BANK OF AMERICA CORP /DE/
Form 424B5
October 20, 2016
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Registration No. 333-202354

Pricing Supplement No. 229

(To Prospectus dated May 1, 2015 and
Prospectus Supplement dated October 17, 2016)

October 18, 2016

$5,000,000,000

Medium-Term Notes, Series L

$500,000,000 Floating Rate Senior Notes, due October 2022

$2,000,000,000 2.503% Senior Notes, due October 2022

$2,500,000,000 3.248% Senior Notes, due October 2027

This pricing supplement describes three series of our senior notes that will be issued under our Medium-Term Note Program, Series L. We refer to our Floating Rate Senior Notes, due October 2022 as the floating rate notes, to our 2.503% Senior Notes, due October 2022 as the 6-year fixed rate notes, to our 3.248% Senior Notes, due October 2027 as the 11-year fixed rate notes, to the 6-year fixed rate notes and the 11-year fixed rate notes together as the fixed rate notes and to the fixed rate notes and the floating rate notes collectively as the notes.

The floating rate notes mature on October 21, 2022. We will pay interest on the floating rate notes for each quarterly interest period at a floating rate per annum equal to three-month LIBOR plus a spread of 1.180%.

The 6-year fixed rate notes mature on October 21, 2022. We will pay interest on the 6-year fixed rate notes for each semi-annual interest period at a rate of 2.503% per annum.

The 11-year fixed rate notes mature on October 21, 2027. We will pay interest on the 11-year fixed rate notes for each semi-annual interest period at a rate of 3.248% per annum.

We will have the option to redeem the notes 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 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		**6-Year Fixed Rate Notes**		**11-Year Fixed Rate Notes**	
	Per Note	**Total**	**Per Note**	**Total**	**Per Note**	**Total**
Public Offering Price	100.000%	$ 500,000,000	100.000%	$ 2,000,000,000	100.000%	$ 2,500,000,000
Selling Agents Commission	0.350%	$ 1,750,000	0.350%	$ 7,000,000	0.450%	$ 11,250,000
Proceeds (before expenses)	99.650%	$ 498,250,000	99.650%	$ 1,993,000,000	99.550%	$ 2,488,750,000

We expect to deliver the notes in book-entry only form through the facilities of The Depository Trust Company on or about October 21, 2016.

Sole Book-Runner

BofA Merrill Lynch

ANZ Securities | Barclays | BBVA | BMO Capital Markets
BNY Mellon Capital Markets, LLC | Capital One Securities | Credit Agricole CIB | Danske Markets Inc.
Erste Bank | HSBC | ING | Lloyds Securities
Mizuho Securities | nabSecurities, LLC | Rabo Securities | RBS
Santander | Scotiabank | SOCIETE GENERALE | SMBC Nikko
Huntington Investment Company | UniCredit Capital Markets
Blaylock Beal Van, LLC | CastleOak Securities, L.P. | Mischler Financial Group, Inc. | Siebert Cisneros Shank & Co., L.L.C.

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SPECIFIC TERMS OF THE NOTES

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 L included in the attached prospectus supplement dated October 17, 2016, 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 Series:	Floating Rate Senior Notes, due October 2022
Aggregate Principal Amount Initially Being Issued:	$500,000,000
Issue Date:	October 21, 2016
CUSIP No.:	06051GFY0
ISIN:	US06051GFY08
Maturity Date:	October 21, 2022
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:	118 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 January 21, 2017, subject to adjustment in accordance with modified following business day convention (adjusted).
Interest Determination Dates:	Second London banking day prior to applicable Interest Reset Date.
Record Dates for Interest Payments:	For book-entry only floating rate notes, one business day prior to the applicable Interest Payment Date. If the floating rate 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.

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Optional Redemption:	We will have the option to redeem the floating rate notes, in whole, but not in part, on October 21, 2021 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.
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 floating rate notes initially being issued without notice to the holders of existing floating rate notes by selling additional floating rate notes having the same terms, provided that such additional floating rate notes shall be fungible for U.S. federal income tax purposes. However, any new floating rate notes of this kind may have a different offering price and may begin to bear interest on a different date.

