

BANK OF AMERICA CORP /DE/  
Form FWP  
March 01, 2016

**Filed Pursuant to Rule 433**

**Registration No. 333-202354**

**BANK OF AMERICA CORPORATION**

**MEDIUM-TERM NOTES, SERIES L**

**\$2,000,000,000**

**4.450% SUBORDINATED NOTES, DUE MARCH 2026**

**FINAL TERM SHEET**

**Dated February 29, 2016**

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| Issuer:  | Bank of America Corporation  |
| Ratings of this Series:                            | Baa3 (Moody s)/BBB (S&P)/A- (Fitch)  |
| Title of the Series:                               | 4.450% Subordinated Notes, due March 2026  |
| Aggregate Principal Amount Initially Being Issued: | \$2,000,000,000  |
| Issue Price:                                       | 100.000%   |
| Trade Date:  | February 29, 2016  |
| Settlement Date:                                   | March 3, 2016 (T+3)  |
| Maturity Date:                                     | March 3, 2026  |
| Ranking:   | Subordinated   |
| Minimum Denominations:                             | \$2,000 and multiples of \$1,000 in excess of \$2,000  |
| Day Count Fraction:                                | 30/360   |
| Interest Rate:                                     | 4.450% per annum   |
| Interest Payment Dates:                            | March 3 and September 3 of each year, beginning September 3, 2016, subject to following unadjusted business day convention |
| Interest Periods:                                  | Semi-annual  |
| Treasury Benchmark:                                | 10 year U.S. Treasury, due February 15, 2026   |
| Treasury Yield:                                    | 1.750%   |
| Treasury Benchmark Price:                          | 98-27+   |
| Spread to Treasury Benchmark:                      | +270 bps   |
| Reoffer Yield:                                     | 4.450%   |
| Optional Redemption:                               | None   |
| Listing:   | None   |
| Lead Manager and Sole Book-Runner:                 | Merrill Lynch, Pierce, Fenner & Smith Incorporated   |
| Senior Co-Managers:                                | ABN AMRO Securities (USA) LLC  |

ANZ Securities, Inc.

BBVA Securities Inc.

BNY Mellon Capital Markets, LLC

Capital One Securities, Inc.

Commerz Markets LLC

Danske Markets Inc.

Deutsche Bank Securities Inc.

Erste Group Bank AG

ING Financial Markets LLC

Lloyds Securities Inc.

Mizuho Securities USA Inc.

nabSecurities, LLC

Natixis Securities Americas LLC

Rabo Securities USA, Inc.

RBS Securities Inc.

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

SG Americas Securities, LLC

SMBC Nikko Securities America, Inc.

Standard Chartered Bank

TD Securities (USA) LLC

The Huntington Investment Company  
Academy Securities, Inc

Junior Co-Managers:

Apto Partners, LLC

Drexel Hamilton, LLC

Loop Capital Markets LLC

CUSIP:

06051GFU8

ISIN:

US06051GFU85

Bank of America Corporation (the Issuer ) has filed a registration statement (including a pricing supplement, a prospectus supplement, and a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read those documents and the other documents that the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the lead manager will arrange to send you the pricing supplement, the prospectus supplement, and the prospectus if you request them by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll free at 1-800-294-1322. You may also request copies by e-mail from [fixedincomeir@bankofamerica.com](mailto:fixedincomeir@bankofamerica.com) or [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com).