

BANK OF AMERICA CORP /DE/  
Form 424B5  
April 18, 2018  
**Table of Contents**

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Registration No. 333-202354**

Pricing Supplement No. 56

(To Prospectus dated May 1, 2015, and

Prospectus Supplement dated September 11, 2017)

April 17, 2018

**CAD1,500,000,000**

**Medium-Term Notes, Series M**

**CAD500,000,000 Floating Rate Senior Notes, due April 2022**

**CAD1,000,000,000 3.301% Fixed/Floating Rate Senior Notes, due April 2024**

This pricing supplement describes our senior notes that will be issued in one or more series under our Medium-Term Note Program, Series M. We refer to our Floating Rate Senior Notes, due April 2022 as the floating rate notes, to our 3.301% Fixed/Floating Rate Senior Notes, due April 2024 as the fixed/floating rate notes, and to the floating rate notes and the fixed/floating together as the notes.

The floating rate notes mature on April 24, 2022. We will pay interest on the floating rate notes for each quarterly interest period at a floating rate per annum equal to the applicable Bankers Acceptance Rate, as described in this pricing supplement, plus a spread of 0.520% payable quarterly.

The fixed/floating rate notes mature on April 24, 2024. We will pay interest on the fixed/floating rate notes (a) from April 24, 2018 to, but excluding, April 24, 2023, at a fixed rate of 3.301% per annum, payable semi-annually, and (b) from, and including, April 24, 2023, at a floating rate per annum equal to the applicable Bankers Acceptance Rate, as described in this pricing supplement, plus a spread of 0.816%, payable quarterly.

We will have the option to redeem the notes prior to the stated maturity as described in this pricing supplement under the headings Specific Terms of the Notes Optional Redemption of the Floating Rate Notes, Specific Terms of the Notes Optional Redemption of the Fixed/Floating Rate Notes, and Specific Terms of the Notes Redemption for Tax Reasons, 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.

|                            | <b>Floating Rate Notes</b> |                 | <b>Fixed/Floating Rate Notes</b> |                   |
|----------------------------|----------------------------|-----------------|----------------------------------|-------------------|
|                            | <b>Per Note</b>            | <b>Total</b>    | <b>Per Note</b>                  | <b>Total</b>      |
| Public Offering Price      | 100.000%                   | CAD 500,000,000 | 100.000%                         | CAD 1,000,000,000 |
| Selling Agents Commission  | 0.250%                     | CAD 1,250,000   | 0.350%                           | CAD 3,500,000     |
| Proceeds (before expenses) | 99.750%                    | CAD 498,750,000 | 99.650%                          | CAD 996,500,000   |

We expect to deliver the notes in book-entry only form through the facilities of CDS Clearing and Depository Services Inc. ( CDS ) on April 24, 2018.

*Joint Book-Runners***BofA Merrill Lynch****BMO Capital Markets****Scotiabank****CIBC Capital Markets***Co-Manager***RBC Capital Markets****TD Securities****National Bank Financial Markets**

Table of Contents**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. 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**

|  |   |
|--|---|
| <b>Title of the Series:</b>                              | Floating Rate Senior Notes, due April 2022  |
| <b>Aggregate Principal Amount Initially Being Issued</b> | CAD500,000,000  |
| <b>Issue Date:</b>                                       | April 24, 2018  |
| <b>CUSIP No.:</b>  | 060505FH2   |
| <b>ISIN:</b>   | CA060505FH28  |
| <b>Maturity Date:</b>                                    | April 24, 2022  |
| <b>Minimum Denominations:</b>                            | CAD150,000 and multiples of CAD1,000 in excess of CAD150,000  |
| <b>Ranking:</b>  | Senior  |
| <b>Coupon:</b>   | Bankers Acceptance Rate (as defined below) plus 52 basis points, payable quarterly in arrears from, and including, April 24, 2018 to, but excluding, the Maturity Date.   |
| <b>Bankers Acceptance Rate:</b>                          | <b>Bankers Acceptance Rate</b> , for any quarterly interest period, shall mean the average bid rate of interest (expressed as an annual percentage rate) rounded to the nearest one-hundred-thousandth of one percent (with 0.000005 percent being rounded up) for Canadian dollar bankers acceptances with maturities of three months which appears on the Reuters Screen CDOR Page as of 10:00 a.m., Toronto time, on the first Business Day of such quarterly interest period; provided that if such rate does not appear on the Reuters Screen CDOR Page on such day or if the Reuters Monitor Money Rates Service is not available or ceases to exist, the Bankers Acceptance Rate for such period will be determined using an Alternative CDOR Page as of an Alternative Time on such day. If no such Alternative CDOR Page is available on such day, the Bankers Acceptance Rate for such period shall |

