BANK OF AMERICA CORP /DE/
Form 424B5
May 16, 2018
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Pricing Supplement No. 64

(To Prospectus dated May 1, 2015 and

Prospectus Supplement

dated September 11, 2017, and Prospectus
Addendum dated May 14, 2018)

May 14, 2018

Medium-Term Notes, Series M

$2,250,000,000 3.499% Fixed/Floating Rate Senior Notes, due May 2022

This pricing supplement describes one or more series of our senior notes that will be issued under our Medium-Term Note Program, Series M.

The notes mature on May 17, 2022. We will pay interest on the notes (a) from May 17, 2018 to, but excluding, May 17, 2021, at a fixed rate of 3.499% per annum, payable semi-annually, and (b) from May 17, 2021 to, but excluding, the maturity date, at a floating rate per annum equal to three-month LIBOR (as defined below) plus a spread of 0.630%, payable quarterly. The determination provisions for three-month LIBOR are being modified. See page PS-3.

We will have the option to redeem the notes prior to the stated maturity as described in this pricing supplement under the heading Specific Terms of the Notes Optional Redemption. As described under Use of Proceeds, we will use the proceeds of the sale of the notes to fund renewable energy projects.

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.

	Per Note	Total
Public Offering Price	100.000%	$ 2,250,000,000
Selling Agents Commission	0.250%	$ 5,625,000
Proceeds (before expenses)	99.750%	$ 2,244,375,000

We expect to deliver the notes in book-entry only form through the facilities of The Depository Trust Company on May 17, 2018.

Sole Book-Runner

BofA Merrill Lynch

ABN AMRO	Mizuho Securities	SMBC Nikko	Westpac Capital Markets LLC
Loop Capital Markets	MFR Securities, Inc.	Multi-Bank Securities, Inc.	Ramirez & Co., Inc.

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SPECIFIC TERMS OF THE NOTES

The following description of the specific terms of the notes supplements, and should be read together with, the description of our Medium-Term Notes, Series M included in the attached prospectus supplement dated September 11, 2017, and the general description of our debt securities included in Description of Debt Securities in the attached prospectus dated May 1, 2015. Additional information relating to our use of the proceeds of the notes and our environmental business initiative is contained in the attached prospectus addendum dated May 14, 2018. If there is any inconsistency between the information in this pricing supplement, the attached prospectus addendum, 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 addendum, the attached prospectus supplement or the attached prospectus.

Title of the Series:	3.499% Fixed/Floating Rate Senior Notes, due May 2022
Aggregate Principal Amount Initially Being Issued:	$2,250,000,000
Issue Date:	May 17, 2018
CUSIP No.:	06051GHH5
ISIN:	US06051GHH56
Maturity Date:	May 17, 2022
Minimum Denominations:	$2,000 and multiples of $1,000 in excess of $2,000
Ranking:	Senior
Fixed Rate Coupon:	3.499% payable semi-annually in arrears from, and including, the Issue Date to, but excluding, May 17, 2021 (the Fixed Rate Period).
Floating Rate Coupon:	Base Rate plus 63 basis points, payable quarterly in arrears from, and including, May 17, 2021 to, but excluding, the Maturity Date (the Floating Rate Period).
Base Rate:	Three-month LIBOR for deposits in U.S. dollars (Reuters Page LIBOR01)
Index Maturity:	90 days
Interest Payment Dates and Interest Reset Dates during the Floating Rate Period:	During the Fixed Rate Period, May 17 and November 17 of each year, beginning November 17, 2018 and ending May 17, 2021, subject to the following unadjusted business day convention. During the Floating Rate Period, each of August 17, 2021, November 17, 2021, February 17, 2022 and May 17, 2022, subject to adjustment in accordance with the modified following business day convention (adjusted). Each Interest Payment Date during the Floating Rate Period also will be an Interest Reset Date.
Interest Determination Dates during the Floating Rate Period:	Second London banking day prior to the applicable Interest Reset Date.
Day Count Fraction:	30/360 during the Fixed Rate Period, Actual/360 during the Floating Rate Period

