

BANK OF AMERICA CORP /DE/
Form 424B5
July 20, 2017
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Registration No. 333-202354

Pricing Supplement No. 17

(To Prospectus dated May 1, 2015 and

Prospectus Supplement dated February 23, 2017)

July 18, 2017

\$7,000,000,000

Medium-Term Notes, Series M

\$1,000,000,000 Floating Rate Senior Notes, due July 2021

\$2,500,000,000 2.369% Fixed/Floating Rate Senior Notes, due July 2021

\$1,500,000,000 2.816% Fixed/Floating Rate Senior Notes, due July 2023

\$2,000,000,000 3.593% Fixed/Floating Rate Senior Notes, due July 2028

This pricing supplement describes four series of our senior notes that will be issued under our Medium-Term Note Program, Series M. We refer to our Floating Rate Senior Notes, due July 2021 as the floating rate notes, to our 2.369% Fixed/Floating Rate Senior Notes, due July 2021 as the 4-year fixed/floating rate notes, to our 2.816% Fixed/Floating Rate Senior Notes, due July 2023 as the 6-year fixed/floating rate notes and to our 3.593% Fixed/Floating Rate Senior Notes, due July 2028 as the 11-year fixed/floating rate notes. We refer to the 4-year fixed/floating rate notes, the 6-year fixed/floating rate notes and the 11-year fixed/floating rate notes collectively as the fixed/floating rate notes. We refer to the floating rate notes and the fixed/floating rate notes collectively as the notes.

The floating rate notes mature on July 21, 2021. We will pay interest on the floating rate notes at a floating rate per annum equal to three-month LIBOR plus a spread of 0.660%, payable quarterly.

The 4-year fixed/floating rate notes mature on July 21, 2021. We will pay interest on the 4-year fixed/floating rate notes (a) from July 21, 2017 to, but excluding, July 21, 2020, at a fixed rate of 2.369% per annum, payable semi-annually, and (b) from July 21, 2020, at a floating rate per annum equal to three-month LIBOR plus a spread of 0.660%, payable quarterly.

The 6-year fixed/floating rate notes mature on July 21, 2023. We will pay interest on the 6-year fixed/floating rate notes (a) from July 21, 2017 to, but excluding, July 21, 2022, at a fixed rate of 2.816% per annum, payable semi-annually, and (b) from July 21, 2022, at a floating rate per annum equal to three-month LIBOR plus a spread of 0.930%, payable quarterly.

The 11-year fixed/floating rate notes mature on July 21, 2028. We will pay interest on the 11-year fixed/floating rate notes (a) from July 21, 2017 to, but excluding, July 21, 2027, at a fixed rate of 3.593% per annum, payable semi-annually, and (b) from July 21, 2027, at a floating rate per annum equal to three-month LIBOR plus a spread of 1.370%, payable quarterly.

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We will have the option to redeem the notes prior to the stated maturity as described in this pricing supplement under the headings **Specific Terms of the Notes** **Optional Redemption of the Floating Rate Notes** and **Specific Terms of the Notes** **Optional Redemption of the Fixed/Floating Rate Notes**, as applicable.

The notes are unsecured and rank equally with all of our other unsecured and senior indebtedness outstanding from time to time. We do not intend to list the notes on any securities exchange.

Investing in the notes involves risks. For an explanation of some of these risks, see Risk Factors beginning on page S-5 of the attached prospectus supplement, and Risk Factors beginning on page 9 of the attached prospectus.

None of the Securities and Exchange Commission, any state securities commission, or any other regulatory body has approved or disapproved of these notes or passed upon the adequacy or accuracy of this pricing supplement, the attached prospectus supplement, or the attached prospectus. Any representation to the contrary is a criminal offense.

	Floating Rate Notes		4-Year Fixed/ Floating Rate Notes		6-Year Fixed/ Floating Rate Notes		11-Year Fixed/ Floating Rate Notes	
	Per Note	Total	Per Note	Total	Per Note	Total	Per Note	Total
Public Offering Price	100.000%	\$ 1,000,000,000	100.000%	\$ 2,500,000,000	100.000%	\$ 1,500,000,000	100.000%	\$ 2,000,000,000
Selling Agents' Commission	0.250%	\$ 2,500,000	0.250%	\$ 6,250,000	0.350%	\$ 5,250,000	0.450%	\$ 9,000,000
Proceeds (before expenses)	99.750%	\$ 997,500,000	99.750%	\$ 2,493,750,000	99.650%	\$ 1,494,750,000	99.550%	\$ 1,991,000,000

We expect to deliver the notes in book-entry only form through the facilities of The Depository Trust Company on July 21, 2017.