be the average of the bid rates of interest (expressed and rounded as set forth above) for Canadian dollar bankers' acceptances with maturities of three months for same day settlement as quoted by such of the Schedule I banks (as defined in the *Bank Act* (Canada)) as may quote such a rate as of 10:00 a.m., Toronto time, on the first Business Day of such quarterly interest period.

PS-1

**Table of Contents**

**Reuters Screen CDOR Page** shall mean the display designated as page CDOR on the Reuters Monitor Money Rates Service (or such other page as may replace the CDOR page on that service) for the purpose of displaying, among other things, Canadian dollar bankers' acceptance rates.

**Alternative CDOR Page** shall mean the display, designated as page CDOR on Bloomberg, or an equivalent service that displays average bid rates of interest for Canadian dollar bankers' acceptances with maturities of three months.

**Alternative Time**, for any Alternative CDOR Page, shall mean the time of day at which such Alternative CDOR Page becomes available.

The Calculation Agent identified below will determine the Bankers' Acceptance Rate on each Interest Determination Date (as defined below).

**Interest Payment Dates and Interest Reset Dates:** January 24, April 24, July 24, and October 24, beginning July 24, 2018, subject to adjustment in accordance with the modified following business day convention (adjusted). Each Interest Payment Date also shall be an Interest Reset Date.

**Interest Determination Dates:** The first Business Day of any quarterly interest period.

**Day Count Fraction:** Actual/365 (Fixed), which is the actual number of days in the relevant period divided by 365.

**Business Days:** New York, Charlotte, Toronto.

**Record Dates for Interest Payments:** For book-entry only floating rate notes, two business days 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 immediately preceding the applicable Interest Payment Date as originally scheduled to occur.

**Additional Amounts:**

Subject to the exceptions and limitations set forth in the section Description of Debt Securities Payment of Additional Amounts in the attached prospectus, we will pay to the beneficial holder of the floating rate notes that is a United States Alien (as described in the attached prospectus supplement in the section Description of the Notes Payment of Principal, Interest, and Other Amounts Due Payment of Additional Amounts ), additional amounts to ensure that every net payment on such floating rate notes will not be less, due to the payment of U.S. withholding tax, than the amount then otherwise due and payable, as described in the section Description of Debt Securities Payment of Additional Amounts in the attached prospectus and in the section Description of the Notes Payment of

PS-2

**Table of Contents**

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|  | Principal, Interest, and Other Amounts Due Payment of Additional Amounts in the attached prospectus supplement.  |
| <b>Optional Redemption:</b>                      | We will have the option to redeem the floating rate notes, in whole, but not in part, on April 24, 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.  |
| <b>Redemption for Tax Reasons:</b>               | We may redeem the floating rate notes in whole, but not in part, at our option at any time before maturity, after giving not less than 30 nor more than 60 calendar days notice to the trustee under the indenture and to the holders of the floating rate notes, only if we have or will become obligated to pay additional amounts, as described under Description of Debt Securities Payment of Additional Amounts in the attached prospectus and in the section Description of the Notes Payment of Principal, Interest, and Other Amounts Due Payment of Additional Amounts in the attached prospectus supplement. See Description of Debt Securities Redemption for Tax Reasons in the attached prospectus for more information. |
| <b>Repayment at Option of Holder:</b>            | None   |
| <b>Listing:</b>                                  | None   |
| <b>Currency:</b>                                 | The floating rate notes are denominated and payable in Canadian dollars ( CAD ).   |
| <b>Canadian Paying Agent:</b>                    | BNY Trust Company of Canada  |
| <b>Calculation Agent:</b>                        | Merrill Lynch Canada Inc.  |
| <b>Selling Agents and Conflicts of Interest:</b> | As set forth beginning on page PS-12.  |
| <b>Further Issuances:</b>                        | 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.   |