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Optional Redemption:	We will have the option to redeem the notes, in whole at any time or in part from time to time, on or after November 17, 2018 (or, if additional notes are issued after May 17, 2018, beginning six months after the issue date of such additional notes), and prior to May 17, 2021, at the make-whole redemption price described below under the heading Optional Redemption. We also will have the option to redeem the notes, in whole, but not in part, on May 17, 2021 at 100% of the principal amount of the notes being redeemed. If we redeem any notes, we also will pay accrued and unpaid interest, if any, thereon, to, but excluding, the redemption date.
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 the notes initially being issued without notice to the holders of existing notes by selling additional notes 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.

Three-Month LIBOR

For any Interest Determination Date, the term **three-month LIBOR** means the London interbank offered rate for deposits in U.S. dollars for a three month period, as that rate appears on Reuters screen page LIBOR01 at approximately 11:00 a.m., London time, on that Interest Determination Date. If no offered rate appears on Reuters screen page LIBOR01 on the relevant Interest Determination Date at approximately 11:00 a.m., London time, then we will select and identify to the calculation agent four major banks in the London interbank market, and the calculation agent will request the principal London offices of each of such banks to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least $1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time for the applicable interest period. If at least two quotations are provided, three-month LIBOR will be the arithmetic average (rounded upward if necessary to the nearest .00001 of 1%) of the quotations provided. If less than two quotes are provided, we will select and identify to the calculation agent three major banks in New York City, and the calculation agent will request each of such banks to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Interest Determination Date for loans in U.S. dollars to leading European banks for a three month period for the applicable interest period in an amount of at least $1,000,000. If three quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, three-month LIBOR for the

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applicable interest period will be equal to three-month LIBOR in effect for the then-current interest period or, in the case of the first interest period having a floating rate of interest, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the interest rate been a floating rate during the fixed rate period, if any.

Notwithstanding the foregoing, if the calculation agent determines on or prior to the relevant Interest Determination Date, after consultation with us, that three-month LIBOR has been discontinued, then we will appoint in our sole discretion an investment bank of national standing, which may be our affiliate, to determine whether there is a substitute or successor base rate to three-month LIBOR that is consistent with accepted market practice. If such investment bank of national standing determines that there is such a substitute or successor base rate, the calculation agent shall use such substitute or successor base rate. In such case, the calculation agent will implement changes to the business day convention, the definition of business day, the Interest Determination Date and any method for obtaining the substitute or successor base rate if such rate is unavailable on the relevant business day, in a manner that is consistent with industry accepted practices for such substitute or successor base rate, all as directed by the investment bank of national standing. If the investment bank of national standing determines that there is no such substitute or successor base rate as so provided above, three-month LIBOR for the applicable interest period will be determined in accordance with the steps provided in the immediately preceding paragraph.

As described in the attached prospectus supplement under the heading Description of the Notes Payment of Principal, Interest, and Other Amounts Due, the calculation agent for the notes will be the trustee. We may replace the calculation agent at any time, and we may appoint an affiliate of ours to act as calculation agent.

For purposes of determining the floating rate of interest, except as superseded by the above provisions regarding three-month LIBOR, the terms described in the attached prospectus under the heading Description of Debt Securities Floating-Rate Notes will apply to the notes.

Additional Considerations Relating to LIBOR

Reforms to and uncertainty regarding LIBOR may adversely affect our business and/or the value of, return on and trading market for the notes.