Sole Book-Runner

BofA Merrill Lynch

<p>HSBC BNY Mellon Capital</p> <p>Markets, LLC Credit Agricole CIB Mizuho Securities Rabo Securities SEB</p> <p>UBS Investment Bank Apto Partners, LLC</p>	<p>ABN AMRO</p> <p>Capital One Securities Danske Markets MUFG Santander SMBC Nikko</p> <p>UniCredit Capital Markets CastleOak Securities, L.P.</p>	<p>ANZ Securities</p> <p>CIBC Capital Markets ICBC Standard Bank nabSecurities, LLC Scotiabank Standard Chartered Bank</p> <p>Standard Chartered Bank Drexel Hamilton</p>	<p>BBVA Commonwealth Bank</p> <p>of Australia ING NatWest Markets SOCIETE GENERALE Huntington Capital Markets Westpac Capital Markets, LLC R. Seelaus & Co., Inc.</p>
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The following descriptions of the specific terms of the notes supplement, and should be read together with, the description of our Medium-Term Notes, Series M included in the attached prospectus supplement dated February 23, 2017, and the general description of our debt securities included in Description of Debt Securities in the attached prospectus dated May 1, 2015. If there is any inconsistency between the information in this pricing supplement and the attached prospectus supplement or the attached prospectus, you should rely on the information in this pricing supplement. Capitalized terms used, but not defined, in this pricing supplement have the same meanings as are given to them in the attached prospectus supplement or in the attached prospectus.

Terms of the Floating Rate Notes

Title of the Series:	Floating Rate Senior Notes, due July 2021
Aggregate Principal Amount Initially Being Issued:	\$1,000,000,000
Issue Date:	July 21, 2017
CUSIP No.:	06051GGN3
ISIN:	US06051GGN34
Maturity Date:	July 21, 2021
Minimum Denominations:	\$2,000 and multiples of \$1,000 in excess of \$2,000
Ranking:	Senior
Day Count Fraction:	Actual/360
Base Rate:	Three-Month LIBOR (Reuters page LIBOR01)
Index Maturity:	90 days
Spread:	66 basis points
Interest Periods:	Quarterly
Interest Payment Dates and Interest Reset Dates:	January 21, April 21, July 21 and October 21 of each year, beginning October 21, 2017, subject to adjustment in accordance with the modified following business day convention (adjusted).
Interest Determination Dates:	Second London banking day prior to the applicable Interest Reset Date.
Optional Redemption:	We will have the option to redeem the floating rate notes, in whole, but not in part, on July 21, 2020 at 100% of the principal amount of the floating rate notes being redeemed, plus accrued and unpaid interest, if any, thereon, to, but excluding, the redemption date. See Specific Terms of the Notes Optional Redemption of the Floating Rate Notes.

Terms of the 4-Year Fixed/Floating Rate Notes

Title of the Series:	2.369% Fixed/Floating Rate Senior Notes, due July 2021
Aggregate Principal Amount Initially Being Issued:	\$2,500,000,000
Issue Date:	July 21, 2017

