

BANK OF AMERICA CORP /DE/
Form S-3/A
June 27, 2018
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As Filed with the Securities and Exchange Commission on June 27, 2018

Registration No. 333-224523

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Pre-Effective
Amendment No. 1
to
Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BANK OF AMERICA CORPORATION

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(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

56-0906609
(I.R.S. Employer Identification Number)

Bank of America Corporate Center

100 North Tryon Street

Charlotte, North Carolina 28255

(704) 386-5681

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

SEE TABLE OF ADDITIONAL REGISTRANTS BELOW

ROSS E. JEFFRIES, JR.

Deputy General Counsel and Corporate Secretary

Bank of America Corporation

Bank of America Corporate Center

100 North Tryon Street

Charlotte, North Carolina 28255

(704) 386-5681

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

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New York, New York 10017

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Approximate date of commencement of the proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

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Title of each class of securities to be registered	Amount to be registered/ Proposed maximum offering price per unit/ Proposed maximum aggregate offering price	Amount of registration fee
Debt Securities	(1)(3)	(2)
Warrants(4)	(1)(3)	(2)
Purchase Contracts	(1)(3)	(2)
Units(5)	(1)(3)	(2)
Preferred Stock	(1)(3)	(2)
Depository Shares(6)	(1)(3)	(2)
Common Stock, par value \$0.01 per share	(1)(3)	(2)
Junior Subordinated Notes	(3)	(9)
Trust Securities of BAC Capital Trusts XIII, XIV and XV; Merrill Lynch Capital Trust I (collectively, the Trusts)(7)	(3)	(9)
Bank of America Corporation Guarantees with respect to Trust Securities(8)	(3)	(9)
Total	\$88,363,468,194.00(1)(3)	\$11,001,251.79(1)(2)(9)

- (1) The amount to be registered and the proposed maximum aggregate offering price per unit are not specified as to each class of securities to be registered pursuant to General Instruction II.D of Form S-3 under the Securities Act of 1933, as amended (the Securities Act). The proposed maximum aggregate offering price is estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act. There is registered hereunder such amount of debt securities, warrants, purchase contracts, units, preferred stock, depository shares and common stock as will have a maximum aggregate offering price not to exceed \$125,000,000,000.00 (or the equivalent thereof in any other currency). Separate consideration may or may not be received for securities that are issuable on exercise, conversion, or exchange of other securities or that are issued in units or represented by depository shares. To the extent that separate consideration is received for any such securities, the aggregate amount of such consideration will be included in the aggregate offering price of all securities sold.
- (2) Pursuant to Rule 415(a)(6) under the Securities Act, this Registration Statement includes \$36,636,531,806.00 aggregate offering price of unsold securities of Bank of America Corporation (the Unsold Securities) previously registered pursuant to the Registration Statement on Form S-3, No. 333-202354, originally filed on February 27, 2015 and declared effective on May 1, 2015 (the Prior Registration Statement). A filing fee of \$4,257,165.00 (calculated at the rate in effect at the time the Prior Registration Statement was filed) was previously paid under the Prior Registration Statement in respect of the Unsold Securities that will continue to be applied to the Unsold Securities pursuant to Rule 415(a)(6). Also pursuant to Rule 415(a)(6), the offering of Unsold Securities under the Prior Registration Statement will be deemed terminated as of the date of effectiveness of this Registration Statement. In connection with the \$88,363,468,194.00 maximum aggregate offering price of new securities being registered hereunder, registration fees of \$11,001,251.79 are payable. Of such registration fees, pursuant to Rule 457(p) under the Securities Act, in connection with the initial filing of this Registration Statement on April 30, 2018, \$1,524,318.99 were offset by unused registration fees previously paid with respect to unsold securities registered under the Registration Statement on Form S-3 (No. 333-189211) of Bank of America Auto Receivables Securitization, LLC, a wholly-owned subsidiary of Bank of America Corporation, filed on June 10, 2013, as amended by Pre- Effective Amendment No. 1 filed on July 18, 2013), and the remaining \$9,476,932.80 in registration fees is being paid herewith.
- (3) This Registration Statement also covers an indeterminate amount of the registered securities that may be reoffered and resold on an ongoing basis after their initial sale in market-making transactions by affiliates of the Registrants. These securities consist of an indeterminate amount of such securities that are initially being registered, and will initially be offered and sold, under this Registration Statement and an indeterminate amount of such securities that were initially registered, and were initially offered and sold, under registration statements previously filed by the Registrants or certain predecessors. All such market-making transactions with respect to these securities that are made pursuant to a registration statement after the effectiveness of this Registration Statement are being made solely pursuant to this Registration Statement.
- (4) Warrants may entitle the holder to purchase debt securities, common stock or preferred stock registered hereby, to receive cash determined by reference to an index or indices, or to receive cash determined by reference to currencies.
- (5) Each unit will represent an interest in one or more of Bank of America Corporation s debt securities, warrants, purchase contracts, shares of preferred stock, depository shares, or common stock being registered under this Registration Statement, in any combination, which may or may not be separable from one another.
- (6) Each depository share will represent a fractional interest in a share or multiple shares of preferred stock and will be evidenced by a depository receipt.
- (7) This Registration Statement covers the securities that were previously issued by any of the Trusts, including but not limited to capital securities, trust preferred securities and preferred income trust securities.
- (8)

