

Amendment to Program Information

Bank of America Corporation

AMENDMENT TO PROGRAM INFORMATION

Type of Information:	Amendment to Program Information
Date of Announcement:	October 20, 2016
Issuer Name:	Bank of America Corporation
Name and Title of Representative:	Angela C. Jones Managing Director
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Liaison Contact:	Attorney-in-Fact: Kazuhiro Yoshii, Attorney-at-law Yasunari Fuke, Attorney-at-law Tsunaki Nishimura, Attorney-at-law Kimiko Inoue, Attorney-at-law Seiya Kai, Attorney-at-law Tatsuhiko Makino, Attorney-at-law Anderson Mori & Tomotsune Address: Akasaka K-Tower 2-7, Motoakasaka 1-chome Minato-ku, Tokyo Telephone: (03) 6888-1000
Type of Securities:	Notes
Address of Website for Announcement:	http://www.jpx.co.jp/equities/products/tpbm/announcement/index.html
Name of Arranger	Merrill Lynch International
Status of Submission of Annual Securities Reports or Issuer Filing Information:	Bank of America Corporation has continuously submitted Annual Securities Reports for more than one year. See such Annual Securities Reports and other reports filed by the Issuer in Japan which are available at the website http://disclosure.edinet-fsa.go.jp/ . See also reports filed by the Issuer with the U.S. Securities and Exchange Commission which are available at the website http://www.sec.gov/ .
Information on initial Program Information:	
Date of Announcement:	March 4, 2016
Scheduled Issuance Period:	March 7, 2016 to March 6, 2017
Maximum Outstanding Issuance Amount:	U.S.\$65,000,000,000

This amendment, consisting of this cover page and the Supplement dated October 18, 2016 to the Base Prospectus dated May 20, 2016 (and including, for the avoidance of doubt, the Offering Circular dated May 20, 2016 included therein), is filed to update the information included in the Program Information dated March 4, 2016 as amended by the amendments dated April 7, 2016, April 15, 2016, May 6, 2016, May 23, 2016, June 28, 2016, July 4, 2016, July 19, 2016, July 20, 2016 and August 3, 2016 (“Original Program Information”). This amendment shall be read together with the Original Program Information.



Bank of America Corporation
U.S. \$65,000,000,000
Euro Medium-Term Note Program

This supplement (the "**Supplement**"), which supplements the Base Prospectus dated May 20, 2016 (the "**Original Base Prospectus**") (as supplemented by the Supplementary Base Prospectus dated June 27, 2016, July 1, 2016, July 13, 2016, July 19, 2016 and August 2, 2016, the "**Base Prospectus**"), which together comprise a base prospectus for the purposes of Article 5.4 of the Directive 2003/71/EC (the "**Prospectus Directive**"), constitutes a supplementary prospectus for the purposes of section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and is prepared in connection with the U.S. \$65,000,000,000 Euro Medium-Term Note Program (the "**Program**") of Bank of America Corporation (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

The purpose of this Supplement is to: (i) update the section of the Base Prospectus entitled "Overview of the Program" in respect of the status and ranking of the Notes, (ii) update the section of the Base Prospectus entitled "Risk Factors" in respect of risks related to the Issuer's resolution strategy in the event of material financial distress or failure and (iii) incorporate by reference the Issuer's current report on Form 8-K dated October 17, 2016 (the "**October 17, 2016 Form 8-K**") in respect of the earnings press release relating to the nine months ended September 30, 2016.

The Issuer accepts responsibility for the information contained in this Supplement. To the Issuer's best knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Supplement or in the document incorporated by reference in, and forming part of, this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus as supplemented from time to time.

Update to the section entitled "Overview of the Program"

The section entitled "Overview of the Program – Status and Ranking of the Notes" on page 9 of the Original Base Prospectus is updated and supplemented to include the following underlined text:

Status and Ranking of the Notes: The Notes are the Issuer's direct unsecured obligations, do not evidence deposits and are not insured by the FDIC, the Deposit Insurance Fund or any other insurer or governmental agency or instrumentality. The Notes will be solely obligations of the Issuer and will not be guaranteed by BANA, any other bank or any of the Issuer's other subsidiaries.

The Notes may be issued as Senior Notes or Subordinated Notes.

Because the Issuer is a holding company, the Issuer's 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 the Issuer may itself be recognized as a creditor of that subsidiary. Accordingly, the Issuer's obligations under Senior Notes or Subordinated Notes will be structurally subordinated to all existing and future liabilities of its subsidiaries, and claimants should look only to the Issuer's assets for payments. In addition, the Senior Notes and the Subordinated Notes will be unsecured and therefore in a bankruptcy or similar proceeding will effectively rank junior to the Issuer's secured obligations to the extent of the value of the assets securing such obligations.

Update to the section entitled "Risk Factors"

The section entitled "Risks relating to the Notes generally" on pages 11 to 15 of the Original Base Prospectus is updated and supplemented by the following:

In the risk factor below, all references to the "Issuer" refer to Bank of America Corporation excluding its consolidated subsidiaries.

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

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

Incorporation by reference

The October 17, 2016 Form 8-K was filed with the United States Securities and Exchange Commission (the "SEC") on October 17, 2016 and with the Financial Conduct Authority. The October 17, 2016 Form 8-K shall be deemed to be incorporated by reference into, and form part of, this Supplement, other than the information under the headings "Item 7.01 Regulation FD Disclosure" (page 2*), "Exhibit 99.2" (entitled "The Presentation Materials") (pages 23* - 50*) and "Exhibit 99.3" (entitled "The Supplemental Information") (pages 51* - 94*) of the October 17, 2016 Form 8-K which shall not be deemed to be incorporated by reference into, or form part of, this Supplement. For the purposes of the prospectus rules made under section 73A of the FSMA and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the October 17, 2016 Form 8-K, or not deemed to have been filed as part of the October 17, 2016 Form 8-K under the rules of the SEC, do not form part of this Supplement. Information in the October 17, 2016 Form 8-K which is not incorporated by reference into the Base Prospectus is either not relevant for the investor or is covered elsewhere in the Base Prospectus.

* These page numbers are references to the PDF pages included in the October 17, 2016 Form 8-K.

Documents available for inspection

The Issuer will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of the document incorporated herein by reference. Written requests for such document should be directed to: Bank of America Corporation, Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255-0065, Attention: Fixed Income Investor Relations or fixedincomeir@bankofamerica.com. Telephone requests may be directed to +1-866-607-1234 (toll free) or +1-212-449-6795. The Issuer's filings with the SEC are available through (1) the SEC's website at www.sec.gov, or the SEC's Public Reference Room, 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and (2) the Issuer's website at <http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-sec#fbid=vPBmqoqUe99>. References to web addresses in this Supplement are included as inactive textual references only. Except as specifically incorporated by reference in this Supplement, information on these websites is not part of this Supplement.