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CUSIP No.:	06051GGP8
ISIN:	US06051GGP81
Maturity Date:	July 21, 2021
Minimum Denominations:	\$2,000 and multiples of \$1,000 in excess of \$2,000
Ranking:	Senior
Fixed Rate Coupon:	2.369% payable semi-annually in arrears from and including the Issue Date to, but excluding, July 21, 2020 (the 4-Year Fixed Rate Period).
Floating Rate Coupon:	Base Rate plus 66 basis points, payable quarterly in arrears from and including July 21, 2020 (the 4-Year Floating Rate Period).
Base Rate:	Three-Month LIBOR (Reuters Page LIBOR01)
Interest Payment Dates and Interest Reset Dates during the 4-Year Floating Rate Period:	During the 4-Year Fixed Rate Period, January 21 and July 21 of each year, beginning January 21, 2018 and ending July 21, 2020, subject to the following unadjusted business day convention; and during the 4-Year Floating Rate Period, each of October 21, 2020, January 21, 2021, April 21, 2021 and July 21, 2021, subject to adjustment in accordance with the modified following business day convention (adjusted). Each Interest Payment Date during the 4-Year Floating Rate Period also will be an Interest Reset Date.
Interest Determination Dates during the 4-Year Floating Rate Period:	Second London banking day prior to the applicable Interest Reset Date.
Day Count Fraction:	30/360 during the 4-Year Fixed Rate Period, Actual/360 during the 4-Year Floating Rate Period
Optional Redemption:	We will have the option to redeem the 4-year fixed/floating rate notes, in whole at any time or in part from time to time, on or after January 21, 2018 (or, if additional 4-year fixed/floating rate notes are issued after July 21, 2017, beginning six months after the issue date of such additional 4-year fixed/floating rate notes), and prior to July 21, 2020, at the applicable make-whole redemption price for the 4-year fixed/floating rate notes described below under the heading Specific Terms of the Notes Optional Redemption of the Fixed/Floating Rate Notes. We also will have the option to redeem the 4-year fixed/floating rate notes, in whole, but not in part, on July 21, 2020 at 100% of the principal amount of the 4-year fixed/floating rate notes being redeemed. If we redeem any 4-year fixed/floating rate notes, we also will pay accrued and unpaid interest, if any, thereon, to, but excluding, the redemption date.

Terms of the 6-Year Fixed/Floating Rate Notes

Title of the Series:	2.816% Fixed/Floating Rate Senior Notes, due July 2023
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Aggregate Principal Amount Initially Being Issued:	\$1,500,000,000
Issue Date:	July 21, 2017
CUSIP No.:	06051GGQ6
ISIN:	US06051GGQ64
Maturity Date:	July 21, 2023
Minimum Denominations:	\$2,000 and multiples of \$1,000 in excess of \$2,000
Ranking:	Senior
Fixed Rate Coupon:	2.816% payable semi-annually in arrears from and including the Issue Date to, but excluding, July 21, 2022 (the 6-Year Fixed Rate Period).
Floating Rate Coupon:	Base Rate plus 93 basis points, payable quarterly in arrears from and including July 21, 2022 (the 6-Year Floating Rate Period).
Base Rate:	Three-Month LIBOR (Reuters Page LIBOR01)
Interest Payment Dates and Interest Reset Dates during the 6-Year Floating Rate Period:	During the 6-Year Fixed Rate Period, January 21 and July 21 of each year, beginning January 21, 2018 and ending July 21, 2022, subject to the following unadjusted business day convention; and during the 6-Year Floating Rate Period, each of October 21, 2022, January 21, 2023, April 21, 2023 and July 21, 2023, subject to adjustment in accordance with the modified following business day convention (adjusted). Each Interest Payment Date during the 6-Year Floating Rate Period also will be an Interest Reset Date.
Interest Determination Dates during the 6-Year Floating Rate Period:	Second London banking day prior to the applicable Interest Reset Date.
Day Count Fraction:	30/360 during the 6-Year Fixed Rate Period, Actual/360 during the 6-Year Floating Rate Period
Optional Redemption:	We will have the option to redeem the 6-year fixed/floating rate notes, in whole at any time or in part from time to time, on or after January 21, 2018 (or, if additional 6-year fixed/floating rate notes are issued after July 21, 2017, beginning six months after the issue date of such additional 6-year fixed/floating rate notes), and prior to July 21, 2022, at the applicable make-whole redemption price for the 6-year fixed/floating rate notes described below under the heading Specific Terms of the Notes Optional Redemption of the Fixed/Floating Rate Notes. We also will have the option to redeem the 6-year fixed/floating rate notes, in whole, but not in part, on July 21, 2022 at 100% of the principal amount of the 6-year fixed/floating rate notes being redeemed. If we redeem any 6-year fixed/floating rate notes, we also will pay accrued and unpaid interest, if any, thereon, to, but excluding, the redemption date.