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Bank of America Corporation also is registering the guarantees and other obligations that it may have with respect to trust securities previously issued by any of the Trusts. No separate consideration will be received for any of the guarantees or other obligations. Pursuant to Rule 457(n) under the Securities Act, no separate registration fee will be paid in respect of any such guarantees or any other obligations.

- (9) Pursuant to Rule 457(q) under the Securities Act, no filing fee is required for the registration of an indeterminate amount of securities to be offered in market-making transactions by affiliates of the Registrants as described in Note (3) above.

THE REGISTRANTS HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANTS SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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TABLE OF ADDITIONAL REGISTRANTS

BAC Capital Trust XIII	Delaware	20-7020707	Bank of America
BAC Capital Trust XIV	Delaware	20-7020714	Corporate Center
BAC Capital Trust XV	Delaware	26-6201018	100 North Tryon Street
Merrill Lynch Capital Trust I	Delaware	20-5981594	Charlotte, NC 28255
<i>(Exact Name of Registrant as Specified in its Charter)</i>	<i>(State or Other Jurisdiction of Incorporation or Organization)</i>	<i>(I.R.S. Employer Identification Number)</i>	(704) 386-5681 <i>(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)</i>

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EXPLANATORY NOTE

This Registration Statement contains:

a base prospectus to be used by Bank of America Corporation in connection with offerings of its debt securities, warrants, units, purchase contracts, preferred stock, depositary shares, and common stock;

a prospectus supplement to the base prospectus relating to the offering by Bank of America Corporation of its Medium-Term Senior Notes, Series N, and Medium-Term Subordinated Notes, Series N;

a base prospectus to be used by Bank of America Corporation in connection with offerings of its senior and subordinated InterNotes®; and

a market-maker prospectus intended for use by Bank of America Corporation's direct or indirect broker-dealer subsidiaries, including Merrill, Lynch, Pierce, Fenner & Smith Incorporated, or other affiliates, in connection with offers and sales related to secondary market transactions (market-making transactions) in debt securities, preferred stock, depositary shares, junior subordinated notes, trust securities or guarantees previously registered under the Securities Act of 1933, as amended. The market-maker prospectus does not substitute or replace the original prospectuses relating to securities offered hereby in such market-making transactions, which are on file with the Securities and Exchange Commission.

Each of the two base prospectuses, as well as the prospectus supplement described above, also may be used by broker-dealer affiliates of Bank of America Corporation, including Merrill Lynch, Pierce, Fenner & Smith Incorporated, in market-making transactions in securities after their initial offer and sale pursuant thereto.