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Terms of the 6-Year Fixed Rate Notes

Title of Series:	2.503% Senior Notes, due October 2022
Aggregate Principal Amount Initially Being Issued:	$2,000,000,000
Issue Date:	October 21, 2016
CUSIP No.:	06051GFZ7
ISIN:	US06051GFZ72
Maturity Date:	October 21, 2022
Minimum Denominations:	$2,000 and multiples of $1,000 in excess of $2,000
Ranking:	Senior
Day Count Fraction:	30/360
Interest Rate:	2.503%
Interest Periods:	Semi-annual
Interest Payment Dates:	April 21 and October 21 of each year, beginning April 21, 2017, subject to following unadjusted business day convention.
Record Dates for Interest Payments:	For book-entry only 6-year fixed rate notes, one business day prior to the applicable Interest Payment Date. If the 6-year fixed rate 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.
Optional Redemption:	We will have the option to redeem the 6-year fixed rate notes, in whole at any time or in part from time to time, on or after October 22, 2017 (or, if additional 6-year fixed rate notes are issued after October 21, 2016, on or after the later of October 22, 2017 and six months after the issue date of such additional 6-year fixed rate notes), except for October 21, 2021, at the applicable make-whole redemption price for the 6-year fixed rate notes described below under the heading Specific Terms of the Notes Optional Redemption of the Fixed Rate Notes. We also will have the option to redeem the 6-year fixed rate notes, in whole, but not in part, on October 21, 2021 at 100% of the principal amount of the 6-year fixed rate notes being redeemed. If we redeem any 6-year fixed rate notes, we also will pay accrued and unpaid interest, if any, thereon, to, but excluding, the redemption date.
Repayment at Option of Holder:	None
Listing:	None
Selling Agents and Conflicts of Interest:	As set forth beginning on page PS-9.

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Further Issuances:	We have the ability to "reopen," or increase after the Issue Date, the aggregate principal amount of the 6-year fixed rate notes initially being issued without notice to the holders of existing 6-year fixed rate notes by selling additional 6-year fixed rate notes having the same terms, provided that such additional 6-year fixed rate notes shall be fungible for U.S. federal income tax purposes. However, any new 6-year fixed rate notes of this kind may have a different offering price and may begin to bear interest on a different date.

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Terms of the 11-Year Fixed Rate Notes

Title of the Series:	3.248% Senior Notes, due October 2027
Aggregate Principal Amount Initially Being Issued:	$2,500,000,000
Issue Date:	October 21, 2016
CUSIP No.:	06051GGA1
ISIN:	US06051GGA13
Maturity Date:	October 21, 2027
Minimum Denominations:	$2,000 and multiples of $1,000 in excess of $2,000
Ranking:	Senior
Day Count Fraction:	30/360
Interest Rate:	3.248%
Interest Periods:	Semi-annual
Interest Payment Dates:	April 21 and October 21 of each year, commencing April 21, 2017, subject to following unadjusted business day convention.
Record Dates for Interest Payments:	For book-entry only 11-year fixed rate notes, one business day prior to the applicable Interest Payment Date. If the 11-year fixed rate 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.
Optional Redemption:	We will have the option to redeem the 11-year fixed rate notes, in whole at any time or in part from time to time, on or after October 22, 2017 (or, if additional 11-year fixed rate notes are issued after October 21, 2016, on or after the later of October 22, 2017 and six months after the issue date of such additional 11-year fixed rate notes), except for October 21, 2026, at the applicable make-whole redemption price for the 11-year fixed rate notes described below under the heading Specific Terms of the Notes Optional Redemption of the Fixed Rate Notes. We also will have the option to redeem the 11-year fixed rate notes, in whole, but not in part, on October 21, 2026 at 100% of the principal amount of the 11-year fixed rate notes being redeemed. If we redeem any 11-year fixed rate notes, we also will pay accrued and unpaid interest, if any, thereon, to, but excluding, the redemption date.
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 11-year fixed rate notes initially being

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issued without notice to the holders of existing 11-year fixed rate notes by selling additional 11-year fixed rate notes having the same terms, provided that such additional 11-year fixed rate notes shall be fungible for U.S. federal income tax purposes. However, any new 11-year fixed rate 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 October 21, 2021, 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 Rate Notes

We may redeem either or both of the 6-year fixed rate notes and the 11-year fixed rate notes, at our option, in whole, but not in part, on (a) for the 6-year fixed rate notes, October 21, 2021, and (b) for the 11-year fixed rate notes, October 21, 2026, upon at least 10 business days but not more than 60 calendar days prior written notice to holders of the applicable fixed rate notes being redeemed as described in the attached prospectus, at a redemption price equal to 100% of the principal amount of the applicable fixed rate notes being redeemed, plus accrued and unpaid interest, if any, thereon, to, but excluding, the redemption date.