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Title of the Series:	3.593% Fixed/Floating Rate Senior Notes, due July 2028
Aggregate Principal Amount Initially Being Issued:	\$2,000,000,000
Issue Date:	July 21, 2017
CUSIP No.:	06051GGR4
ISIN:	US06051GGR48
Maturity Date:	July 21, 2028
Minimum Denominations:	\$2,000 and multiples of \$1,000 in excess of \$2,000
Ranking:	Senior
Fixed Rate Coupon:	3.593% payable semi-annually in arrears from and including the Issue Date to, but excluding, July 21, 2027 (the 11-Year Fixed Rate Period).
Floating Rate Coupon:	Base Rate plus 137 basis points, payable quarterly in arrears from and including July 21, 2027 (the 11-Year Floating Rate Period).
Base Rate:	Three-Month LIBOR (Reuters Page LIBOR01)
Interest Payment Dates and Interest Reset Dates during the 11-Year Floating Rate Period:	During the 11-Year Fixed Rate Period, January 21 and July 21 of each year, beginning January 21, 2018 and ending July 21, 2027, subject to the following unadjusted business day convention; and during the 11-Year Floating Rate Period, each of October 21, 2027, January 21, 2028, April 21, 2028 and July 21, 2028, subject to adjustment in accordance with the modified following business day convention (adjusted). Each Interest Payment Date during the 11-Year Floating Rate Period also will be an Interest Reset Date.
Interest Determination Dates during the 11-Year Floating Rate Period:	Second London banking day prior to the applicable Interest Reset Date.
Day Count Fraction:	30/360 during the 11-Year Fixed Rate Period, Actual/360 during the 11-Year Floating Rate Period
Optional Redemption:	We will have the option to redeem the 11-year fixed/floating rate notes, in whole at any time or in part from time to time, on or after January 21, 2018 (or, if additional 11-year fixed/floating rate notes are issued after July 21, 2017, beginning six months after the issue date of such additional 11-year fixed/floating rate notes), and prior to July 21, 2027, at the applicable make-whole redemption price for the 11-year fixed/floating rate notes described below under the heading Specific Terms of the Notes Optional Redemption of the Fixed/Floating Rate Notes. We also will have the option to redeem the 11-year fixed/floating rate notes, in whole, but not in part, on

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July 21, 2027 at 100% of the principal amount of the 11-year fixed/floating rate notes being redeemed. If we redeem any 11-year fixed/floating rate notes, we also will pay accrued and unpaid interest, if any, thereon, to, but excluding, the redemption date.

Terms Applicable to Each Series of the Notes

Record Dates for Interest Payments:

For book-entry only notes, one business day prior to the applicable Interest Payment Date. If the notes are not held in book-entry only form, the record dates will be the fifteenth calendar day preceding the applicable Interest Payment Date as originally scheduled to occur.

Repayment at Option of Holder:

None

Listing:

None

Selling Agents and Conflicts of Interest:

As set forth beginning on page PS-9.

Further Issuances:

We have the ability to reopen, or increase after the Issue Date, the aggregate principal amount of each series of notes initially being issued without notice to the holders of existing notes of the relevant series by selling additional notes of that series having the same terms, provided that such additional notes shall be fungible for U.S. federal income tax purposes. However, any new notes of this kind may have a different offering price and may begin to bear interest on a different date.

Optional Redemption of the Floating Rate Notes

We may redeem the floating rate notes, at our option, in whole, but not in part, on the Interest Payment Date on July 21, 2020, upon at least 10 business days but not more than 60 calendar days prior written notice to holders of the floating rate notes as described in the attached prospectus, at a redemption price equal to 100% of the principal amount of the floating rate notes being redeemed, plus accrued and unpaid interest, if any, thereon, to, but excluding, the redemption date.

Notwithstanding the foregoing, any interest on floating rate notes being redeemed that is due and payable on an Interest Payment Date falling on or prior to a redemption date for such floating rate notes will be payable on such Interest Payment Date to holders of such floating rate notes being redeemed as of the close of business on the relevant record date according to the terms of the floating rate notes and the Senior Indenture.

Unless we default on payment of the redemption price, interest will cease to accrue on the floating rate notes on the redemption date.

