities Act of 1933 (the Securities Act ) and will be paid by wire transfer within the time required by Rule 456(b) of the Securities Act.

## PRICING SUPPLEMENT No. 655 dated April 22, 2016

(To Market Measure Supplement dated March 18, 2015,

Prospectus Supplement dated March 18, 2015

and Prospectus dated March 18, 2015)

Wells Fargo & Company

Medium-Term Notes, Series K

**Equity Index and ETF Linked Securities** 

#### Market Linked Securities Auto-Callable with Contingent Coupon and

**Contingent Downside** 

# Principal at Risk Securities Linked to the Worst Performing of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup> S&P MidCap

#### 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF due April 28, 2022

- n Linked to the **worst performing** of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup> S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF (each referred to as a Market Measure ).
- n Unlike ordinary debt securities, the securities do not provide for fixed payments of interest, do not repay a fixed amount of principal at stated maturity and are subject to potential automatic call prior to stated maturity upon the terms described below. Whether the securities pay a contingent coupon, whether the securities are automatically called prior to stated maturity and, if they are not automatically called, whether you are repaid the original offering price of your securities at stated maturity will depend in each case on the closing value of the worst performing Market Measure on the relevant calculation day. The worst performing Market Measure that has the least favorable performance as measured from its starting value to its closing value on that calculation day
- n **Contingent Coupon.** The securities will pay a contingent coupon on a quarterly basis until the earlier of stated maturity or automatic call if, **and only if**, the closing value of the worst performing Market Measure on the calculation day for that quarter is greater than or equal to its threshold value. However, if the closing value of the worst performing Market Measure on a calculation day is less than its threshold value, you will not receive any contingent coupon for the relevant quarter. If the closing value of the worst performing Market Measure on every calculation day, you will not receive any contingent coupon for the securities. The contingent coupon rate is 9.00% per annum
- n **Automatic Call.** If the closing value of the worst performing Market Measure on any of the quarterly calculation days from October 2016 to January 2022, inclusive, is greater than or equal to its starting value, we will automatically call the securities for the original offering price plus a final contingent coupon payment
- Potential Loss of Principal. If the securities are not automatically called prior to stated maturity, you will receive the original offering price at stated maturity if, and only if, the closing value of the worst performing Market Measure on the final calculation day is greater than or equal to its threshold value. If the closing value of the worst performing Market Measure on the final calculation day is less than its threshold value, you will lose more than 30%, and possibly all, of the original offering price of your securities
  n The threshold value for each Market Measure is equal to 70% of its starting value

- n If the securities are not automatically called prior to stated maturity, you will have full downside exposure to the worst performing Market Measure from its starting value if its closing value on the final calculation day is less than its threshold value, but you will not participate in any appreciation of any Market Measure and will not receive any dividends on any Market Measure or any securities included in any Market Measure
- n Your return on the securities will depend **solely** on the performance of the Market Measure that is the worst performing Market Measure on each calculation day. You will not benefit in any way from the performance of the better performing Market Measures. Therefore, you will be adversely affected if **any** Market Measure performs poorly, even if the other Market Measures perform favorably
- n All payments on the securities are subject to the credit risk of Wells Fargo & Company, and you will have no ability to pursue any Market Measure or any securities included in any Market Measure for payment; if Wells Fargo & Company defaults on its obligations, you could lose some or all of your investment
- n No exchange listing; designed to be held to maturity

On the date of this pricing supplement, the estimated value of the securities is \$927.46 per security. The estimated value of the securities was determined for us by Wells Fargo Securities, LLC using its proprietary pricing models. It is not an indication of actual profit to us or to Wells Fargo Securities, LLC or any of our other affiliates, nor is it an indication of the price, if any, at which Wells Fargo Securities, LLC or any other person may be willing to buy the securities from you at any time after issuance. See Investment Description in this pricing supplement.

The securities have complex features and investing in the securities involves risks not associated with an investment in conventional debt securities. See Risk Factors herein on page PRS-12.

