

WELLS FARGO BANK N A

Form 4

March 30, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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 94163

(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)  
03/29/2018

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<br>Security<br>(Instr. 3)                       | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Variable<br>Rate<br>MuniFund<br>Term<br>Preferred<br>Shares | 03/29/2018                              |                                                             | J(1)(2)                                 | 7,730 D (1) 0                                                              |                                                                                                                    | I                                                                          | By<br>Subsidiary<br>(2) (3)                                       |
| MuniFund<br>Preferred<br>Shares                             | 03/29/2018                              |                                                             | J(1)(2)                                 | 7,730 A (1) 7,730                                                          |                                                                                                                    | I                                                                          | By<br>Subsidiary<br>(2) (3)                                       |

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 required to respond unless the form displays a currently valid OMB control number.

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships                    |
|----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                        | Director 10% Owner Officer Other |
| WELLS FARGO & COMPANY/MN<br>420 MONTGOMERY STREET<br>SAN FRANCISCO, CA 94163           | X                                |
| Wells Fargo Municipal Capital Strategies, LLC<br>375 PARK AVENUE<br>NEW YORK, NY 10152 | X                                |
| WELLS FARGO BANK N A<br>101 NORTH PHILLIPS AVENUE<br>SIOUX FALLS, SD 57104             | X                                |

## Signatures

|                                                                    |            |
|--------------------------------------------------------------------|------------|
| WELLS FARGO & COMPANY, by: /s/ Lori Ward                           | 03/30/2018 |
| __Signature of Reporting Person                                    | Date       |
| WELLS FARGO MUNICIPAL CAPITAL STRATEGIES, LLC, by: /s/ Adam Joseph | 03/30/2018 |
| __Signature of Reporting Person                                    | Date       |
| WELLS FARGO BANK, NATIONAL ASSOCIATION, by: /s/ Adam Joseph        | 03/30/2018 |
| __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).

The disposition of shares occurred pursuant to: (i) the Series B MuniFund Preferred Shares (MFP) Exchange Agreement, dated March 29, 2018, between the Issuer and Wells Fargo Bank, National Association ("WFBNA") pursuant to which WFBNA exchanged 5,350 existing Variable Rate MuniFund Term Preferred Shares ("VMTP Shares"), Series 2018, of the Issuer for an equal number of newly issued

- (1) MuniFund Preferred Shares ("MFP Shares"), Series B, of the Issuer in a cashless exchange and (ii) the Series C MuniFund Preferred Shares (MFP) Exchange Agreement, dated March 29, 2018, between the Issuer and Wells Fargo Municipal Capital Strategies, LLC ("Capital Strategies") pursuant to which Capital Strategies exchanged 2,380 VMTP Shares, Series 2019, of the Issuer for an equal number of newly issued MFP Shares, Series C, of the Issuer in a cashless exchange.

This statement is jointly filed by Wells Fargo & Company ("Wells Fargo"), Capital Strategies and WFBNA. Wells Fargo holds an

- (2) indirect interest in the securities listed in Table I (the "Securities") by virtue of its indirect ownership of its subsidiary 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.