**Terms of the Fixed/Floating Rate Notes**

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| <b>Title of the Series:</b>                              | 3.301% Fixed/Floating Rate Senior Notes, due<br>April 2024 |
| <b>Aggregate Principal Amount Initially Being Issued</b> | CAD1,000,000,000   |
| <b>Issue Date:</b>                                       | April 24, 2018   |

PS-3



**Table of Contents**

|                                 |  |
|---------------------------------|--|
| <b>CUSIP No.:</b>               | 060505FJ8  |
| <b>ISIN:</b>                    | CA060505FJ83   |
| <b>Maturity Date:</b>           | April 24, 2024   |
| <b>Minimum Denominations:</b>   | CAD150,000 and multiples of CAD1,000 in excess of CAD150,000   |
| <b>Ranking:</b>                 | Senior   |
| <b>Fixed Rate Coupon:</b>       | 3.301% payable semi-annually in arrears from, and including, April 24, 2018 to, but excluding, April 24, 2023 (the Fixed Rate Period ).  |
| <b>Floating Rate Coupon:</b>    | Bankers Acceptance Rate (as defined below) plus 81.6 basis points, payable quarterly in arrears from, and including, April 24, 2023 to, but excluding, the Maturity Date (the Floating Rate Period ).  |
| <b>Bankers Acceptance Rate:</b> | <p><b>Bankers Acceptance Rate</b>, for any quarterly interest period, shall mean the average bid rate of interest (expressed as an annual percentage rate) rounded to the nearest one-hundred-thousandth of one percent (with 0.000005 percent being rounded up) for Canadian dollar bankers acceptances with maturities of three months which appears on the Reuters Screen CDOR Page as of 10:00 a.m., Toronto time, on the first Business Day of such quarterly interest period; provided that if such rate does not appear on the Reuters Screen CDOR Page on such day or if the Reuters Monitor Money Rates Service is not available or ceases to exist, the Bankers Acceptance Rate for such period will be determined using an Alternative CDOR Page as of an Alternative Time on such day. If no such Alternative CDOR Page is available on such day, the Bankers Acceptance Rate for such period shall be the average of the bid rates of interest (expressed and rounded as set forth above) for Canadian dollar bankers acceptances with maturities of three months for same day settlement as quoted by such of the Schedule I banks (as defined in the <i>Bank Act</i> (Canada)) as may quote such a rate as of 10:00 a.m., Toronto time, on the first Business Day of such quarterly interest period.</p> <p><b>Reuters Screen CDOR Page</b> shall mean the display designated as page CDOR on the Reuters Monitor Money Rates Service (or such other page</p> |

as may replace the CDOR page on that service) for the purpose of displaying, among other things, Canadian dollar bankers' acceptance rates.

**Alternative CDOR Page** shall mean the display, designated as page CDOR on Bloomberg, or an equivalent service that displays average bid rates of interest for Canadian dollar bankers' acceptances with maturities of three months.

PS-4

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**Table of Contents**

**Alternative Time**, for any Alternative CDOR Page, shall mean the time of day at which such Alternative CDOR Page becomes available.

The Calculation Agent identified below will determine the Bankers' Acceptance Rate on each Interest Determination Date (as defined below).