Optional Redemption of the Fixed/Floating Rate Notes

We may redeem the fixed/floating rate notes of any series, at our option, in whole, but not in part, on (a) July 21, 2020, for the 4-year fixed/floating rate notes, (b) July 21, 2022, for the 6-year fixed/floating rate notes, and (c) July 21, 2027, for the 11-year fixed/floating rate notes,

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in each case, upon at least 10 business days but not more than 60 calendar days prior written notice to holders of the fixed/floating rate notes being redeemed at a redemption price equal to 100% of the principal amount of such fixed/floating rate notes, plus accrued and unpaid interest, if any, thereon, to, but excluding, the applicable redemption date.

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In addition, we may redeem the fixed/floating rate notes of any series, at our option, in whole at any time or in part from time to time, on or after January 21, 2018 (or, if additional fixed/floating rate notes of any series are issued after July 21, 2017, then, for such series of fixed/floating rate notes, beginning six months after the issue date of such additional fixed/floating rate notes), and prior to (a) July 21, 2020, for the 4-year fixed/floating rate notes, (b) July 21, 2022, for the 6-year fixed/floating rate notes and (c) July 21, 2027, for the 11-year fixed/floating rate notes, in each case, upon at least 10 business days but not more than 60 calendar days prior written notice to the holders of the fixed/floating rate notes being redeemed, at a make-whole redemption price equal to the greater of:

(i) 100% of the principal amount of the fixed/floating rate notes being redeemed; or

(ii) as determined by the quotation agent described below, the sum of the present values of the scheduled payments of principal and interest on the fixed/floating rate notes being redeemed, that would have been payable from the applicable redemption date to (A) July 21, 2020, for the 4-year fixed/floating rate notes, (B) July 21, 2022, for the 6-year fixed/floating rate notes and (C) July 21, 2027, for the 11-year fixed/floating rate notes (not including, for any such fixed/floating rate notes, interest accrued to, but excluding, the applicable redemption date), in each case, discounted to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus (a) for the 4-year fixed/floating rate notes, 15 basis points, (b) for the 6-year fixed/floating rate notes, 15 basis points, and (c) for the 11-year fixed/floating rate notes, 20 basis points,

plus, in either case of (i) or (ii) above, accrued and unpaid interest, if any, on the principal amount of the fixed/floating rate notes being redeemed to, but excluding, the applicable redemption date.

Notwithstanding the foregoing, any interest on fixed/floating rate notes being redeemed that is due and payable on an Interest Payment Date falling on or prior to a redemption date for such fixed/floating rate notes will be payable on such Interest Payment Date to holders of such fixed/floating rate notes as of the close of business on the relevant record date according to the terms of such fixed/floating rate notes and the Senior Indenture.

For the fixed/floating rate notes of any series being redeemed, in each case, **treasury rate** means, with respect to the applicable redemption date, the rate per annum equal to: (1) the yield, under the heading that represents the average for the week immediately prior to the applicable calculation date, appearing in the most recently published statistical release appearing on the website of the Board of Governors of the Federal Reserve System or in another recognized electronic source, in each case, as determined by the quotation agent in its sole discretion, and that establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity, for the maturity corresponding to the applicable comparable treasury issue; *provided* that, if no such maturity is within three months before or after (a) July 21, 2020, for the 4-year fixed/floating rate notes, (b) July 21, 2022, for the 6-year fixed/floating rate notes, and (c) July 21, 2027, for the 11-year fixed/floating rate notes, in each case, yields for the two published maturities most closely corresponding to the applicable comparable treasury issue will be determined and the applicable treasury rate will be interpolated or extrapolated from those yields on a straight-line basis, rounding to the nearest month; or (2) if such release (or any successor release) is not published during the week immediately prior to the applicable calculation date or does not contain such yields, the semi-annual equivalent yield to maturity or interpolated maturity (on a day-count basis) of the applicable comparable treasury issue, calculated using a price for the applicable comparable treasury issue (expressed as a percentage of its principal amount) equal to the related comparable treasury price for such redemption date.

The applicable treasury rate will be calculated by the quotation agent on the third business day preceding the applicable redemption date of the fixed/floating rate notes being redeemed.