In addition, we may redeem either or both of the 6-year fixed rate notes and the 11-year fixed rate notes, at our option, in whole at any time or in part from time to time, on or after October 22, 2017 (or, if additional 6-year fixed rate notes or 11-year fixed rate notes, as applicable, are issued after October 21, 2016, on or after the later of October 22, 2017 and six months after the issue date of such additional 6-year fixed rate notes or 11-year fixed rate notes, as applicable), except for (a) October 21, 2021 in the case of the 6-year fixed rate notes and (b) October 21, 2026 in the case of the 11-year fixed rate notes, upon at least 10 business days but not more than 60 calendar days prior written notice to the holders of the applicable fixed rate notes being redeemed as described in the attached prospectus, at a redemption price equal to the greater of:

(i) 100% of the principal amount of the applicable fixed rate notes to be redeemed; or

(ii) as determined by the quotation agent described below, the sum of the present values of the remaining scheduled payments of principal and interest on the applicable fixed rate notes to be redeemed, not including interest accrued to, but excluding, the redemption date, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus (x) for the 6-year fixed rate notes, 20 basis points, and (y) for the 11-year fixed rate notes, 25 basis points,

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

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Notwithstanding the foregoing, any interest on fixed 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 rate notes will be payable on such Interest Payment Date to holders of such fixed rate notes being redeemed as of the close of business on the relevant record date according to the terms of the applicable fixed rate notes and the Senior Indenture.

treasury rate means, with respect to any 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 calculation date, appearing in the most recently published statistical release designated H.15(519), or any successor publication that is published weekly by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity, under the caption Treasury Constant Maturities for the maturity corresponding to the applicable comparable treasury issue; *provided* that, if no maturity is within three months before or after the stated Maturity Date of the applicable fixed rate notes to be redeemed, yields for the two published maturities most closely corresponding to the applicable comparable treasury issue will be determined and the 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 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 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 applicable fixed rate notes to be redeemed.

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

comparable treasury issue means, with respect to any redemption date, 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 applicable fixed rate notes to be redeemed 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 rate notes.

comparable treasury price means, with respect to any 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 rate notes or portions thereof called for redemption on the applicable redemption date. If

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fewer than all of the applicable fixed rate notes are to be redeemed, for so long as such fixed rate notes are in book-entry only form, such fixed 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 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 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.

Supplemental Information Concerning the Plan of Distribution and Conflicts of Interest

On October 18, 2016, 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 6-Year Fixed Rate Notes	Principal Amount of 11-Year Fixed Rate Notes
Merrill Lynch, Pierce, Fenner & Smith Incorporated	$ 385,000,000	$ 1,540,000,000	$ 1,925,000,000
ANZ Securities, Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
Barclays Capital Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
BBVA Securities Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
BMO Capital Markets Corp.	$ 5,000,000	$ 20,000,000	$ 25,000,000
BNY Mellon Capital Markets, LLC	$ 5,000,000	$ 20,000,000	$ 25,000,000
Capital One Securities, Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
Credit Agricole Securities (USA) Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
Danske Markets Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
Erste Group Bank AG	$ 5,000,000	$ 20,000,000	$ 25,000,000
HSBC Securities (USA) Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
ING Financial Markets LLC	$ 5,000,000	$ 20,000,000	$ 25,000,000
Lloyds Securities Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
Mizuho Securities USA Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
nabSecurities, LLC	$ 5,000,000	$ 20,000,000	$ 25,000,000
Rabo Securities USA, Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
RBS Securities Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
Santander Investment Securities Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
Scotia Capital (USA) Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
SG Americas Securities, LLC	$ 5,000,000	$ 20,000,000	$ 25,000,000
SMBC Nikko Securities America, Inc.	$ 5,000,000	$ 20,000,000	$ 25,000,000
The Huntington Investment Company	$ 5,000,000	$ 20,000,000	$ 25,000,000
UniCredit Capital Markets LLC	$ 5,000,000	$ 20,000,000	$ 25,000,000
Blaylock Beal Van, LLC	$ 1,250,000	$ 5,000,000	$ 6,250,000
CastleOak Securities, L.P.	$ 1,250,000	$ 5,000,000	$ 6,250,000
Mischler Financial Group, Inc.	$ 1,250,000	$ 5,000,000	$ 6,250,000
Siebert Cisneros Shank & Co., L.L.C.	$ 1,250,000	$ 5,000,000	$ 6,250,000