**Interest Payment Dates and Interest Reset Dates:**

During the Fixed Rate Period, April 24 and October 24 of each year, beginning October 24, 2018 and ending April 24, 2023, subject to adjustment in accordance with the following unadjusted business day convention. During the Floating Rate Period, each of July 24, 2023, October 24, 2023, January 24, 2024 and April 24, 2024, subject to adjustment in accordance with the modified following business day convention (adjusted). Each Interest Payment Date during the Floating Rate Period also shall be an Interest Reset Date.

**Interest Determination Dates for the Floating Rate Period:**

The first Business Day of any quarterly interest period.

**Day Count Fraction:**

Fixed Rate Period: 30/360 when calculating interest for a full semi-annual interest period, and Actual/365 (Fixed), which is the actual number of days in the relevant period divided by 365, when calculating interest for any period that is shorter than a full semi-annual interest period (also known as Actual/Actual (Canadian Compound Method)).

Floating Rate Period: Actual/365 (Fixed), which is the actual number of days in the relevant period divided by 365.

**Business Days:**

New York, Charlotte, Toronto.

**Record Dates for Interest Payments:**

For book-entry only fixed/floating rate notes, two business days prior to the applicable Interest Payment Date. If the fixed/floating rate notes are not held in book-entry only form, the record dates will be the fifteenth calendar day immediately preceding the applicable Interest Payment Date as originally scheduled to occur.

**Additional Amounts:**

Subject to the exceptions and limitations set forth in the section Description of Debt Securities Payment of Additional Amounts in the attached prospectus, we will pay to the beneficial holder of the fixed/floating rate notes that is a United States Alien (as described in the attached prospectus supplement in the section Description of the Notes Payment of Principal, Interest, and Other Amounts Due Payment of Additional Amounts ), additional amounts to ensure that every net payment on such fixed/floating rate notes will not be less,

PS-5

**Table of Contents**

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| <b>Optional Redemption:</b>           | <p>due to the payment of U.S. withholding tax, than the amount then otherwise due and payable, as described in the section Description of Debt Securities Payment of Additional Amounts in the attached prospectus and in the section Description of the Notes Payment of Principal, Interest, and Other Amounts Due Payment of Additional Amounts in the attached prospectus supplement.</p> <p>We will have the option to redeem the fixed/floating rate notes, in whole at any time or in part from time to time, on or after October 24, 2018 (or, if additional fixed/floating rate notes are issued after April 24, 2018, beginning six months after the issue date of such additional fixed/floating rate notes), and prior to April 24, 2023, at the applicable make-whole redemption price for the fixed/floating rate notes described below under the heading Specific Terms of the Notes Optional Redemption of the Fixed/Floating Rate Notes. We also will have the option to redeem the fixed/floating rate notes, in whole, but not in part, on April 24, 2023 at 100% of the principal amount of the fixed/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 Fixed/Floating Rate Notes.</p> |
| <b>Redemption for Tax Reasons:</b>    | <p>We may redeem the fixed/floating rate notes in whole, but not in part, at our option at any time before maturity, after giving not less than 30 nor more than 60 calendar days notice to the trustee under the indenture and to the holders of the fixed/floating rate notes, only if we have or will become obligated to pay additional amounts, as described under Description of Debt Securities Payment of Additional Amounts in the attached prospectus and in the section Description of the Notes Payment of Principal, Interest, and Other Amounts Due Payment of Additional Amounts in the attached prospectus supplement. See Description of Debt Securities Redemption for Tax Reasons in the attached prospectus for more information.</p>  |
| <b>Repayment at Option of Holder:</b> | None   |
| <b>Listing:</b>                       | None   |
| <b>Currency:</b>                      | The fixed/floating rate notes are denominated and payable in Canadian dollars ( CAD ).   |

**Canadian Paying Agent:** BNY Trust Company of Canada  
**Calculation Agent (for the Floating Rate Period):** Merrill Lynch Canada Inc.  
**Selling Agents and Conflicts of Interest:** As set forth beginning on page PS-12.

