

WELLS FARGO & COMPANY/MN  
Form FWP  
April 15, 2016

Final Term Sheet

Filed Pursuant to Rule 433

Registration No. 333-195697

April 15, 2016

**WELLS FARGO & COMPANY**

**\$3,000,000,000 3.00% Notes Due April 22, 2026**

|                                       |                                                                       |
|---------------------------------------|-----------------------------------------------------------------------|
| <b>Issuer:</b>                        | Wells Fargo & Company                                                 |
| <b>Title of Securities:</b>           | 3.00% Notes Due April 22, 2026                                        |
| <b>Note Type:</b>                     | Senior unsecured                                                      |
| <b>Trade Date:</b>                    | April 15, 2016                                                        |
| <b>Settlement Date (T+5):</b>         | April 22, 2016                                                        |
| <b>Maturity Date:</b>                 | April 22, 2026                                                        |
| <b>Aggregate Principal Amount</b>     |                                                                       |
| <b>Offered:</b>                       | \$3,000,000,000                                                       |
| <b>Price to Public (Issue Price):</b> | 99.657%, plus accrued interest, if any, from April 22, 2016           |
| <b>Underwriting Discount</b>          |                                                                       |
| <b>(Gross Spread):</b>                | 0.45%                                                                 |
| <b>All-in Price (Net of</b>           |                                                                       |
| <b>Underwriting Discount):</b>        | 99.207%, plus accrued interest, if any, from April 22, 2016           |
| <b>Net Proceeds:</b>                  | \$2,976,210,000                                                       |
| <b>Interest Rate:</b>                 | 3.00% per annum                                                       |
| <b>Interest Payment Dates:</b>        | April 22 and October 22, commencing October 22, 2016, and at maturity |
| <b>Benchmark:</b>                     | UST 1.625% due February 15, 2026                                      |
| <b>Benchmark Yield:</b>               | 1.74%                                                                 |

|                                  |                             |
|----------------------------------|-----------------------------|
| <b>Spread to Benchmark:</b>      | +130 basis points           |
| <b>Re-Offer Yield:</b>           | 3.04%                       |
| <b>CUSIP:</b>                    | 949746RW3                   |
| <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  
BMO Capital Markets Corp.  
Citigroup Global Markets Inc.  
KKR Capital Markets LLC  
PNC Capital Markets LLC  
Scotia Capital (USA) Inc.  
TD Securities (USA) LLC  
The Huntington Investment Company

**Junior Co-Managers:**

Apto Partners, LLC  
CastleOak Securities, L.P.  
Multi-Bank Securities, Inc.  
Samuel A. Ramirez & Company, Inc.

**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 [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com).**