Total	$ 500,000,000	$ 2,000,000,000	$ 2,500,000,000

The selling agents may sell the notes to certain dealers at the public offering price, less a concession which will not exceed 0.200% of the principal amount of the floating rate notes, 0.200% of the principal

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amount of the 6-year fixed rate notes and 0.250% of the principal amount of the 11-year fixed rate notes, and the selling agents and those dealers may resell the notes to other dealers at a reallowance discount which will not exceed 0.150% of the principal amount of the floating rate notes, 0.150% of the principal amount of the 6-year fixed rate notes and 0.200% of the principal amount of the 11-year fixed rate 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 $1,219,500.

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.

Erste Group Bank AG is not a U.S. registered broker-dealer, and 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.

Trustee Conflict of Interest

BNY Mellon Capital Markets, LLC, an affiliate of the trustee, is a selling agent for this offering. Therefore, if a default occurs with respect to the notes, the trustee may have a conflicting interest for purposes of the Trust Indenture Act of 1939. In that event, except in very limited circumstances, the trustee would be required to resign as trustee under the Senior Indenture under which the notes are being issued and we would be required to appoint a successor trustee. The trustee will remain the trustee under the Senior Indenture until a successor is appointed. During the period of time until a successor is appointed, the trustee will have both (a) duties to noteholders under the Senior Indenture and (b) a conflicting interest under the Senior Indenture for purposes of the Trust Indenture Act of 1939.

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 attached 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 hereof 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). 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 natural persons, 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 February 27, 2015, which has been filed as an exhibit to BAC s Registration Statement relating to the notes filed with the Securities and Exchange Commission on February 27, 2015.

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Medium-Term Notes, Series L

We may offer from time to time our Bank of America Corporation Medium-Term Notes, Series L. The specific terms of any notes that we offer will be determined before each sale and will be described in a separate product supplement, index supplement and/or pricing 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:

- funds rate
- LIBOR
- EURIBOR
- prime rate
- treasury rate
- any other rate we specify

Maturity: three months 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, including securities, currencies or composite currencies, commodities, interest rates, stock or commodity indices, exchange traded funds, currency indices, consumer price indices, inflation indices, or any combination of the above

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 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

October 17, 2016

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ABOUT THIS PROSPECTUS SUPPLEMENT

We have registered the notes on a registration statement on Form S-3 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 product supplement, index supplement and/or pricing 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 debt securities contained in the accompanying prospectus. If the information in this prospectus supplement is inconsistent with the prospectus, this prospectus supplement will supersede the information in the prospectus.

This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy the notes in any jurisdiction in which that offer or solicitation is unlawful. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in some jurisdictions may be restricted by law. If you have received this prospectus supplement and the accompanying prospectus, you should find out about and observe these restrictions. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about and observe any restrictions relating to the distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes outside of the United States. See Supplemental Plan of Distribution (Conflicts of Interest).

This prospectus supplement and the accompanying prospectus have been prepared on the basis that any offer of notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the relevant Member State, the Prospectus Directive) (each, a Relevant Member State) will be made under an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of notes. Accordingly, any person making or intending to make an offer in that Relevant Member State of any notes which are contemplated in this prospectus supplement and the accompanying prospectus may only do so in circumstances in which no obligation arises for us or any of the selling agents to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither we nor the selling agents have authorized, and neither we nor they authorize, the making of any offer of notes in circumstances in which an obligation arises for us or any selling agent to publish or supplement a prospectus for the purposes of the Prospectus Directive in relation to such offer. Neither this prospectus supplement nor the accompanying prospectus constitutes an approved prospectus for the purposes of the Prospective Directive.