PS-6

## **Table of Contents**

### **Further Issuances:**

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

In respect of the notes, we will at all times maintain an agent having an office in Toronto, Ontario. BNY Trust Company of Canada initially will act as Canadian paying agent, security registrar and transfer agent for the notes at its office located at 320 Bay Street, 11th Floor, Toronto, Ontario, Canada M5H 4A6. All notices concerning the notes will be validly given if given through the Canadian paying agent.

We will make payments on the notes in Canadian dollars, and you will not have the right to receive all or any portion of the payment of principal or interest in U.S. dollars, except in certain limited circumstances where payments on the notes cannot be made in Canadian dollars, or such currency is unavailable or has been replaced. If payments on the notes cannot be made in Canadian dollars under the foregoing circumstances, payments on the notes will be made in U.S. dollars, or, in the case of a replacement currency, at our option, in U.S. dollars or such replacement currency.

For purposes of the notes described in this pricing supplement, the term *business day* means any weekday that is not a legal holiday in New York, New York, Charlotte, North Carolina or Toronto, Ontario and is not a day on which banking institutions in those cities are authorized or required by law or regulation to be closed.

### **Redemption for Tax Reasons**

We may redeem the notes in whole, but not in part, at our option at any time before maturity, after giving not less than 30 calendar days nor more than 60 calendar days notice to the trustee under the indenture and to the holders of the notes, only if we have or will become obligated to pay additional amounts, as described under *Description of Debt Securities Payment of Additional Amounts* in the attached prospectus and in the section *Description of the Notes Payment of Principal, Interest, and Other Amounts Due Payment of Additional Amounts* in the attached prospectus supplement. See *Description of Debt Securities Redemption for Tax Reasons* in the attached prospectus for more information.

### **Optional Redemption of the Floating Rate Notes**

We may redeem the floating rate notes, at our option, in whole, but not in part, on April 24, 2021, upon at least 30 calendar days but not more than 60 calendar days prior written notice to holders of the floating rate notes being redeemed as described in the attached prospectus, at a redemption price equal to 100% of the principal amount of such floating rate notes, plus accrued and unpaid interest, if any, thereon, to, but excluding, the applicable redemption date.

Notwithstanding the foregoing, any interest on the 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 such floating rate notes and the Senior Indenture.

Unless we default on payment of the applicable redemption price, interest will cease to accrue on the floating rate notes or portion thereof called for redemption on the applicable redemption date. If fewer than all of the floating rate notes are to be redeemed, for so long as such floating rate notes are in book-entry only form, such floating rate notes to be redeemed will be selected in accordance with the procedures of CDS.

PS-7



## Table of Contents

### **Optional Redemption of the Fixed/Floating Rate Notes**

We may redeem the fixed/floating rate notes, at our option, in whole, but not in part, on April 24, 2023, upon at least 30 calendar days but not more than 60 calendar days prior written notice to holders of the fixed/floating rate notes being redeemed as described in the attached prospectus, at a redemption price equal to 100% of the principal amount of such fixed/floating rate notes, plus accrued and unpaid interest, if any, thereon, to, but excluding, the applicable redemption date.

In addition, we may redeem the fixed/floating rate notes, at our option, in whole at any time or in part from time to time, on or after October 24, 2018 (or, if additional fixed/floating rate notes are issued after April 24, 2018, beginning six months after the issue date of such additional fixed/floating rate notes) and prior to April 24, 2023, upon at least 30 calendar days but not more than 60 calendar days prior written notice to the holders of the fixed/floating rate notes being redeemed as described in the attached prospectus, at a make-whole redemption price equal to the greater of:

(i) 100% of the principal amount of the fixed/floating rate notes to be 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 fixed/floating rate notes being redeemed, that would have been payable from the applicable redemption date to April 24, 2023 (not including interest accrued to, but excluding, the applicable redemption date), discounted to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the GOC Bond Yield plus 29 basis points,

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

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

**GOC Bond Yield** on any date of determination means the arithmetic average of the interest rates quoted to the quotation agent by two major Canadian registered investment dealers (that are not the quotation agent) selected by us as being the annual yield to maturity on such date, assuming semi-annual compounding, which a non-callable Government of Canada bond would carry, if issued in Canadian dollars in Canada, at 100% of its principal amount on the applicable date of redemption with a maturity date of April 24, 2023.