InterNotes® is a registered servicemark of Incapital Holdings LLC.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JUNE 27, 2018

PROSPECTUS

\$123,000,000,000

Debt Securities, Warrants, Units, Purchase Contracts,

Preferred Stock, Depositary Shares, and Common Stock

We from time to time may offer to sell up to \$123,000,000,000, or the equivalent thereof in any other currency, of our debt securities, warrants, purchase contracts, preferred stock, depositary shares representing fractional interests in preferred stock, and common stock, as well as units comprised of one or more of these securities, in any combination. The debt securities, warrants, purchase contracts, and preferred stock may be convertible into or exercisable or exchangeable for our common or preferred stock. Our common stock is listed on the New York Stock Exchange under the symbol BAC. The other securities that we may offer from time to time under this prospectus may be listed on the New York Stock Exchange or another national securities exchange, as specified in the applicable supplement.

This prospectus provides a general description of material terms of these securities that are known as of the date of this prospectus and the general manner in which we will offer the securities. These securities may be offered for sale from time to time in amounts, on terms and at prices as shall be determined in connection with such offer and sale. These terms and prices will be described in one or more supplements hereto. When we sell a particular issue of securities, we will provide one or more supplements to this prospectus describing the offering and the specific terms of those securities. You should read this prospectus and any applicable supplement carefully before you invest.

We will use this prospectus in the initial sale of these securities. In addition, Merrill Lynch, Pierce, Fenner & Smith Incorporated, or any of our other broker-dealer affiliates, may use this prospectus in a market-making transaction in any of these securities after their initial sale. Unless you are informed otherwise in the confirmation of sale, this prospectus is being used in a market-making transaction.

Potential purchasers of our securities should consider the information set forth in the Risk Factors section beginning on page 9.

Our securities are unsecured and are not savings accounts, deposits, or other obligations of a bank, 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 may involve investment risks, including possible loss of principal.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Prospectus dated , 2018

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a shelf registration process. Under this shelf process, we may, from time to time, sell any type of the securities described in this prospectus or the registration statement in one or more offerings.

This prospectus provides you with a general description of the material terms of securities we may offer that are known as of the date of this prospectus and the general manner in which we will offer the securities. Each time we offer and sell securities, we will provide one or more prospectus supplements and/or pricing supplements that describe the particular securities offering and the specific terms of the securities being offered. These documents also may add, update, or change information contained in this prospectus. In this prospectus, when we refer to the applicable supplement, we mean the prospectus supplement or supplements, as well as any applicable pricing supplements, that describe the particular securities being offered to you. If there is any inconsistency between the information in this prospectus and the applicable supplement, you should rely on the information in the applicable supplement.

The information in this prospectus is not complete and may be changed. You should rely only on the information provided in or incorporated by reference in this prospectus, the applicable supplement, or documents to which we otherwise refer you. We are not making an offer of these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and the applicable supplement, as well as information we have filed or will file with the SEC and incorporated by reference in this prospectus, is accurate only as of the date of the applicable document or other date referred to in that document. Our business, financial condition, and results of operations may have changed since that date.

Unless we indicate otherwise or unless the context requires otherwise, all references in this prospectus to Bank of America, we, us, our, or similar references are to Bank of America Corporation excluding its consolidated subsidiaries.

References in this prospectus to \$ and dollars are to the currency of the United States of America; and references in this prospectus to and euro are to the currency introduced at the start of the third stage of the European Economic and Monetary Union pursuant to Article 109g of the Treaty establishing the European Community, as amended from time to time.

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PROSPECTUS SUMMARY

This summary section provides a brief overview of material terms of the securities we may offer that are known as of the date of this prospectus and highlights other selected information from this prospectus. This summary does not contain all the information that you should consider before investing in the securities we may offer using this prospectus. To fully understand the securities we may offer, you should read carefully:

this prospectus, which provides a general description of the material terms of the securities we may offer;

the applicable supplement, which describes the specific terms of the particular securities we are offering and the offering, and which may update or change the information in this prospectus; and

the documents we refer to in [Where You Can Find More Information](#) below for information about us, including our financial statements.

Bank of America Corporation