For each offering of notes, we will issue a product supplement, index supplement, and/or a pricing supplement which will contain additional terms of the offering and a specific description of the notes being offered. A supplement also may add, update, or change information in this prospectus supplement or the accompanying prospectus, including provisions describing the calculation of the amounts due under the notes and the method of making payments under the terms of a note. We will state in the applicable supplement the interest rate or interest rate basis or formula, issue price, any relevant market measures, the maturity date, interest payment dates, redemption, or repayment provisions, if any, and other relevant terms and conditions for each note at the time of issuance. A supplement also may include a discussion of any risk factors or other special additional considerations that apply to a particular type of note. Each applicable supplement can be quite detailed and always should be read carefully.

Any term that is used, but not defined, in this prospectus supplement has the meaning set forth in the accompanying prospectus.

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RISK FACTORS

Your investment in the notes involves significant risks. Your decision to purchase the notes should be made only after carefully considering the risks of an investment in the notes, including those discussed below, in the accompanying prospectus beginning on page 9, and in the relevant supplement(s) for the specific notes, with your advisors in light of your particular circumstances. The notes are not an appropriate investment for you if you are not knowledgeable about significant elements of the notes or financial matters in general. For information regarding risks and uncertainties that may materially affect our business and results, please refer to the information under the captions Item 1A. Risk Factors and Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations in our annual report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in the accompanying prospectus, as well as those risks and uncertainties discussed in our subsequent filings that are incorporated by reference in the accompanying prospectus. You should also review the risk factors that will be set forth in other documents that we will file after the date of this prospectus supplement.

A resolution under our preferred single point of entry resolution strategy could adversely affect our liquidity and financial condition and our ability to pay the holders of our debt securities.

We are required annually to submit a plan to our primary regulatory authorities describing our resolution strategy under the U.S. Bankruptcy Code in the event of material financial distress or failure. In our current plan, our preferred resolution strategy is a single point of entry strategy. This strategy provides that only Bank of America is resolved under the U.S. Bankruptcy Code and contemplates providing certain key operating subsidiaries with sufficient capital and liquidity to operate through severe stress and to enable such subsidiaries to continue operating following a Bank of America bankruptcy. We have entered into intercompany arrangements governing the contribution of capital and liquidity with these key subsidiaries. As part of these arrangements, we have transferred certain of our assets (and have agreed to transfer additional assets) to a wholly-owned holding company subsidiary in exchange for a subordinated note. Certain of our remaining assets secure our ongoing obligations under these intercompany arrangements. The wholly-owned holding company subsidiary has also provided a committed line of credit which, in addition to our cash, dividends and interest payments, including interest payments we receive in respect of the subordinated note, may be used to fund our obligations. These intercompany arrangements include provisions to terminate the line of credit, forgive the subordinated note and require us to contribute our remaining financial assets to the wholly-owned holding company subsidiary if our projected liquidity resources deteriorate so severely that resolution becomes imminent, which could materially and adversely affect our liquidity and ability to meet our payment obligations, including under the notes. In addition, our preferred resolution strategy could result in holders of notes being in a worse position and suffering greater losses than would have been the case under bankruptcy or other resolution scenarios or plans.

Our obligations on the notes will be structurally subordinated to liabilities of our subsidiaries.

Because we are a holding company, our right to participate in any distribution of assets of any subsidiary upon such subsidiary s liquidation or reorganization or otherwise is subject to the prior claims of creditors of that subsidiary, except to the extent we may ourselves be recognized as a creditor of that subsidiary. As a result, our obligations under the notes will be structurally subordinated to all existing and future liabilities of our subsidiaries, and claimants should look only to our assets for payments. In addition, creditors of subsidiaries recapitalized pursuant to our current resolution plan would generally be entitled to payment of their claims from the assets of the subsidiaries, including our contributed assets.

The ultimate impact of the Federal Reserve Board s recently proposed rules requiring U.S. G-SIBs to maintain minimum amounts of long-term debt meeting specified eligibility requirements is uncertain.

