

WELLS FARGO & COMPANY/MN

Form 4

December 06, 2018

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 PENNSYLVANIA
QUALITY MUNICIPAL INCOME
FUND [NQP]**

3. Date of Earliest Transaction
(Month/Day/Year)

12/04/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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)
Variable Rate MuniFund Term Preferred Shares	12/04/2018		J ⁽¹⁾⁽³⁾	435 D <u>(1)</u>	435	I	By Subsidiary <u>(3)</u> <u>(4)</u>
Variable Rate Demand Preferred Shares					2,175 <u>(2)</u>	I	By Subsidiary <u>(3)</u> <u>(4)</u>

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

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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)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

Signatures

WELLS FARGO & COMPANY, by: /s/ Lori Ward	12/06/2018
**Signature of Reporting Person	Date
WELLS FARGO MUNICIPAL CAPITAL STRATEGIES, LLC, by: /s/ Adam Joseph	12/06/2018
**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 435 preferred shares reported as disposed of in Table I represent variable rate munifund term preferred shares (the "VMTP Shares") that were beneficially owned by Wells Fargo Municipal Capital Strategies, LLC ("Capital Strategies"). The VMTP Shares were disposed of as a result of a redemption by the Issuer for a redemption price of \$109,367.40 per share (which includes a liquidation preference of

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\$100,000.00 per share and accrued dividends of 9,367.40 per share). In addition to the VMTP Shares, Capital Strategies also holds 2,175 variable rate demand preferred shares of the Issuer ("VRDP Shares"). Capital Strategies is a wholly owned subsidiary of Wells Fargo & Company ("Wells Fargo").

- (2) The 2,175 VRDP Shares were previously acquired by Capital Strategies as reported in the Form 4 filing filed by Wells Fargo and Capital Strategies with the United States Securities and Exchange Commission on November 21, 2016.
- (3) This statement is jointly filed by Wells Fargo and Capital Strategies. Wells Fargo holds an indirect interest in the securities listed in Table I (the "Securities") by virtue of its indirect ownership of its subsidiary Capital Strategies.

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 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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