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For the fixed/floating rate notes of any series being redeemed, in each case, in determining the applicable treasury rate, the below terms will have the following meaning:

comparable treasury issue means, with respect to the applicable redemption date for the fixed/floating rate notes being redeemed, the U.S. Treasury security or securities selected by the quotation agent

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as having an actual or interpolated (on a day-count basis) maturity comparable to the remaining term of such fixed/floating rate notes, as if such fixed/floating rate notes matured on (1) July 21, 2020, for the 4-year fixed/floating rate notes, (2) July 21, 2022, for the 6-year fixed/floating rate notes, and (3) July 21, 2027, for the 11-year fixed/floating rate notes, that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such fixed/floating rate notes as if such fixed/floating rate notes matured on (a) July 21, 2020, for the 4-year fixed/floating rate notes, (b) July 21, 2022, for the 6-year fixed/floating rate notes, and (c) July 21, 2027, for the 11-year fixed/floating rate notes.

comparable treasury price means, with respect to any applicable redemption date, (1) the average of five reference treasury dealer quotations for such redemption date, after excluding the highest and lowest reference treasury dealer quotations, or (2) if the quotation agent obtains fewer than five such reference treasury dealer quotations, the average of all such quotations.

quotation agent means Merrill Lynch, Pierce, Fenner & Smith Incorporated, or its successor, or, if that firm is unwilling or unable to select the comparable treasury issue, an investment bank of national standing appointed by us.

reference treasury dealer means (1) Merrill Lynch, Pierce, Fenner & Smith Incorporated, unless that firm ceases to be a primary U.S. government securities dealer in New York City (referred to in this pricing supplement as a **primary treasury dealer**), in which case we will substitute another primary treasury dealer, and (2) four other primary treasury dealers that we may select.

reference treasury dealer quotations means, with respect to each reference treasury dealer and any redemption date, the average, as determined by the quotation agent, of the bid and asked prices for the applicable comparable treasury issue (expressed in each case as a percentage of its principal amount) quoted in writing to the quotation agent by such reference treasury dealer at 3:30 p.m., New York City time, on the third business day preceding such redemption date.

Unless we default on payment of the applicable redemption price, interest will cease to accrue on the applicable fixed/floating rate notes or portions thereof called for redemption on the applicable redemption date. If fewer than all of the applicable fixed/floating rate notes of any series are to be redeemed, for so long as such fixed/floating rate notes are in book-entry only form, such fixed/floating rate notes to be redeemed will be selected in accordance with the procedures of The Depository Trust Company.

Because Merrill Lynch, Pierce, Fenner & Smith Incorporated is our affiliate, the economic interests of Merrill Lynch, Pierce, Fenner & Smith Incorporated may be adverse to your interests as a holder of the fixed/floating rate notes subject to our redemption, including with respect to certain determinations and judgments it must make as quotation agent in the event that we redeem the fixed/floating rate notes before their maturity pursuant to the **make-whole** optional redemption described above. Merrill Lynch, Pierce, Fenner & Smith Incorporated is obligated to carry out its duties and functions as quotation agent in good faith.

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On July 18, 2017, we entered into an agreement with the selling agents identified below for the purchase and sale of the notes. We have agreed to sell to each of the selling agents, and each of the selling agents has agreed to purchase from us, the principal amount of the notes shown opposite its name in the table below at the public offering price set forth above.