On October 30, 2015, the Federal Reserve Board released for comment proposed rules (the TLAC Rules) that would require the eight U.S. globally systemically important banks (G-SIBs), including Bank of America, among other things, to maintain minimum amounts of long-term debt (LTD) satisfying certain eligibility criteria commencing January 1, 2019. As proposed, the TLAC Rules would disqualify from eligible LTD, among other instruments, debt securities that permit acceleration for reasons other than insolvency or payment default, as well as debt securities defined as structured notes in the TLAC Rules and debt securities not governed by U.S. law. The currently outstanding senior LTD of U.S. G-SIBs, including Bank of America, typically permits acceleration for reasons other than insolvency or payment default and, as a result, neither such outstanding senior LTD nor any subsequently issued senior LTD with similar terms would qualify as eligible LTD under the proposed rules. The U.S. G-SIBs, including Bank of America, may need to take action to comply with the final TLAC Rules depending in substantial part on the ultimate eligibility requirements for senior LTD and any grandfathering provisions.

The market value of the notes may be less than the principal amount of the notes.

The market for, and market value of, the notes may be affected by a number of factors. These factors include:

- the method of calculating the principal, premium, if any, interest or other amounts payable, if any, on the notes;
- the time remaining to maturity of the notes;
- the aggregate amount outstanding of the relevant notes;
- any redemption or repayment features of the notes;
- the level, direction, and volatility of market interest rates generally;
- general economic conditions of the capital markets in the United States;
- geopolitical conditions and other financial, political, regulatory, and judicial events that affect the stock markets generally; and
- any market-making activities with respect to the notes.

Often, the only way to liquidate your investment in the notes prior to maturity will be to sell the notes. At that time, there may be a very illiquid market for the notes or no market at all. For indexed notes that have specific investment objectives or strategies, the applicable trading market may be more limited, and the price may be more volatile, than for other notes. The market value of indexed notes may be adversely affected by the complexity of the payout formula and volatility of the applicable market measure, including any dividend rates or yields of other securities or financial instruments that relate to the indexed notes. Moreover, the market value of indexed notes could be adversely affected by changes in the amount of outstanding debt, equity, or other securities linked to the applicable market measures, assets or formula applicable to those notes.

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Holders of indexed notes are subject to important risks that are not associated with more conventional debt securities.

If you invest in indexed notes, you will be subject to significant risks not associated with conventional fixed-rate or floating-rate debt securities. These risks include the possibility that the applicable market measures may be subject to fluctuations, and the possibility that you will receive a lower, or no, amount of principal, premium, or interest, and at different times, than expected. In recent years, many securities, currencies, commodities, interest rates, indices, and other market measures have experienced volatility, and this volatility may be expected in the future. However, past experience is not necessarily indicative of what may occur in the future. We have no control over a number of matters, including economic, financial, and political events, that are important in determining the existence, magnitude, and longevity of market volatility and other risks and their impact on the value of, or payments made on, the indexed notes. Further, you should assume that there is no statutory, judicial, or administrative authority that addresses directly the characterization of some types of indexed notes or similar instruments for U.S. federal or other income tax purposes. As a result, the income tax consequences of an investment in indexed notes are not certain. In considering whether to purchase indexed notes, you should be aware that the calculation of amounts payable on indexed notes may involve reference to a market measure determined by one of our affiliates or prices or values that are published solely by third parties or entities which are not regulated by the laws of the United States. Additional risks that you should consider in connection with an investment in indexed notes are set forth in the applicable supplement(s) for the notes.

Our obligations under subordinated notes will be subordinated.

Holders of our subordinated notes should recognize that contractual provisions in the Subordinated Indenture may prohibit us from making payments on the subordinated notes. The subordinated notes are unsecured and subordinate and junior in right of payment to all of our senior indebtedness (as defined in the Subordinated Indenture), to the extent and in the manner provided in the Subordinated Indenture. In addition, the subordinated notes may be fully subordinated to interests held by the U.S. government in the event we enter into a receivership, insolvency, liquidation or similar proceedings, including a proceeding under the orderly liquidation authority provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. For additional information regarding the subordination provisions applicable to the subordinated notes, see Description of Debt Securities Subordination in the accompanying prospectus.

Our subordinated notes are subject to limited rights of acceleration.