The securities are unsecured obligations of Wells Fargo & Company and all payments on the securities are subject to the credit risk of Wells Fargo & Company. The securities are not deposits or other obligations of a depository institution and are not insured by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency of the United States or any other jurisdiction.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this pricing supplement or the accompanying market measure supplement, prospectus supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	<b>Original Offering Price</b>	Agent Discount <sup>(1)</sup>	<b>Proceeds to Wells Fargo</b>
Per Security	\$1,000.00	\$32.50	\$967.50
Total	\$3,331,000.00	\$108,257.50	\$3,222,742.50

<sup>(1)</sup> Wells Fargo Securities, LLC, a wholly owned subsidiary of Wells Fargo & Company, is the agent for the distribution of the securities and is acting as principal. See Investment Description in this pricing supplement for further information.

# Wells Fargo Securities

**Contingent Downside** 

Principal at Risk Securities Linked to the Worst Performing of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup>

S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF due April 28, 2022

#### **Investment Description**

The Principal at Risk Securities Linked to the Worst Performing of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup> S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF due April 28, 2022 are senior unsecured debt securities of Wells Fargo & Company (<u>Wells Fargo</u>) that do not provide for fixed payments of interest, do not repay a fixed amount of principal at stated maturity and are subject to potential automatic call upon the terms described in this pricing supplement. Whether the securities pay a quarterly contingent coupon, whether the securities are automatically called prior to stated maturity and, if they are not automatically called, whether you are repaid the original offering price of your securities at stated maturity will depend in each case upon the closing value of the **worst performing** of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup> S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF (each referred to as a <u>Market Measure</u>) on the relevant calculation day. The worst performing Market Measure on any calculation day is the Market Measure that has the least favorable performance as measured from its starting value to its closing value on that calculation day. The securities provide:

- (i) quarterly contingent coupon payments at a rate of 9.00% per annum until the earlier of stated maturity or automatic call if, **and only if**, the closing value of the worst performing Market Measure on the applicable quarterly calculation day is greater than or equal to 70% of its starting value;
- (ii) the possibility of an automatic early call of the securities for an amount equal to the original offering price plus a final contingent coupon payment if the closing value of the worst performing Market Measure on any of the quarterly calculation days from October 2016 to January 2022, inclusive, is greater than or equal to its starting value; and
- (iii) if the securities are not automatically called prior to stated maturity:
  - (a) repayment of the original offering price if, **and only if**, the closing value of the worst performing Market Measure on the final calculation day has not declined by more than 30% from its starting value; and
  - (b) full exposure to the decline in the value of the worst performing Market Measure on the final calculation day from its starting value if the worst performing Market Measure has declined by more than 30% from its starting value.

If the closing value of the worst performing Market Measure on any quarterly calculation day is less than 70% of its starting value, you will not receive any contingent coupon payment for that quarter. If the securities are not automatically called prior to stated maturity and the closing value of the worst performing Market

Measure on the final calculation day has declined by more than 30% from its starting value, you will lose more than 30%, and possibly all, of the original offering price of your securities at stated maturity. Accordingly, you will not receive any protection if the closing value of the worst performing Market Measure on the final calculation day has declined by more than 30% from its starting value.

Any return on the securities will be limited to the sum of your contingent coupon payments, if any. You will not participate in any appreciation of any Market Measure, but you will be fully exposed to the decline in the worst performing Market Measure on the final calculation day if the securities are not automatically called prior to stated maturity and the closing value of the worst performing Market Measure on the final calculation day has declined by more than 30% from its starting value.

All payments on the securities are subject to the credit risk of Wells Fargo.

Your return on the securities will depend solely on the performance of the Market Measure that is the worst performing Market Measure on each calculation day. You will not benefit in any way from the performance of the better performing Market Measures. Therefore, you will be adversely affected if any Market Measure performs poorly, even if the other Market Measures perform favorably.

The securities are riskier than alternative investments linked to only one of the Market Measures or linked to a basket composed of each Market Measure. Unlike those alternative investments, the securities will be subject to the full risks of each Market Measure, with no offsetting benefit from the better performing Market Measures. The securities are designed for investors who understand and are willing to bear this additional risk in exchange for the potential contingent coupon payments that the securities offer. Because the securities may be adversely affected by poor performance of any Market Measure, you should not invest in the securities unless you understand and are willing to accept the full downside risks of each Market Measure.

**Contingent Downside** 

Principal at Risk Securities Linked to the Worst Performing of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup>

S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF due April 28, 2022

## **Investment Description (Continued)**

The S&P 500<sup>®</sup> Index is an equity index that is intended to provide an indication of the pattern of common stock price movement in the large capitalization segment of the United States equity market.