Selling Agent	Principal Amount of Floating Rate Notes (\$)	Principal Amount of 4- Year Fixed/ Floating Rate Notes (\$)	Principal Amount of 6- Year Fixed/ Floating Rate Notes (\$)	Principal Amount of 11- Year Fixed/ Floating Rate Notes (\$)
Merrill Lynch, Pierce, Fenner & Smith Incorporated	780,000,000	1,950,000,000	1,170,000,000	1,560,000,000
HSBC Securities (USA) Inc.	15,000,000	37,500,000	22,500,000	30,000,000
ABN AMRO Securities (USA) LLC	7,500,000	18,750,000	11,250,000	15,000,000
ANZ Securities, Inc.	7,500,000	18,750,000	11,250,000	15,000,000
BBVA Securities Inc.	7,500,000	18,750,000	11,250,000	15,000,000
BNY Mellon Capital Markets, LLC	7,500,000	18,750,000	11,250,000	15,000,000
Capital One Securities, Inc.	7,500,000	18,750,000	11,250,000	15,000,000
CIBC World Markets Corp.	7,500,000	18,750,000	11,250,000	15,000,000
Commonwealth Bank of Australia	7,500,000	18,750,000	11,250,000	15,000,000
Credit Agricole Securities (USA) Inc.	7,500,000	18,750,000	11,250,000	15,000,000
Danske Markets Inc.	7,500,000	18,750,000	11,250,000	15,000,000
ICBC Standard Bank Plc	7,500,000	18,750,000	11,250,000	15,000,000
ING Financial Markets LLC	7,500,000	18,750,000	11,250,000	15,000,000
Mizuho Securities USA LLC	7,500,000	18,750,000	11,250,000	15,000,000
MUFG Securities Americas Inc.	7,500,000	18,750,000	11,250,000	15,000,000
nabSecurities, LLC	7,500,000	18,750,000	11,250,000	15,000,000
Rabo Securities USA, Inc.	7,500,000	18,750,000	11,250,000	15,000,000
RBS Securities Inc.	7,500,000	18,750,000	11,250,000	15,000,000
Santander Investment Securities Inc.	7,500,000	18,750,000	11,250,000	15,000,000
Scotia Capital (USA) Inc.	7,500,000	18,750,000	11,250,000	15,000,000
SG Americas Securities, LLC	7,500,000	18,750,000	11,250,000	15,000,000
Skandinaviska Enskilda Banken AB (publ)	7,500,000	18,750,000	11,250,000	15,000,000
SMBC Nikko Securities America, Inc.	7,500,000	18,750,000	11,250,000	15,000,000
Standard Chartered Bank	7,500,000	18,750,000	11,250,000	15,000,000
The Huntington Investment Company	7,500,000	18,750,000	11,250,000	15,000,000
UBS Securities, LLC	7,500,000	18,750,000	11,250,000	15,000,000
UniCredit Capital Markets LLC	7,500,000	18,750,000	11,250,000	15,000,000
Westpac Capital Markets, LLC	7,500,000	18,750,000	11,250,000	15,000,000
Apto Partners, LLC	2,500,000	6,250,000	3,750,000	5,000,000
CastleOak Securities, L.P.	2,500,000	6,250,000	3,750,000	5,000,000
Drexel Hamilton, LLC	2,500,000	6,250,000	3,750,000	5,000,000
R. Seelaus & Co., Inc.	2,500,000	6,250,000	3,750,000	5,000,000
Total	1,000,000,000	2,500,000,000	1,500,000,000	2,000,000,000

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The selling agents may sell the notes to certain dealers at the public offering price, less a concession which will not exceed 0.150% of the principal amount of the floating rate notes, 0.150% of the principal amount of the 4-year fixed/floating rate notes, 0.200% of the principal amount of the 6-year fixed/floating rate notes, and 0.250% of the principal amount of the 11-year fixed/floating rate notes, and the selling agents and those dealers may resell the notes to other dealers at a reallocation discount which will not exceed 0.100% of the principal amount of the floating rate notes, 0.100% of the principal amount of the 4-year fixed/floating rate notes, 0.150% of the principal amount of the 6-year fixed/floating rate notes, and 0.200% of the principal amount of the 11-year fixed/floating rate notes.

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After the initial offering of the notes, the concessions and reallowance discounts for the notes may change.

We estimate that the total offering expenses for the notes, excluding the selling agents' commissions, will be approximately \$1,521,900.

Merrill Lynch, Pierce, Fenner & Smith Incorporated is our wholly-owned subsidiary, and we will receive the net proceeds of the offering.

Some of the selling agents and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the selling agents and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. Certain of the selling agents or their affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, such selling agents and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such short positions could adversely affect future trading prices of the notes offered hereby. The selling agents and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Each of Skandinaviska Enskilda Banken AB (publ) and Standard Chartered Bank will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of the Financial Industry Regulatory Authority, Inc.

ICBC Standard Bank Plc is restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that are offered or sold in the United States. Accordingly, ICBC Standard Bank Plc shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that may be offered or sold by other underwriters in the United States. ICBC Standard Bank Plc shall offer and sell the notes constituting part of its allotment solely outside the United States.

