BANK OF AMERICA CORP /DE/
Form DEFA14A
March 15, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Bank of America Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Vote by Internet

Go to **www.envisionreports.com/BAC**

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

Important Notice Regarding the Availability of Proxy Materials for the

Annual Meeting of Stockholders to be Held on April 26, 2017

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the Bank of America Corporation 2017 Annual Meeting of Stockholders are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the information contained in the proxy materials before voting. The proxy statement, 2016 annual report and Environmental, Social & Governance Highlights to stockholders are available at:

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to **www.envisionreports.com/BAC** to view the materials.

Step 2: Click on the **Vote Now** icon.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 14, 2017 to facilitate timely delivery.

The Bank of America Corporation 2017 Annual Meeting of Stockholders will be held at 10:00 a.m., Eastern Time on Wednesday, April 26, 2017, at Hilton Charlotte Center City, 222 East Third Street, Charlotte, North Carolina 28202

Proposals to be voted on at the meeting are listed below, along with the Board of Directors recommendations.

The Board of Directors recommends a vote <u>FOR</u> all nominees and <u>FOR</u> Proposals 2 and 4 and <u>EACH YEAR</u> on Proposal 3:

1. Election of Directors.

01 - Sharon L. Allen	04 - Frank P. Bramble, Sr.	07 - Linda P. Hudson	10 - Brian T. Moynihan	13 - Thomas D. Woods
02 - Susan S. Bies	05 - Pierre J.P. de Weck	08 - Monica C. Lozano	11 - Lionel L. Nowell, III	14 - R. David Yost
03 - Jack O. Bovender, Jr.	06 - Arnold W. Donald	09 - Thomas J. May	12 - Michael D. White	

2. Approving Our Executive Compensation (an Advisory, Non-binding Say on Pay Resolution).
3. A Vote on the Frequency of Future Advisory Say on Pay Resolutions (an Advisory, Non-binding Say on Frequency Resolution).
4. Ratifying the Appointment of Our Independent Registered Public Accounting Firm for 2017.

The Board of Directors recommends a vote <u>AGAINST</u> Proposals 5-8:

5. Stockholder Proposal Clawback Amendment.
6. Stockholder Proposal Divestiture & Division Study Sessions.
7. Stockholder Proposal Independent Board Chairman.
8. Stockholder Proposal Report Concerning Gender Pay Equity.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To submit a proxy to vote your shares, you must submit your proxy online or request a paper copy of the proxy materials to receive a proxy card which can be completed and must be received by the company prior to the annual meeting. If you wish to attend and vote at the meeting, please bring this notice with you.

Information about attending and voting at the Bank of America 2017 Annual Meeting of Stockholders

Attendance at the 2017 Annual Meeting of Stockholders is limited to stockholders or their legal proxies. Valid government-issued photo identification and either an admission ticket, proof of stock ownership, or a legal proxy as of March 2, 2017, the record date for the meeting, are required to be admitted to the meeting. Failure to bring the required documentation may delay or prevent you from being admitted to the meeting.

If you wish to vote in person at the 2017 Annual Meeting of Stockholders, you may either bring your proxy card or a legal proxy in your name provided by the record owner of the shares you intend to vote and request a ballot at the meeting.

For more information about attending and voting at the 2017 Annual Meeting of Stockholders, please refer to the proxy statement.

Here s how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the Internet, telephone or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

g **Internet** Go to **www.envisionreports.com/BAC**. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

g **Email** Send email to investorvote@computershare.com with Proxy Materials Bank of America Corporation in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 14, 2017.

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