The SPDR<sup>®</sup> S&P MidCap 400<sup>®</sup> ETF Trust is an exchange traded fund that seeks to track the S&P MidCap 400<sup>®</sup> Index, an equity index that is intended to provide an indication of the pattern of common stock price movement in the mid-sized capitalization segment of the United States equity market.

The iShares<sup>®</sup> MSCI EAFE ETF is an exchange traded fund that seeks to track the MSCI EAFE<sup>®</sup> Index, an equity index that is designed to measure equity performance in developed markets, excluding the United States and Canada.

You should read this pricing supplement together with the market measure supplement dated March 18, 2015, the prospectus supplement dated March 18, 2015 and the prospectus dated March 18, 2015 for additional information about the securities. Information included in this pricing supplement supersedes information in the market measure supplement, prospectus supplement and prospectus to the extent it is different from that information. Certain defined terms used but not defined herein have the meanings set forth in the prospectus supplement.

You may access the market measure supplement, prospectus supplement and prospectus on the SEC website www.sec.gov as follows (or if such address has changed, by reviewing our filing for the relevant date on the SEC website):

Market Measure Supplement dated March 18, 2015 filed with the SEC on March 18, 2015: http://www.sec.gov/Archives/edgar/data/72971/000119312515096591/d890724d424b2.htm

Prospectus Supplement dated March 18, 2015 and Prospectus dated March 18, 2015 filed with the SEC on March 18, 2015:

http://www.sec.gov/Archives/edgar/data/72971/000119312515096449/d890684d424b2.htm

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**Contingent Downside** 

Principal at Risk Securities Linked to the Worst Performing of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup>

S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF due April 28, 2022

## **Investment Description (Continued)**

The original offering price of each security of \$1,000 includes certain costs that are borne by you. Because of these costs, the estimated value of the securities on the pricing date is less than the original offering price. The costs included in the original offering price relate to selling, structuring, hedging and issuing the securities, as well as to our funding considerations for debt of this type.

The costs related to selling, structuring, hedging and issuing the securities include (i) the agent discount, (ii) the projected profit that our hedge counterparty (which may be one of our affiliates) expects to realize for assuming risks inherent in hedging our obligations under the securities and (iii) hedging and other costs relating to the offering of the securities.

Our funding considerations take into account the higher issuance, operational and ongoing management costs of market-linked debt such as the securities as compared to our conventional debt of the same maturity, as well as our liquidity needs and preferences. Our funding considerations are reflected in the fact that we determine the economic terms of the securities based on an assumed funding rate that is generally lower than the interest rates implied by secondary market prices for our debt obligations and/or by other traded instruments referencing our debt obligations, which we refer to as our <u>secondary market rates</u>. As discussed below, our secondary market rates are used in determining the estimated value of the securities.

If the costs relating to selling, structuring, hedging and issuing the securities were lower, or if the assumed funding rate we use to determine the economic terms of the securities were higher, the economic terms of the securities would be more favorable to you and the estimated value would be higher. The estimated value of the securities as of the pricing date is set forth on the cover page of this pricing supplement.

# Determining the estimated value

Our affiliate, Wells Fargo Securities, LLC (<u>WFS</u>), calculated the estimated value of the securities set forth on the cover page of this pricing supplement based on its proprietary pricing models. Based on these pricing models and related market inputs and assumptions referred to in this section below, WFS determined an estimated value for the securities by estimating the value of the combination of hypothetical financial instruments that would replicate the payout on the securities, which combination consists of a non-interest bearing, fixed-income bond (the <u>debt</u> component ) and one or more derivative instruments underlying the economic terms of the securities (the <u>derivative</u> component ).

The estimated value of the debt component is based on a reference interest rate, determined by WFS as of a recent date, that generally tracks our secondary market rates. Because WFS does not continuously calculate our reference interest rate, the reference interest rate used in the calculation of the estimated value of the debt component may be higher or lower than our secondary market rates at the time of that calculation. As noted above, we determine the

economic terms of the securities based upon an assumed funding rate that is generally lower than our secondary market rates. In contrast, in determining the estimated value of the securities, we value the debt component using a reference interest rate that generally tracks our secondary market rates. Because the reference interest rate is generally higher than the assumed funding rate, using the reference interest rate to value the debt component generally results in a lower estimated value for the debt component, which we believe more closely approximates a market valuation of the debt component than if we had used the assumed funding rate.