Payment of our subordinated notes may be accelerated only in the event of our voluntary or involuntary bankruptcy under federal bankruptcy laws (and, in the case of our involuntary bankruptcy, continuing for a period of 60 days). If you purchase any subordinated notes, you will have no right to accelerate the payment of the subordinated notes if we fail to pay interest on such notes or if we fail in the performance of any of our other obligations under such notes.

Floating-rate notes bear additional risks.

If your notes bear interest at a floating rate, there will be additional significant risks not associated with a conventional fixed-rate debt security. These risks include fluctuation of the interest rates and the possibility that you will receive an amount of interest that is lower than expected. We have no control over a number of matters, including economic, financial, and political events, that are important in determining the existence, magnitude, and longevity of market volatility and other risks and their impact on the value of, or payments made on, your floating-rate notes. In recent years, interest rates have been volatile, and that volatility may be expected in the future.

Our hedging activities may affect your return at maturity and the market value of the notes.

At any time, we or our affiliates may engage in hedging activities relating to the notes. This hedging activity, in turn, may increase or decrease the market value of the notes. In addition, we or our affiliates may acquire a long or short position in the notes from time to time. All or a portion of these positions may be liquidated at or about the time of maturity of the notes. The aggregate amount and the composition of these positions are likely to vary over time. We have no reason to believe that any of our hedging activities will have a material effect on the notes, either directly or indirectly, by impacting the value of the notes. However, we cannot assure you that our activities or affiliates activities will not affect these values.

Our hedging and trading activities may create conflicts of interest with you.

From time to time during the term of each series of notes and in connection with the determination of the payments on the notes, we or our affiliates may enter into additional hedging transactions or adjust or close out existing hedging transactions. We or our affiliates also may enter into hedging transactions relating to other notes or instruments that we issue, some of which may have returns calculated in a manner related to that of a particular series of notes. We or our affiliates will price these hedging transactions with the intent to realize a profit, considering the risks inherent in these hedging activities, whether the value of the notes increases or decreases. However, these hedging activities may result in a profit that is more or less than initially expected, or could result in a loss.

We or one or more of our affiliates, including Merrill Lynch, Pierce, Fenner & Smith Incorporated, may engage in trading activities that are not for your account or on your behalf. These trading activities may present a conflict of interest between your interest in the notes and the interests we and our affiliates may have in our proprietary accounts, in facilitating transactions, including block trades, for our other customers, and in accounts under our management. These trading activities, if they influence the market measure or other reference asset (if any) for the notes or secondary trading (if any) in the notes, could be adverse to your interests as a beneficial owner of the notes.

DESCRIPTION OF THE NOTES

This section describes the general terms and conditions of the notes, which may be senior or subordinated medium-term notes. This section supplements, and should be read together with, the general description of our debt securities included in Description of Debt Securities in the accompanying prospectus. If there is any inconsistency between the information in this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

We will describe the particular terms of the notes we sell in a separate supplement. The terms and conditions stated in this section will apply to each note unless the note or the applicable supplement indicates otherwise.

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General

In addition to the following summary of the general terms of the notes and the indentures, you should review the actual notes and the specific provisions of the Senior Indenture and the Subordinated Indenture, as applicable, which are on file with the SEC.

We will issue the notes as part of a series of debt securities under the Senior Indenture or the Subordinated Indenture, as applicable, which are exhibits to our registration statement and are contracts between us and The Bank of New York Mellon Trust Company, N.A., as successor trustee. In this prospectus supplement, we refer to The Bank of New York Mellon Trust Company, N.A., as the trustee, and we refer to the Senior Indenture and the Subordinated Indenture individually as the Indenture and together as the Indentures.

The Indentures are subject to, and governed by, the Trust Indenture Act of 1939. We, the selling agents, and the depository, in the ordinary course of our respective businesses, have conducted and may conduct business with the trustee or its affiliates. See Description of Debt Securities The Indentures in the accompanying prospectus for more information about the Indentures and the functions of the trustee.

The notes are our direct unsecured obligations and are not obligations of our subsidiaries. The notes are being offered on a continuous basis. There is no limit under our registration statement on the total initial public offering price or aggregate principal amount of the Senior and Subordinated Medium-Term Notes, Series L, that may be offered using this prospectus supplement. We may issue other debt securities under the Indentures from time to time in one or more series up to the aggregate principal amount of the then-existing grant of authority by our board of directors.