The U.K. Financial Conduct Authority, which regulates LIBOR, announced in July 2017 that it will no longer persuade or require banks to submit rates for LIBOR after 2021. This announcement, in conjunction with financial benchmark reforms more generally and changes in the interbank lending markets have resulted in uncertainty about the future of LIBOR and certain other rates or indices which are used as interest rate benchmarks. These actions and uncertainties may have the effect of triggering future changes in the rules or methodologies used to calculate benchmarks or lead to the discontinuance or unavailability of benchmarks. ICE Benchmark Administration is the administrator of LIBOR and maintains a reference panel of contributor banks, which includes Bank of America, N.A., London branch for certain LIBOR rates. Uncertainty as to the nature and effect of such reforms and actions, and the potential or actual discontinuance of benchmark quotes, may adversely affect the value of, return on and trading market for the notes and our other LIBOR-based securities or our financial condition or results of operations. Furthermore, there can be no assurances that we and other market participants will be adequately prepared for an actual discontinuation of benchmarks, including LIBOR, that may have an unpredictable impact on contractual mechanics (including, but not limited to, interest rates to be paid to or by us) and cause significant disruption to financial markets that are relevant to our business segments, among other adverse consequences, which may also result in adversely affecting our financial condition or results of operations.

The floating rate of interest on the notes may be calculated using alternative methods if three-month LIBOR is no longer quoted and may be calculated using a different base rate if three-month LIBOR is discontinued.

To the extent that three-month LIBOR is no longer quoted on the Reuters screen page as described in this pricing supplement, three-month LIBOR will be determined using the alternative methods described in

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this pricing supplement above under the heading Three-Month LIBOR. Any of these alternative methods may result in interest payments on the notes that are higher than, lower than or that do not otherwise correlate over time with the interest payments that would have been made on notes if three-month LIBOR was available in its current form. Further, the same reforms, actions, costs and/or risks that may lead to the discontinuation or unavailability of three-month LIBOR may make one or more of the alternative methods impossible or impracticable to determine. If three-month LIBOR is no longer quoted, or if three-month LIBOR is discontinued and it is determined there is no substitute or successor base rate to three-month LIBOR that is consistent with accepted market practice, the final alternative method for determining three-month LIBOR for the applicable Interest Determination Date is to use three-month LIBOR in effect for the then-current interest period or, in the case of the first interest period during the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of the first paragraph above under the heading Three-Month LIBOR had the interest rate been a floating rate during the Fixed Rate Period, if any. In addition, if the calculation agent determines, in consultation with us, that three-month LIBOR has been discontinued, then we will appoint in our sole discretion an investment bank of national standing, which may be our affiliate, to determine whether there is a substitute or successor base rate to three-month LIBOR that is consistent with accepted market practice. Any of the foregoing may have an adverse effect on the value of, return on and trading market for the notes.

If it is determined that three-month LIBOR has been discontinued, we will select an investment bank of national standing, which may be our affiliate, to assist us in the determination of the substitute or successor rate. If we select one of our affiliates to assist in the determination of the substitute or successor rate, the interests of such entity may be adverse to your interests as a holder of the notes.

Optional Redemption

We may redeem the notes, at our option, in whole, but not in part, on the Interest Payment Date on May 17, 2021, upon at least 10 business days , but not more than 60 calendar days , prior written notice to holders of the notes as described in the attached prospectus, at a redemption price equal to 100% of the principal amount of the notes being redeemed, plus accrued and unpaid interest, if any, thereon, to, but excluding, the redemption date.

In addition, we may redeem the notes, at our option, in whole at any time or in part from time to time, on or after November 17, 2018 (or, if additional notes are issued after May 17, 2018, then beginning six months after the issue date of such additional notes), and prior to May 17, 2021, upon at least 10 business days , but not more than 60 calendar days , prior written notice to the holders of the notes being redeemed, at a make-whole redemption price equal to the greater of:

(i) 100% of the principal amount of the 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 notes being redeemed, that would have been payable from the applicable redemption date to May 17, 2021 (not including 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 15 basis points,

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

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

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

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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 May 17, 2021, 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 treasury rate will be calculated by the quotation agent on the third business day preceding the applicable redemption date of the notes being redeemed.