WFS calculated the estimated value of the derivative component based on a proprietary derivative-pricing model, which generated a theoretical price for the derivative instruments that constitute the derivative component based on various inputs, including the derivative component factors identified in Risk Factors The Value Of The Securities Prior To Stated Maturity Will Be Affected By Numerous Factors, Some Of Which Are Related In Complex Ways. These inputs may be market-observable or may be based on assumptions made by WFS in its discretion.

The estimated value of the securities determined by WFS is subject to important limitations. See Risk Factors The Estimated Value Of The Securities Is Determined By Our Affiliate s Pricing Models, Which May Differ From Those Of Other Dealers and Our Economic Interests And Those Of Any Dealer Participating In The Offering Are Potentially Adverse To Your Interests.

**Contingent Downside** 

Principal at Risk Securities Linked to the Worst Performing of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup>

S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF due April 28, 2022

#### **Investment Description (Continued)**

#### Valuation of the securities after issuance

The estimated value of the securities is not an indication of the price, if any, at which WFS or any other person may be willing to buy the securities from you in the secondary market. The price, if any, at which WFS or any of its affiliates may purchase the securities in the secondary market will be based upon WFS s proprietary pricing models and will fluctuate over the term of the securities due to changes in market conditions and other relevant factors. However, absent changes in these market conditions and other relevant factors, except as otherwise described in the following paragraph, any secondary market price will be lower than the estimated value on the pricing date because the secondary market price will be reduced by a bid-offer spread, which may vary depending on the aggregate face amount of the securities to be purchased in the secondary market transaction, and the expected cost of unwinding any related hedging transactions. Accordingly, unless market conditions and other relevant factors change significantly in your favor, any secondary market price for the securities is likely to be less than the original offering price.

If WFS or any of its affiliates makes a secondary market in the securities at any time up to the issue date or during the 6-month period following the issue date, the secondary market price offered by WFS or any of its affiliates will be increased by an amount reflecting a portion of the costs associated with selling, structuring, hedging and issuing the securities that are included in the original offering price. Because this portion of the costs is not fully deducted upon issuance, any secondary market price offered by WFS or any of its affiliates during this period will be higher than it would be if it were based solely on WFS s proprietary pricing models less the bid-offer spread and hedging unwind costs described above. The amount of this increase in the secondary market price will decline steadily to zero over this 6-month period. If you hold the securities through an account at WFS or any of its affiliates, we expect that this increase will also be reflected in the value indicated for the securities on your brokerage account statement.

If WFS or any of its affiliates makes a secondary market in the securities, WFS expects to provide those secondary market prices to any unaffiliated broker-dealers through which the securities are held and to commercial pricing vendors. If you hold your securities through an account at a broker-dealer other than WFS or any of its affiliates, that broker-dealer may obtain market prices for the securities from WFS (directly or indirectly), but could also obtain such market prices from other sources, and may be willing to purchase the securities at any given time at a price that differs from the price at which WFS or any of its affiliates is willing to purchase the securities. As a result, if you hold your securities through an account at a broker-dealer other than WFS or any of its affiliates on your brokerage account statement may be different than if you held your securities at WFS or any of its affiliates.

The securities will not be listed or displayed on any securities exchange or any automated quotation system. Although WFS and/or its affiliates may buy the securities from investors, they are not obligated to do so and are not required to make a market for the securities. There can be no assurance that a secondary market will develop.

**Contingent Downside** 

Principal at Risk Securities Linked to the Worst Performing of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup>

S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF due April 28, 2022

#### **Investor Considerations**

We have designed the securities for investors who:

- ; seek an investment with contingent quarterly coupon payments at a rate of 9.00% per annum until the earlier of stated maturity or automatic call, if, **and only if**, the closing value of the worst performing Market Measure on the applicable quarterly calculation day is greater than or equal to 70% of its starting value;
- ; understand that if the closing value of the worst performing Market Measure on the final calculation day has declined by more than 30% from its starting value, they will be fully exposed to the decline in the worst performing Market Measure from its starting value and will lose more than 30%, and possibly all, of the original offering price at stated maturity;
- ; are willing to accept the risk that they may not receive any contingent coupon payment on one or more, or any, quarterly contingent coupon payment dates over the term of the securities and may lose all of the original offering price per security at maturity;
- ; understand that the securities may be automatically called prior to stated maturity and that the term of the securities may be as short as approximately six months;
- ; understand that the return on the securities will depend solely on the performance of the Market Measure that is the worst performing Market Measure on each calculation day and that they will not benefit in any way from the performance of the better performing Market Measures;
- ; understand that the securities are riskier than alternative investments linked to only one of the Market Measures or linked to a basket composed of each Market Measure;
- ; understand and are willing to accept the full downside risks of each Market Measure;
- ; are willing to forgo participation in any appreciation of any Market Measure and dividends on the Market Measures or the securities included in the Market Measures; and

; are willing to hold the securities to maturity.

The securities are not designed for, and may not be a suitable investment for, investors who:

; seek a liquid investment or are unable or unwilling to hold the securities to maturity;

; require full payment of the original offering price of the securities at stated maturity;

- ; seek a security with a fixed term;
- ; are unwilling to purchase securities with an estimated value as of the pricing date that is lower than the original offering price, as set forth on the cover page;
- ; are unwilling to accept the risk that the closing value of the worst performing Market Measure on the final calculation day may decline by more than 30% from its starting value;
- ; seek certainty of current income over the term of the securities;
- ; seek exposure to the upside performance of any or each Market Measure;
- ; seek exposure to a basket composed of each Market Measure or a similar investment in which the overall return is based on a blend of the performances of the Market Measures, rather than solely on the worst performing Market Measure;
- ; are unwilling to accept the risk of exposure to the large- and mid- capitalization segments of the United States equity market and foreign developed equity markets;
- ; are unwilling to accept the credit risk of Wells Fargo; or
- ; prefer the lower risk of conventional fixed income investments with comparable maturities issued by companies with comparable credit ratings.

**Contingent Downside** 

Principal at Risk Securities Linked to the Worst Performing of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup>

S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF due April 28, 2022

# Terms of the Securities

Market Measures:	The S&P 500 <sup>®</sup> Index, the SPDR <sup>®</sup> S&P MidCap 400 <sup>®</sup> ETF Trust and the iShares <sup>®</sup> MSCI EAFE ETF (each referred to as a <u>Market Measure</u> ). The S&P 500 Index is sometimes referred to herein as the <u>Index</u> and the SPDR S&P MidCap 400 ETF Trust and the iShares MSCI EAFE ETF are sometimes collectively referred to herein as the <u>Funds</u> and individually as <u>a</u> Fund.
Pricing Date:	April 22, 2016.
Issue Date:	April 27, 2016. (T+3)
Original Offering Price:	\$1,000 per security. References in this pricing supplement to a <u>security</u> are to a security with an original offering price of \$1,000.
Contingent Coupon Payment:	On each contingent coupon payment date, you will receive a contingent coupon payment at a per annum rate equal to the contingent coupon rate if, <b>and only if</b> , the closing value of the worst performing Market Measure on the related calculation day is greater than or equal to its threshold value.
	If the closing value of the worst performing Market Measure on any calculation day is less than its threshold value, you will not receive any contingent coupon payment on the related contingent coupon payment date. If the closing value of the worst performing

# Market Measure is less than its threshold value on all quarterly calculation days, you will not receive any contingent coupon payments over the term of the securities.

Each quarterly contingent coupon payment, if any, will be calculated per security as follows:  $1,000 \times 1000$  x contingent coupon rate x (90/360). Any contingent coupon payments will be rounded to the nearest cent, with one-half cent rounded upward.

#### Contingent

Coupon	Quarterly, on the fourth business day following each calculation day (as each such calculation day may be postponed pursuant to Postponement of a Calculation Day below, if applicable),
Payment	provided that the contingent coupon payment date with respect to the final calculation day will be the stated maturity date.
Dates:	

The <u>contingent coupon rate</u> is 9.00% per annum.

### **Coupon Rate:**

Contingent

AutomaticIf the closing value of the worst performing Market Measure on any of the quarterly calculation<br/>days from October 2016 to January 2022, inclusive, is greater than or equal to its starting value,<br/>the securities will be automatically called, and on the related call settlement date you will be<br/>entitled to receive a cash payment per security in U.S. dollars equal to the original offering price<br/>per security plus a final contingent coupon payment. The securities will not be subject to<br/>automatic call until the second quarterly calculation day, which is approximately 6 months after<br/>the issue date.