**quotation agent** means Merrill Lynch Canada Inc., or its successor, or, if that firm is unwilling or unable to select the comparable treasury issue, a Canadian investment bank appointed by us.

The GOC Bond Yield will be determined by the quotation agent as set forth above on the third business day immediately preceding the applicable redemption date.

Unless we default on payment of the applicable redemption price, interest will cease to accrue on the fixed/floating rate notes or portion thereof called for redemption on the applicable redemption date. If fewer than all of the fixed/floating rate notes are to be redeemed, for so long as such fixed/floating rate notes are in book-entry only form, such fixed/floating rate notes to be redeemed will be selected in accordance with the procedures of CDS.

Because Merrill Lynch Canada Inc. is our affiliate, the economic interests of Merrill Lynch Canada Inc. may be adverse to your interests as a holder of the fixed/floating rate notes subject to our redemption, including with respect to certain determinations and judgments it must make as quotation agent in the

PS-8

**Table of Contents**

event that we redeem the fixed/floating rate notes before their maturity pursuant to the make-whole optional redemption described above. Merrill Lynch Canada Inc. is obligated to carry out its duties and functions as quotation agent in good faith.

**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.

PS-9

**Table of Contents**

**SUPPLEMENTAL INFORMATION CONCERNING FORM,  
REGISTRATION AND SETTLEMENT OF NOTES**

**Global Securities; Book-Entry, Delivery and Form**

The notes will be issued as one or more registered notes in global form (i.e., global notes), initially registered in the name of CDS & CO., as nominee for CDS, and deposited with CDS. Beneficial interests in the global notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in CDS. Investors may elect to hold interests in the global notes through any of CDS, Euroclear Bank SA/NV ( Euroclear ) or Clearstream Banking, *société anonyme*, Luxembourg ( Clearstream, Luxembourg ) if they are participants of those systems, or indirectly through organizations which are participants in those systems. Euroclear and Clearstream, Luxembourg will hold interests on behalf of their participants through customers' securities accounts in their respective names on the books of their respective Canadian subcustodians ( Canadian Subcustodians ), which in turn will hold those interests in customers' securities accounts in the names of the Canadian Subcustodians on the books of CDS.

All notes will be registered in the name of CDS & CO., as nominee of CDS, for the benefit of owners of beneficial interests in the global notes, including participants of Euroclear and Clearstream, Luxembourg. Principal and interest payments on the global notes registered in the name of CDS & CO., or any other nominee appointed by CDS, will be made on our behalf to CDS & CO., or any other nominee appointed by CDS, and CDS will distribute the payments received to the applicable clearing system.

For as long as the notes are maintained in book-entry form at CDS, we and any paying agent will treat CDS & CO., or any other nominee appointed by CDS, as the sole holder of such notes for all purposes. Notes which are represented by the global notes will be transferable only in accordance with the rules and procedures of CDS.

The registered holder of the global notes will be the only person entitled to receive payments in respect of notes represented by those global notes and we will be discharged by payment to, or to the order of, the registered holder of those global notes for each amount so paid. Each of the persons shown in the records of CDS as the beneficial holder of a particular nominal amount of notes represented by the global notes must look solely to CDS for its share of each payment that we make to, or to the order of, the registered holder of the global notes. No person other than the registered holder of the global notes will have any claim against us in respect of any payments due on the global notes.