In determining the treasury rate, the below terms will have the following meaning:

comparable treasury issue means, with respect to the applicable redemption date for the notes being redeemed, the U.S. Treasury security or securities selected by the quotation agent as having an actual or interpolated (on a day-count basis) maturity comparable to the remaining term of the notes, as if the notes matured on May 17, 2021, 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 the notes as if the notes matured on matured on May 17, 2021.

comparable treasury price means, with respect to any applicable redemption date, (1) the average of the reference treasury dealer quotations for such redemption date, after excluding the highest and lowest reference treasury dealer quotations, provided that the quotation agent obtains five 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, or its successor, 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 redemption price, interest will cease to accrue on the notes or portions thereof called for redemption on the applicable redemption date. If fewer than all of the notes are to be redeemed, for so long as the notes are in book-entry only form, the 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, and any successor to Merrill Lynch, Pierce, Fenner & Smith Incorporated will be, our affiliate, the economic interests of Merrill Lynch, Pierce, Fenner & Smith Incorporated or its successor may be adverse to your interests as a holder of the 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 notes before their maturity pursuant to the make-whole optional redemption described above. Merrill Lynch, Pierce, Fenner & Smith Incorporated is, and any successor to Merrill Lynch, Pierce, Fenner & Smith Incorporated will be, obligated to carry out its duties and functions as quotation agent in good faith.

Use of Proceeds

Environmental Business Initiatives

In 2012, our consolidated company announced a new 10-year $50 billion environmental business initiative to help address climate change, reduce demands on natural resources and advance lower-carbon economic solutions. We have since increased this commitment to $125 billion in low carbon business by 2025. As part of this initiative, we are focusing on energy efficiency, renewable energy and energy infrastructure, advanced transportation, waste and water management, through lending, investing and facilitating capital, providing advice and developing solutions for clients around the world.

Eligible Green Projects

An amount equal to the net proceeds from any sale of the notes will be used to fund renewable energy projects (Eligible Green Projects), in whole or in part, as defined by Bank of America internal investment criteria. Renewable energy projects include financing of, or investments in, equipment and systems which facilitate the use of energy from renewable sources, such as solar, wind, and geothermal energy. These Eligible Green Projects are for illustrative purposes only and no assurance can be provided that the proceeds of the notes will be allocated to fund projects with these specific characteristics during the term of the notes.

Project Evaluation and Selection

The Eligible Green Projects are identified and selected via a process that involves participants from various functional areas including our Global Environmental Group, our Corporate Treasury group and our Global Banking group.

Our Global Environmental Group evaluates and determines project eligibility according to the criteria indicated above. The list of projects compiled by the Global Environmental Group is reviewed and approved by our Corporate Treasury group and our Global Banking group.

Management of Proceeds

An amount equal to the net proceeds of the notes will be allocated by us to the financing of existing and future Eligible Green Projects. So long as the notes remain outstanding, our internal records will show, at any time, an amount equal to the net proceeds from the issuance of the notes as allocated to the assets that meet our internal investment criteria of Eligible Green Projects. Pending the allocation of the net proceeds of the notes to finance Eligible Green Projects, the net proceeds will be invested in overnight or otherwise short-term financial instruments.

Payment of principal of and interest on the notes will be made from Bank of America s general funds and will not be directly linked to the performance of any Eligible Green Projects.

We will review and update the Eligible Green Projects to which the net proceeds of the notes are allocated on a quarterly basis. Any proceeds allocated to projects that have been sold, prepaid, amortized or otherwise become ineligible shall be reallocated to other Eligible Green Projects.

Reporting

During the term of the notes, we will provide and keep readily available, on a designated website, information on the allocation of the net proceeds of the notes, to be updated at least annually until full allocation and as necessary thereafter in the event of new developments.

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This information will include:

- the allocation of the net proceeds of the notes to Eligible Green Projects, detailing the Eligible Green Projects funded, current funded amounts, initial funding dates and contractual maturity dates, and
- assertions by management that the net proceeds of the notes are invested either in qualifying Eligible Green Projects or in overnight or other short-term financial instruments.

The updates and assertions will be accompanied by a report from an independent accountant in respect of the independent accountant s examination of management s assertion conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants.