Call:

If the securities are automatically called, they will cease to be outstanding on the related call settlement date and you will have no further rights under the securities after such call settlement date. You will not receive any notice from us if the securities are automatically called.

# Calculation

Days: Quarterly, on the 22<sup>nd</sup> day of each January, April, July and October, commencing July 2016 and ending January 2022, and the final calculation day, each subject to postponement as described below under Postponement of a Calculation Day. We refer to April 22, 2022 as <u>the</u> final calculation day.

Call Settlement Date:	Four business days after the applicable calculation day (as such calculation day may be postponed pursuant to Postponement of a Calculation Day below, if applicable).
Stated Maturity Date:	April 28, 2022. If the final calculation day is postponed, the stated maturity date will be the later of (i) April 28, 2022 and (ii) three business days after the final calculation day as postponed. See Postponement of a Calculation Day below. If the stated maturity date is not a business day, the payment to be made on the stated maturity date will be made on the next succeeding business day with the same force and effect as if it had been made on the stated maturity date. The securities are not subject to repayment at the option of any holder of the securities prior to the stated maturity date.

**Contingent Downside** 

Principal at Risk Securities Linked to the Worst Performing of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup>

S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF due April 28, 2022

#### **Terms of the Securities (Continued)**

#### Payment at Stated Maturity:

If the securities are not automatically called prior to the stated maturity date, you will be entitled to receive on the stated maturity date a cash payment per security in U.S. dollars equal to the redemption amount (in addition to the final contingent coupon payment, if any). The <u>redemption amount</u> per security will equal:

if the ending value of the worst performing Market Measure on the final calculation day is greater than or equal to its threshold value: \$1,000; or

if the ending value of the worst performing Market Measure on the final calculation day is less than its threshold value:

 $1,000 \times$  performance factor of the worst performing Market Measure on the final calculation day

If the securities are not automatically called prior to stated maturity and the ending value of the worst performing Market Measure on the final calculation day is less than its threshold value, you will lose more than 30%, and possibly all, of the original offering price of your securities at stated maturity.

Any return on the securities will be limited to the sum of your contingent coupon payments, if any. You will not participate in any appreciation of any Market Measure, but you will have full downside exposure to the worst performing Market Measure on the final calculation day if the ending value of that Market Measure is less than its threshold value.

	All calculations with respect to the redemption amount will be rounded to the nearest one hundred-thousandth, with five one-millionths rounded upward (e.g., 0.000005 would be rounded to 0.00001); and the redemption amount will be rounded to the nearest cent, with one-half cent rounded upward.
Worst Performing Market Measure:	On any calculation day, the <u>worst performing Market Measure</u> will be the Market Measure with the lowest performance factor on that calculation day.
Performance Factor:	With respect to a Market Measure on any calculation day, its closing value on such calculation day <i>divided by</i> its starting value (expressed as a percentage).
Closing Value:	With respect to the Index on any trading day, its closing level on that trading day; and with respect to any Fund on any trading day, its fund closing price on that trading day.
Closing Level:	The <u>closing level</u> of the Index on any trading day means the official closing level of the Index reported by the index sponsor on such trading day, as obtained by the calculation agent on such trading day from the licensed third-party market data vendor contracted by the calculation agent at such time; in particular, taking into account the decimal precision and/or rounding convention employed by such licensed third-party market data vendor on such date. Currently, the calculation agent obtains market data from Thomson Reuters Ltd., but the calculation agent may change its market data vendor at any time without notice. The foregoing provisions of this definition of closing level are subject to the provisions set forth below under Additional Terms of the Securities Market Disruption Events, Adjustments to the Index and Discontinuance of t Index.
Fund Closing Price:	The <u>fund closing price</u> with respect to a Fund on any trading day means the product of (i) the closing price of one share of such Fund (or one unit of any other security for which a fund closing price must be determined) on such trading day and (ii) the adjustment factor applicable to such Fund on such trading day.
<b>Closing Price:</b>	

The <u>closing price</u> with respect to a share of a Fund (or one unit of any other security for which a closing price must be determined) on any trading day means the price, at the scheduled weekday closing time, without regard to after hours or any other trading outside the regular trading session hours, of the share on the principal United States securities exchange registered under the Securities Exchange Act of 1934, as amended, on which the share (or any such other security) is listed or admitted to trading.