**CDS Clearing and Depository Services Inc.**

CDS is Canada's national securities clearing and depository services organization. CDS participants include banks (including the Canadian Subcustodians), investment dealers, and trust companies and may include certain of the underwriters for this offering. Functioning as a service utility for the Canadian financial community, CDS provides a variety of computer automated services for financial institutions and investment dealers active in domestic and international capital markets. Indirect access to CDS is available to other organizations that clear through, or maintain a custodial relationship with, a CDS participant. Transfers of ownership and other interests, including cash distributions, in notes clearing and settling through CDS may only be processed through CDS participants and will be completed in accordance with existing CDS rules and procedures. CDS is headquartered in Toronto and has offices in Montreal, Calgary, and Vancouver. CDS is a subsidiary of The Canadian Depository for Securities Limited, part of TMX Group Limited. It is affiliated with CDS Inc., which provides services to the Canadian Securities Administrators, and CDS Innovations Inc., a commercial marketer of CDS information products such as CDS Bulletins and entitlements information.

The information in this pricing supplement concerning CDS and CDS's book-entry system has been obtained from sources that we believe to be reliable, but we take no responsibility for the accuracy of this information. CDS may change or discontinue its procedures at any time.

PS-10

## **Table of Contents**

### **Clearance and Settlement Procedures**

Secondary market trading between CDS participants will be in accordance with market conventions applicable to transactions in book-based Canadian domestic bonds. Secondary market trading between Euroclear participants and Clearstream, Luxembourg participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Euroclear and Clearstream, Luxembourg, and will be settled using the procedures applicable to conventional Eurobonds.

Links have been established among CDS, Euroclear, and Clearstream, Luxembourg to facilitate the initial issuance of the notes and cross-market transfers of the notes associated with secondary market trading. CDS will be linked to Euroclear and Clearstream, Luxembourg through the CDS accounts of the respective Canadian Subcustodians of Euroclear and Clearstream, Luxembourg.

Cross-market transfers between persons holding directly or indirectly through CDS participants, on the one hand, and directly or indirectly through Euroclear or Clearstream, Luxembourg participants, on the other, will be effected in CDS in accordance with CDS rules; however, these cross-market transactions will require delivery of instructions to the relevant clearing system by the counterparty in that system in accordance with its rules and procedures and within its established deadlines. The relevant clearing system will, if the transaction meets its settlement requirements, deliver instructions to CDS directly or through its Canadian Subcustodian to take action to effect final settlement on its behalf by delivering or receiving notes in CDS, and making or receiving payment in accordance with the normal procedures for settlement in CDS. Euroclear and Clearstream, Luxembourg participants may not deliver instructions directly to CDS or to the Canadian Subcustodians.

Because of time-zone differences, credits of notes received in Euroclear or Clearstream, Luxembourg as a result of a transaction with a CDS participant will be made during subsequent securities settlement processing and dated the business day following the CDS settlement date. Those credits or any transactions in the notes settled during that processing will be reported to the relevant Euroclear participants or Clearstream, Luxembourg participants on the applicable business day. Cash received in Euroclear or Clearstream, Luxembourg as a result of sales of notes by or through a Euroclear participant or a Clearstream, Luxembourg participant to a CDS participant will be received with value on the CDS settlement date, but will be available in the relevant Euroclear or Clearstream, Luxembourg cash account only as of the business day following settlement in CDS.

### **Notices**

Notices given to CDS, as registered holder of the notes, will be passed on to the beneficial owners of the notes in accordance with the standard rules and procedures of CDS and its direct and indirect participants, including Euroclear and Clearstream, Luxembourg.

Table of Contents

**SUPPLEMENTAL INFORMATION CONCERNING THE PLAN OF  
DISTRIBUTION AND CONFLICTS OF INTEREST**

On April 17, 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 applicable public offering price set forth above.

