





## Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) On April 26, 2017, Bank of America Corporation (the “Corporation”) held its 2017 Annual Meeting of Stockholders.

(b) The Corporation’s stockholders elected all of the nominees for director; approved the advisory vote on executive compensation; and ratified the appointment of PricewaterhouseCoopers LLP as the Corporation’s independent registered public accounting firm for 2017. The Corporation’s stockholders did not approve the stockholder proposals listed below. With respect to all matters subject to a vote, holders of the Corporation’s common stock, Series B Preferred Stock, and Series 1 to 5 Preferred Stock voted together as a class.

## 1. Election of Directors:

	Shares For	Shares Against	Shares Abstain	Broker Non-Votes
Sharon L. Allen	7,057,281,252	50,591,213	39,478,819	1,522,769,613
Susan S. Bies	7,055,751,956	52,300,617	39,288,223	1,522,769,613
Jack O. Bovender, Jr.	6,953,499,448	152,031,212	41,818,945	1,522,769,613
Frank P. Bramble, Sr.	7,007,895,932	97,618,028	41,837,032	1,522,769,613
Pierre J.P. de Weck	7,044,461,495	60,979,047	41,908,675	1,522,769,613
Arnold W. Donald	6,429,422,815	675,835,310	42,063,159	1,522,799,613
Linda P. Hudson	7,020,337,851	87,602,595	39,407,507	1,522,769,613
Monica C. Lozano	7,009,660,452	96,901,059	40,783,454	1,522,769,613
Thomas J. May	6,849,741,880	245,745,271	51,864,097	1,522,769,613
Brian T. Moynihan	6,842,814,025	234,004,892	70,524,388	1,522,769,613
Lionel L. Nowell, III	7,049,561,148	55,210,705	42,577,669	1,522,769,613
Michael D. White	7,042,134,487	63,000,579	42,208,218	1,522,777,613
Thomas D. Woods	7,055,172,390	50,142,709	42,036,071	1,522,769,613
R. David Yost	7,046,317,777	59,089,092	41,944,415	1,522,769,613

## 2. Approving the Corporation’s Executive Compensation (an Advisory, Non-binding “Say on Pay” Resolution):

For	6,748,773,608
Against	311,621,707
Abstain	86,980,262
Broker Non-Votes	1,522,739,613

## 3. A Vote on the Frequency of Future Advisory “Say on Pay” Resolutions (an Advisory, Non-binding “Say on Frequency” Resolution):

Each Year	6,294,554,794
Every 2 Years	47,966,351
Every 3 Years	753,253,513
Abstain	51,531,043
Broker Non-Votes	1,522,769,613

## 4. Ratifying the Appointment of the

Corporation's  
Independent  
Registered Public  
Accounting Firm for  
2017:

For 8,500,848,556  
Against 121,051,558  
Abstain 48,216,631

5. Stockholder Proposal - Clawback Amendment:

For	409,952,750
Against	6,667,665,545
Abstain	69,678,569
Broker Non-Votes	1,522,769,613

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6. Stockholder Proposal - Divestiture & Division Study Sessions:

For	211,190,123
Against	6,835,952,543
Abstain	100,203,770
Broker Non-Votes	1,522,769,613

7. Stockholder Proposal - Independent Board Chairman:

For	2,338,428,105
Against	4,753,597,091
Abstain	55,275,426
Broker Non-Votes	1,522,769,613

8. Stockholder Proposal - Report Concerning Gender Pay Equity:

For	1,006,988,230
Against	5,803,509,425
Abstain	336,843,610
Broker Non-Votes	1,522,769,613

(d) In light of the vote on Proposal 3 and the Corporation's Board of Directors' recommendation that stockholders vote to hold future advisory votes on executive compensation each year, the Corporation will hold such vote each year until the next required vote on the frequency of stockholders votes on the compensation of executives.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BANK OF AMERICA  
CORPORATION**

By: /s/ Ross E. Jeffries, Jr.  
Ross E. Jeffries, Jr.  
Deputy General  
Counsel and Corporate  
Secretary

Dated: April 26, 2017