Further Information

The Green Bond Principles 2017 are voluntary process guidelines for the issuance of green bonds developed by a committee of issuers, investors and other participants in the green bond market. The Green Bond Principles 2017 have four core components:

- use of proceeds;
- process for project evaluation and selection;
- management of proceeds; and
- reporting.

We are in alignment with these components, as described above.

U.S. FEDERAL INCOME TAX CONSIDERATIONS

For a brief description of the U.S. federal income tax considerations applicable to an investment in the notes, see U.S. Federal Income Tax Considerations and U.S. Federal Income Tax Considerations Taxation of Debt Securities beginning on page 99 and page 100, respectively, of the attached prospectus as well as U.S. Federal Income Tax Considerations on page S-24 in the attached prospectus supplement. In addition to the limitations set forth therein, that description does not address the consequences to taxpayers subject to special tax accounting rules under Section 451(b) of the Internal Revenue Code of 1986, as amended, which was recently added to the Code by legislation known as the Tax Cuts and Jobs Act.

The following paragraph supplements the discussion under U.S. Federal Income Tax Considerations Foreign Account Tax Compliance Act beginning on page 122 of the accompanying prospectus.

The IRS has announced that withholding and reporting under the Foreign Account Tax Compliance Act on payments of gross proceeds from a sale or redemption of the notes will only apply to payments made after December 31, 2018.

You should consult with your own tax advisor before investing in the notes.

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SUPPLEMENTAL INFORMATION CONCERNING THE PLAN OF DISTRIBUTION AND CONFLICTS OF INTEREST

On May 14, 2018, 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 Notes ($)
Merrill Lynch, Pierce, Fenner & Smith Incorporated	$ 2,160,000,000
ABN AMRO Securities (USA) LLC	16,875,000
Mizuho Securities USA LLC	16,875,000
SMBC Nikko Securities America, Inc.	16,875,000
Westpac Capital Markets LLC	16,875,000
Loop Capital Markets LLC	5,625,000
MFR Securities, Inc.	5,625,000
Multi-Bank Securities, Inc.	5,625,000
Samuel A. Ramirez & Company, Inc.	5,625,000
Total	$ 2,250,000,000

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 notes, and the selling agents and those dealers may resell the notes to other dealers at a reallowance discount which will not exceed 0.100% of the principal amount of the notes.

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 $440,500.

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

We expect that delivery of the notes will be made to investors on or about May 17, 2018, which is the third business day following the date of this pricing supplement (such settlement being referred to as T+3). Under Rule 15c6-1 of the Securities and Exchange Act of 1934, trades in the secondary market generally are required to settle in two business days, unless the parties to a trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of this pricing supplement will be required, by virtue of the fact that the notes initially settle in T+3, to specify an alternate settlement cycle at the time of the trade to prevent a failed settlement and should consult their own advisors in connection with that election.

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

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instruments of ours or our affiliates. 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.

To the extent any 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

Bermuda. The notes may be offered or sold in Bermuda only in compliance with the provisions of the Investment Business Act 2003 of Bermuda which regulates the sale of securities in Bermuda. Additionally, non-Bermudian persons (including companies) may not carry on or engage in any trade or business in Bermuda (which could include the offering of the notes in Bermuda), unless such persons are licensed under applicable Bermuda legislation.

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 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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Prospectus Addendum

(To Prospectus Dated May 1, 2015 and Prospectus Supplement Dated September 11, 2017)

May 14, 2018

As part of our Bank of America Corporation Medium-Term Notes, Series M, program, we may offer from time to time notes where the proceeds will be used to further our consolidated company s environmental business initiative.

In 2012, our consolidated company announced a new 10-year $50 billion environmental business initiative to help address climate change, reduce demands on natural resources and advance lower-carbon economic solutions. We have since increased this commitment to $125 billion in low carbon business by 2025. As part of this initiative, we are focusing on energy efficiency, renewable energy and energy infrastructure, advanced transportation, waste and water management, through lending, investing and facilitating capital, providing advice and developing solutions for clients around the world.