| <b>Selling Agent</b>         | <b>Principal Amount<br/>of Floating Rate<br/>Notes</b> | <b>Principal Amount<br/>of Fixed/Floating<br/>Rate Notes</b> |
|------------------------------|--|--|
| Merrill Lynch Canada Inc.    | CAD 115,000,000  | CAD 230,000,000  |
| BMO Nesbitt Burns Inc.       | CAD 75,000,000   | CAD 150,000,000  |
| CIBC World Markets Inc.      | CAD 75,000,000   | CAD 150,000,000  |
| RBC Dominion Securities Inc. | CAD 75,000,000   | CAD 150,000,000  |
| Scotia Capital Inc.          | CAD 75,000,000   | CAD 150,000,000  |
| TD Securities Inc.           | CAD 75,000,000   | CAD 150,000,000  |
| National Bank Financial Inc. | CAD 10,000,000   | CAD 20,000,000   |
| <b>Total</b>                 | <b>CAD 500,000,000</b>                                 | <b>CAD 1,000,000,000</b>                                     |

The selling agents may sell the notes to certain dealers at the applicable public offering price, less a concession which will not exceed 0.150% of the principal amount of the floating rate notes and 0.200% of the principal amount of the fixed/floating rate notes, and the selling agents and those dealers may resell the notes to other dealers at a reallowance discount which will not exceed 0.100% of the principal amount of the floating rate notes and 0.150% of the principal amount of the fixed/floating 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 CAD580,500.

Merrill Lynch Canada Inc. 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 April 24, 2018, which is the fifth business day following the date of this pricing supplement (such settlement being referred to as "T+5"). 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 or the next two succeeding business days will be required, by virtue of the fact that the notes initially settle in T+5, 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 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

PS-12



**Table of Contents**

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.

**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. This opinion is also subject to the limitations, as stated in such letter, of the enforcement of Medium-Term Notes denominated or payable in a currency other than U.S. dollars.

PS-13

**Table of Contents**

## **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:

i federal funds rate

i LIBOR

i EURIBOR

i prime rate

i treasury rate

i 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.

## Edgar Filing: BANK OF AMERICA CORP /DE/ - Form 424B5

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**

**Table of Contents**

**TABLE OF CONTENTS**

|   | <b>Page</b> |
|---|-------------|
| <b>Prospectus Supplement</b>  |             |
| <u>About this Prospectus Supplement</u>   | S-3         |
| <u>Risk Factors</u>   | S-5         |
| <u>Financial Consequences to Unsecured Debtholders of Single Point of Entry Resolution Strategy</u> | S-12        |
| <u>Description of the Notes</u>   | S-13        |
| <u>General</u>  | S-13        |
| <u>Types of Notes</u>   | S-14        |
| <u>Payment of Principal, Interest, and Other Amounts Due</u>  | S-16        |
| <u>Ranking</u>  | S-18        |
| <u>Remedies</u>   | S-19        |
| <u>Limitation on Mergers and Sales of Assets</u>  | S-21        |
| <u>Redemption</u>   | S-22        |
| <u>Repayment</u>  | S-22        |
| <u>Reopenings</u>   | S-22        |
| <u>Extendible/Renewable Notes</u>   | S-22        |
| <u>Other Provisions</u>   | S-23        |
| <u>Repurchase</u>   | S-23        |
| <u>Form, Exchange, Registration, and Transfer of Notes</u>  | S-23        |
| <u>U.S. Federal Income Tax Considerations</u>   | S-24        |
| <u>Supplemental Plan of Distribution (Conflicts of Interest)</u>                                    | S-24        |
| <u>Selling Restrictions</u>   | S-27        |
| <u>Legal Matters</u>  | S-36        |
| <b>Prospectus</b>   |             |
| <u>About this Prospectus</u>  | 3           |
| <u>Prospectus Summary</u>   | 4           |
| <u>Risk Factors</u>   | 9           |
| <u>Currency Risks</u>   | 9           |
| <u>Reform of LIBOR and EURIBOR and Proposed Regulation of These and Other Benchmarks</u>            | 11          |
| <u>Risks Related to our Common Stock and Preferred Stock</u>  | 13          |
| <u>Other Risks</u>  | 14          |
| <u>Bank of America Corporation</u>  | 16          |
| <u>Use of Proceeds</u>  | 16          |