Unless otherwise provided in the applicable supplement, the minimum denomination of the notes will be $1,000 and any larger amount that is a whole multiple of $1,000 (or the equivalent in other currencies). We may also issue the notes in units of $10.

Types of Notes

Fixed-Rate Notes. We may issue notes that bear interest at a fixed rate described in the applicable supplement, which we refer to as fixed-rate notes. We also may issue fixed-rate notes that combine principal and interest payments in installment payments over the life of the note, which we refer to as amortizing notes. For more information on fixed-rate notes and amortizing notes, see Description of Debt Securities Fixed-Rate Notes in the accompanying prospectus.

Floating-Rate Notes. We may issue notes that bear interest at a floating rate of interest determined by reference to one or more base interest rates, or by reference to one or more interest rate formulae, described in the applicable supplement, which we refer to as floating-rate notes. In some cases, the interest rate of a floating-rate note also may be adjusted by adding or subtracting a spread or by multiplying the interest rate by a spread multiplier. A floating-rate note also may be subject to a maximum interest rate limit, or ceiling, and/or a minimum interest rate limit, or floor, on the interest that may accrue during any interest period. For more information on floating-rate notes, including a description of the manner in which interest payments will be calculated, see Description of Debt Securities Floating-Rate Notes in the accompanying prospectus.

Indexed Notes. We may issue notes that provide that the rate of return, including the principal, premium (if any), interest, or other amounts payable (if any), is determined by reference, either directly or indirectly, to the price or performance of one or more securities, commodities, currencies or composite currencies, interest rates, stock or commodity indices, exchange traded funds, currency indices, consumer price indices, inflation indices or other market measures, or any

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combination of the above, in each case as specified in the applicable supplement. We refer to these notes as indexed notes.

If you purchase an indexed note, you may receive an amount at maturity that is greater than or less than the face amount of your note, depending upon the formula used to determine the amount payable and the relative value at maturity of the market measure to which your indexed note is linked. We expect that the value of the applicable market measure will fluctuate over time.

An indexed note may provide either for cash settlement or for physical settlement by delivery of the relevant asset. An indexed note also may provide that the form of settlement may be determined at our option or the holder s option. Some indexed notes may be convertible, exercisable, or exchangeable prior to maturity, at our option or the holder s option, for the relevant asset or the cash value of the relevant asset.

We will specify in the applicable supplement the method for determining the principal, premium (if any), interest, or other amounts payable (if any) in respect of particular indexed notes, as well as certain historical or other information with respect to the specified index or other market measure, specific risk factors relating to that particular type of indexed note, and tax considerations associated with an investment in the indexed notes.

A supplement for any particular indexed notes also will identify the calculation agent that will calculate the amounts payable with respect to the indexed note. The calculation agent may be one of our affiliates, including Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S), Merrill Lynch Commodities, Inc., or Merrill Lynch Capital Services, Inc. We may appoint different calculation agents from time to time after the original issue date of an indexed note without your consent and without notifying you of the change. Absent manifest error, all determinations of the calculation agent will be final and binding on you, the selling agents, and us. Upon request of the holder of an indexed note, and to the extent set forth in the applicable supplement, the calculation agent will provide, if applicable, information relating to the current principal, premium (if any), rate of interest, interest payable, or other amounts payable (if any) in connection with that indexed note.

For more information about indexed notes, see Description of Debt Securities Indexed Notes in the accompanying prospectus.

Original Issue Discount Notes. We may issue notes at a price lower than their principal amount or lower than their minimum guaranteed repayment amount at maturity, which we refer to as original issue discount notes. Original issue discount notes may be fixed-rate, floating-rate, or indexed notes and may bear no interest (zero coupon notes) or may bear interest at a rate that is below market rates at the time of issuance. For more information on original issue discount notes, see Description of Debt Securities Original Issue Discount Notes in the accompanying prospectus.

Specific Terms of the Notes. The applicable supplement(s) for each offering of notes will contain additional terms of the offering and a specific description of those notes, including:

- the specific designation of the notes;
- the issue price;
- the principal amount;
- the issue date;

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the maturity date, and any terms providing for the extension or postponement of the maturity date;

the denominations or minimum denominations, if other than $1,000;