We may offer from time to time our Medium-Term Notes, Series M, where we specify that the proceeds from such offering will be used in furtherance of this initiative, in particular to finance renewable energy projects. The specific terms of any notes that we offer in conjunction with our company s environmental business initiative will be determined before each sale and will be described in a separate pricing supplement. The terms of any such notes will not be tied to any specific environmental project or the performance or success of any environmental project.

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.

We may use this prospectus addendum and the accompanying prospectus and prospectus supplement in the initial sale of any notes. In addition, Merrill Lynch, Pierce, Fenner & Smith Incorporated, or any of our other affiliates, may use this prospectus addendum and the accompanying prospectus and prospectus supplement 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 addendum and the accompanying prospectus and prospectus supplement are being used in a market-making transaction.

Unless otherwise specified in the applicable pricing 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 of the accompanying prospectus supplement and Risk Factors beginning on page 9 of the accompanying prospectus.

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 addendum or the accompanying prospectus and prospectus supplement. Any representation to the contrary is a criminal offense.

BofA Merrill Lynch

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USE OF PROCEEDS

Eligible Green Projects

An amount equal to the net proceeds from any sale of notes in furtherance of our environmental business initiative will be used to fund renewable energy projects (Eligible Green Projects), in whole or in part, as defined by Bank of America internal investment criteria. Renewable energy projects include financing of, or investments in, equipment and systems which facilitate the use of energy from renewable sources, such as solar, wind, and geothermal energy. The specific use of proceeds of any note issuance will be described in the applicable pricing supplement.

Project Evaluation and Selection

The Eligible Green Projects are identified and selected via a process that involves participants from various functional areas including our Global Environmental Group, our Corporate Treasury group and our Global Banking group.

Our Global Environmental Group evaluates and determines project eligibility according to the criteria indicated above. The list of projects compiled by the Global Environmental Group is reviewed and approved by our Corporate Treasury group and our Global Banking group.

Management of Proceeds

An amount equal to the net proceeds from the sale of a specific issue of notes will be allocated by us to the financing of existing and future Eligible Green Projects. So long as that tranche of notes remains outstanding, our internal records will show, at any time, an amount equal to the net proceeds from the issuance of those notes as allocated to the assets that meet our internal investment criteria of Eligible Green Projects. Pending the allocation of the net proceeds of such notes to finance Eligible Green Projects, the net proceeds will be invested in overnight or otherwise short-term financial instruments.

Payment of principal of and interest on the notes will be made from Bank of America s general funds and will not be directly linked to the performance of any Eligible Green Projects.

We will review and update the Eligible Green Projects to which the net proceeds of the notes are allocated on a quarterly basis. Any proceeds allocated to projects that have been sold, prepaid, amortized or otherwise become ineligible shall be reallocated to other Eligible Green Projects.

Reporting

During the term of any tranche or series of notes issued in furtherance of our environmental business initiative, we will provide and keep readily available, on a designated website, information on the allocation of the net proceeds of those notes, to be updated at least annually until full allocation and as necessary thereafter in the event of new developments. This information will include: (i) the allocation of the net proceeds of those notes to Eligible Green Projects, detailing the Eligible Green Projects funded, current funded amounts, initial funding dates and contractual maturity dates, and (ii) assertions by management that the net proceeds of that tranche or series of notes are invested either in qualifying Eligible Green Projects or in overnight or other short-term financial instruments. The updates and assertions will be accompanied by a report from an independent accountant in respect of the independent accountant s examination of management s assertion conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants.

Further Information

The Green Bond Principles 2017 are voluntary process guidelines for the issuance of green bonds developed by a committee of issuers, investors and other participants in the green bond market. The Green Bond Principles 2017 have four core components:

- use of proceeds;
- process for project evaluation and selection;
- management of proceeds; and
- reporting.

We are in alignment with these components, as described above.

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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:

- federal funds rate
- LIBOR
- EURIBOR
- prime rate
- treasury rate
- 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.

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

September 11, 2017

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