**Contingent Downside** 

Principal at Risk Securities Linked to the Worst Performing of the S&P 500<sup>®</sup> Index, the SPDR<sup>®</sup>

S&P MidCap 400<sup>®</sup> ETF Trust and the iShares<sup>®</sup> MSCI EAFE ETF due April 28, 2022

# **Terms of the Securities (Continued)**

Adjustment Factor:	The <u>adjustment factor</u> means, with respect to a share of a Fund (or one unit of any other security for which a fund closing price must be determined), 1.0, subject to adjustment in the event of certain events affecting the shares of the Fund. See Additional Terms of the Securities Anti-dilution Adjustments Relating to a Fund; Alternate Calculation below.
	With respect to the S&P 500 Index: 2091.58, its closing value on the pricing date.
Starting Value:	With respect to the SPDR S&P MidCap 400 ETF Trust: \$268.70, its closing value on the pricing date.
	With respect to the iShares MSCI EAFE ETF: \$59.54, its closing value on the pricing date.
Ending Value:	The <u>ending value</u> of a Market Measure will be its closing value on the final calculation day.
Threshold Value:	With respect to the S&P 500 Index: 1464.106, which is equal to 70% of its starting value.
	With respect to the SPDR S&P MidCap 400 ETF Trust: \$188.09, which is equal to 70% of its starting value.

# Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2 With respect to the iShares MSCI EAFE ETF: \$41.678, which is equal to 70% of its starting value. **Postponement of** If any calculation day is not a trading day with respect to any Market Measure, such calculation day for each Market Measure will be postponed to the next succeeding day that is a trading day with respect to each Market Measure. A calculation day is also subject to postponement due to a Calculation the occurrence of a market disruption event with respect to any Market Measure. See Additional Terms of the Securities Market Disruption Events. Day: Calculation Wells Fargo Securities, LLC Agent: No Listing: The securities will not be listed on any securities exchange or automated quotation system. **Material Tax** For a discussion of the material U.S. federal income and certain estate tax consequences of the ownership and disposition of the securities, see United States Federal Tax Considerations. **Consequences:** Wells Fargo Securities, LLC, a wholly owned subsidiary of Wells Fargo & Company. The agent may resell the securities to other securities dealers at the original offering price of the securities less a concession not in excess of \$32.50 per security. Agent: The agent or another affiliate of ours expects to realize hedging profits projected by its proprietary pricing models to the extent it assumes the risks inherent in hedging our obligations under the securities. If any dealer participating in the distribution of the securities or any of its affiliates conducts hedging activities for us in connection with the securities, that dealer or its affiliate will expect to realize a profit projected by its proprietary pricing models from such hedging activities. Any such projected profit will be in addition to any discount or concession received in connection with the sale of the securities to you.

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<b>Denominations:</b>	\$1,000 and any integral multiple of \$1,000.
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#### **Determining Payment On A Contingent Coupon Payment Date and at Maturity**

On each quarterly contingent coupon payment date, you will either receive a contingent coupon payment or you will not receive a contingent coupon payment, depending on the closing value of the worst performing Market Measure on the related quarterly calculation day.

**Step 1**: Determine which Market Measure is the worst performing Market Measure on the relevant calculation day. The worst performing Market Measure on any calculation day is the Market Measure with the lowest performance factor on that calculation day. The performance factor of a Market Measure on a calculation day is its closing value on that calculation day as a percentage of its starting value (i.e., its closing value on that calculation day *divided by* its starting value).

**Step 2**: Determine whether a contingent coupon is paid on the applicable contingent coupon payment date based on the closing value of the worst performing Market Measure on the relevant calculation day, as follows:

On the stated maturity date, if the securities have not been automatically called prior to the stated maturity date, you will receive (in addition to the final contingent coupon payment, if any) a cash payment per security (the redemption amount) calculated as follows:

**Step 1**: Determine which Market Measure is the worst performing Market Measure on the final calculation day. The worst performing Market Measure on the final calculation day is the Market Measure with the lowest performance factor on the final calculation day. The performance factor of a Market Measure on the final calculation day is its ending value as a percentage of its starting value (i.e., its ending value *divided by* its starting value).

