

WELLS FARGO BANK N A

Form 4

April 05, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *

WELLS FARGO &
COMPANY/MN

(Last) (First) (Middle)

420 MONTGOMERY STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

Nuveen AMT-Free Quality
Municipal Income Fund [NEA]

3. Date of Earliest Transaction

(Month/Day/Year)

03/12/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director

____ Officer (give title
below)☒ 10% Owner____ Other (specify
below)6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person

☒ Form filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
MuniFund Preferred Shares	03/12/2019		J ⁽¹⁾⁽²⁾	2,000 D <u>1</u>	5,730	I	By Subsidiary <u>(2)</u> <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELLS FARGO & COMPANY/MN 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104		X		
Wells Fargo Municipal Capital Strategies, LLC 375 PARK AVENUE NEW YORK, NY 10152		X		
WELLS FARGO BANK N A 101 NORTH PHILLIPS AVENUE SIOUX FALLS, SD 57104		X		

Signatures

WELLS FARGO & COMPANY, by: /s/ Lori Ward 04/05/2019

_____*Signature of Reporting Person Date

WELLS FARGO MUNICIPAL CAPITAL STRATEGIES, LLC, by: /s/ Adam Joseph
04/05/2019

**Signature of Reporting Person Date

WELLS FARGO BANK, NATIONAL ASSOCIATION, by: /s/ Adam Joseph 04/05/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The 2,000 preferred shares reported as disposed of in Table I represent MuniFund Preferred Shares ("MFP Shares") that were beneficially owned by Wells Fargo Bank, National Association ("WFBNA"). The MFP Shares were disposed of as a result of a redemption by the Issuer for a redemption price of \$100,078.14506 per share (which includes a liquidation preference of \$100,000.00 per share and accrued dividends of 78.14506 per share).
- (2)

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This statement is jointly filed by Wells Fargo & Company ("Wells Fargo"), Wells Fargo Municipal Capital Strategies, LLC ("Capital Strategies") and WFBNA. Wells Fargo holds an indirect interest in the securities listed in Table I (the "Securities") by virtue of its indirect ownership of its subsidiaries Capital Strategies and WFBNA. Capital Strategies and WFBNA are each indirect wholly owned subsidiaries of Wells Fargo.

- Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) of the US Securities Exchange Act of 1934 or any other purpose, (i) acting (or has agreed or is
- (3) agreeing to act together with any other person) as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any group with respect to the Issuer or any securities of the Issuer.

Remarks:

Exhibits Index

Exhibit 99.1 - Joint Filing Agreement

Exhibit 99.2 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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