To the extent any other underwriter that is not a U.S. registered broker-dealer intends to effect any offers or sales of any notes in the United States, it will do so through one or more U.S. registered broker-dealers in accordance with the applicable U.S. securities laws and regulations.

Selling Restrictions

Cayman Islands. The notes may not be offered to the public in the Cayman Islands.

VALIDITY OF THE NOTES

In the opinion of McGuireWoods LLP, as counsel to Bank of America Corporation (BAC), when the notes offered hereby have been completed and executed by BAC, and authenticated by the trustee, and the notes have been delivered against payment therefor as contemplated in this pricing supplement and the related prospectus and prospectus supplement, all in accordance with the provisions of the indenture governing the notes, such notes will be legal, valid and binding obligations of BAC, subject to the effect of

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applicable bankruptcy, insolvency (including laws relating to preferences, fraudulent transfers and equitable subordination), reorganization, moratorium and other similar laws affecting creditors' rights generally, and to general principles of equity. This opinion is given as of the date of this pricing supplement and is limited to the laws of the State of New York and the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing) as in effect on the date hereof. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture governing the notes, the validity, binding nature and enforceability of the indenture governing the notes with respect to the trustee, the legal capacity of individuals, the genuineness of signatures, the authenticity of all documents submitted to McGuireWoods LLP as originals, the conformity to original documents of all documents submitted to McGuireWoods LLP as copies thereof, the authenticity of the originals of such copies and certain factual matters, all as stated in the letter of McGuireWoods LLP dated January 13, 2017, which has been filed as an exhibit to BAC's Current Report on Form 8-K dated January 13, 2017.

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Medium-Term Notes, Series M

We may offer from time to time our Bank of America Corporation Medium-Term Notes, Series M. The specific terms of any notes that we offer will be determined before each sale and will be described in a separate pricing supplement, prospectus addendum and/or other prospectus supplement (each, a supplement). Terms may include:

Priority: senior or subordinated

Interest rate: notes may bear interest at fixed or floating rates, or may not bear any interest

Base floating rates of interest:

i funds rate

i LIBOR

i EURIBOR

i prime rate

i treasury rate

i any other rate we specify

Maturity: 365 days (one year) or more

Indexed notes: principal, premium (if any), interest payments, or other amounts payable (if any) linked, either directly or indirectly, to the price or performance of one or more market measures

Payments: U.S. dollars or any other currency that we specify in the applicable supplement

We may sell notes to the selling agents as principal for resale at varying or fixed offering prices or through the selling agents as agents using their best efforts on our behalf. We also may sell the notes directly to investors.

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We may use this prospectus supplement and the accompanying prospectus in the initial sale of any notes. In addition, Merrill Lynch, Pierce, Fenner & Smith Incorporated, or any of our other broker-dealer affiliates, may use this prospectus supplement and the accompanying prospectus in a market-making transaction in any notes after their initial sale. Unless we or one of our selling agents informs you otherwise in the confirmation of sale, this prospectus supplement and the accompanying prospectus are being used in a market-making transaction.

Unless otherwise specified in the applicable supplement, we do not intend to list the notes on any securities exchange.

Investing in the notes involves risks. See Risk Factors beginning on page S-5.

Our notes are unsecured and are not savings accounts, deposits, or other obligations of a bank. Our notes are not guaranteed by Bank of America, N.A. or any other bank, are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, and involve investment risks.

None of the Securities and Exchange Commission, any state securities commission, or any other regulatory body has approved or disapproved of these notes or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

BofA Merrill Lynch

Prospectus Supplement to Prospectus dated May 1, 2015

February 23, 2017

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ABOUT THIS PROSPECTUS SUPPLEMENT

We have registered our Medium-Term Notes, Series M (the notes) on a registration statement on Form S-3 filed with the Securities and Exchange Commission under Registration No. 333-202354.

From time to time, we intend to use this prospectus supplement, the accompanying prospectus, and a related pricing supplement, prospectus addendum and/or other prospectus supplement to offer the notes. We may refer to any pricing supplement as a term sheet. You should read each of these documents before investing in the notes.

This prospectus supplement describes additional terms of the notes and supplements the description of our other debt securities that may be issued under the Indenture