**Step 2**: Calculate the redemption amount based on the ending value of the worst performing Market Measure, as follows:

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## **Hypothetical Payout Profile**

The following profile illustrates the potential payment at stated maturity on the securities (excluding the final contingent coupon payment, if any) for a range of hypothetical performances of the worst performing Market Measure on the final calculation day from its starting value to its ending value, assuming the securities have not been automatically called prior to the stated maturity date. This graph has been prepared for purposes of illustration only. Your actual return will depend on the actual ending value of the worst performing Market Measure on the final calculation day and whether you hold your securities to stated maturity. The performance of the better performing Market Measures is not relevant to your return on the securities.

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#### **Risk Factors**

The securities have complex features and investing in the securities will involve risks not associated with an investment in conventional debt securities. You should carefully consider the risk factors set forth below as well as the other information contained in this pricing supplement and the accompanying market measure supplement, prospectus supplement and prospectus, including the documents they incorporate by reference. As described in more detail below, the value of the securities may vary considerably before the stated maturity date due to events that are difficult to predict and are beyond our control. You should reach an investment decision only after you have carefully considered with your advisors the suitability of an investment in the securities in light of your particular circumstances. The indices underlying the Funds are sometimes referred to collectively as the <u>Fund underlying indices</u> and each individually as a <u>Fund underlying index</u>.

# If The Securities Are Not Automatically Called Prior to Stated Maturity, You May Lose Some Or All Of The Original Offering Price Of Your Securities At Stated Maturity.

We will not repay you a fixed amount on your securities at stated maturity. If the securities are not automatically called prior to stated maturity, you will receive a payment at stated maturity that will be equal to or less than the original offering price per security, depending on the ending value of the worst performing Market Measure on the final calculation day.

If the ending value of the worst performing Market Measure on the final calculation day is less than its threshold value, the payment you receive at stated maturity will be reduced by an amount equal to the decline in the value of the worst performing Market Measure from its starting value (expressed as a percentage of its starting value). The threshold value for each Market Measure is 70% of its starting value. For example, if the securities are not automatically called and the worst performing Market Measure on the final calculation day has declined by 30.1% from its starting value to its ending value, you will not receive any benefit of the contingent downside protection feature and you will lose 30.1% of the original offering price per security. As a result, you will not receive any protection if the value of the worst performing Market Measure on the final calculation day declines significantly and you may lose some, and possibly all, of the original offering price per security at stated maturity, even if the value of the worst performing Market Measure is greater than or equal to its starting value or its threshold value at certain times during the term of the securities.

Even if the ending value of the worst performing Market Measure on the final calculation day is greater than its threshold value, the amount you receive at stated maturity will not exceed the original offering price, and your yield on the securities, taking into account any contingent coupon payments you may have received during the term of the securities, may be less than the yield you would earn if you bought a traditional interest-bearing debt security of Wells Fargo or another issuer with a similar credit rating.

The Securities Do Not Provide For Fixed Payments Of Interest And You May Receive No Coupon Payments On One Or More Quarterly Contingent Coupon Payment Dates, Or Even Throughout The Entire Six-Year Term Of The Securities.

On each quarterly contingent coupon payment date you will receive a contingent coupon payment if, **and only if**, the closing value of the worst performing Market Measure on the related calculation day is greater than or equal to its threshold value. If the closing value of the worst performing Market Measure on any calculation day is less than its threshold value, you will not receive any contingent coupon payment on the related contingent coupon payment date, and if the closing value of the worst performing Market Measure is less than its threshold value on each calculation day over the term of the securities, you will not receive any contingent coupon payments over the entire six-year term of the securities.

# The Securities Are Subject To The Full Risks Of Each Market Measure And Will Be Negatively Affected If Any Market Measure Performs Poorly, Even If The Other Market Measures Perform Favorably.

You are subject to the full risks of each Market Measure. If any Market Measure performs poorly, you will be negatively affected, even if the other Market Measures perform favorably. The securities are not linked to a basket composed of the Market Measures, where the better performance of some Market Measures could offset the poor performance of others. Instead, you are subject to the full risks of whichever Market Measure is the worst performing Market Measure on each calculation day. As a result, the securities are riskier than an alternative investment linked to only one of the Market Measures or linked to a basket composed of each Market Measure. You should not invest in the securities unless you understand and are willing to accept the full downside risks of each Market Measure.

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