

BofA Finance LLC
Form 424B2
December 03, 2018

**Filed Pursuant to Rule 424 (b)(2)
Registration Statement No.
333-213265
(To Prospectus dated November
4, 2016,
Prospectus Supplement dated
November 4, 2016 and
Product Supplement EQUITY
INDICES SUN-1 dated November
28, 2016)**

| | | |
|--------------------------------|-----------------|-------------------|
| 699,385 Units | Pricing Date | November 29, 2018 |
| \$10 principal amount per unit | Settlement Date | December 6, 2018 |
| CUSIP No. 097098131 | Maturity Date | November 24, 2023 |

BofA Finance LLC

**Market-Linked Step Up Notes Linked to an International Equity Index Basket
Fully and Unconditionally Guaranteed by Bank of America Corporation**

Maturity of approximately five years

If the Basket is flat or increases up to the Step Up Value, a return of 48.00%

If the Basket increases above the Step Up Value, a return equal to the percentage increase in the Basket

The Basket is comprised of the MSCI Emerging Markets Index, the EURO STOXX 50[®] Index, the FTSE[®] 100 Index, the Nikkei Stock Average Index, the Swiss Market Index, the S&P/ASX 200 Index and the Hang Seng[®] Index. The MSCI Emerging Markets Index was given an initial weight of 50.00%, the EURO STOXX 50[®] Index was given an initial weight of 20.00%, each of the FTSE[®] 100 Index and the Nikkei Stock Average Index were given an initial weight of 10.00%, each of the Swiss Market Index and the S&P/ASX 200 Index were given an initial weight of 3.75% and the Hang Seng[®] Index was given an initial weight of 2.50%

1-to-1 downside exposure to decreases in the Basket beyond a 20.00% decline, with up to 80.00% of your principal at risk

All payments occur at maturity and are subject to the credit risk of BofA Finance LLC, as issuer of the notes, and the credit risk of Bank of America Corporation, as guarantor of the notes

No periodic interest payments

In addition to the underwriting discount set forth below, the notes include a hedging-related charge of \$0.075 per unit. See Structuring the Notes

Limited secondary market liquidity, with no exchange listing

The notes are being issued by BofA Finance LLC (BofA Finance) and are fully and unconditionally guaranteed by Bank of America Corporation (BAC). There are important differences between the notes and a conventional debt security, including different investment risks and certain additional costs. See Risk Factors and Additional Risk Factor beginning on page TS-7 of this term sheet, page PS-7 of product supplement EQUITY INDICES

SUN-1, page S-4 of the accompanying Series A MTN prospectus supplement and page 7 of the accompanying prospectus.

The initial estimated value of the notes as of the pricing date is \$9.55 per unit, which is less than the public offering price listed below. See Summary on the following page, Risk Factors beginning on page TS-7 of this term sheet and Structuring the Notes on page TS-34 of this term sheet for additional information. The actual value of your notes at any time will reflect many factors and cannot be predicted with accuracy.

None of the Securities and Exchange Commission (the SEC), any state securities commission, or any other regulatory body has approved or disapproved of these securities or determined if this Note Prospectus (as defined below) is truthful or complete. Any representation to the contrary is a criminal offense.

| | <u>Per Unit</u> | <u>Total</u> |
|--|-----------------|----------------|
| Public offering price..... | \$10.00 | \$6,993,850.00 |
| Underwriting discount | \$0.25 | \$ 174,846.25 |
| Proceeds, before expenses, to BofA Finance | \$9.75 | \$6,819,003.75 |

The notes and the related guarantee:

**Are Not FDIC
Insured**

**Are Not Bank
Guaranteed**

May Lose Value

Merrill Lynch & Co.
November 29, 2018

Market-Linked Step Up Notes

Linked to an International Equity Index Basket, due November 24, 2023

Summary

The Market-Linked Step Up Notes Linked to an International Equity Index Basket, due November 24, 2023 (the notes) are our senior unsecured debt securities. Payments on the notes are fully and unconditionally guaranteed by BAC. The notes and the related guarantee are not insured by the Federal Deposit Insurance Corporation or secured by collateral. **The notes will rank equally with all of BofA Finance's other unsecured and unsubordinated debt, and the related guarantee will rank equally with all of BAC's other unsecured and unsubordinated obligations. Any payments due on the notes, including any repayment of principal, will be subject to the credit risk of BofA Finance, as issuer, and BAC, as guarantor.** The notes provide you with a Step Up Payment if the Ending Value of the Market Measure, which is the international equity index basket described below (the Basket), is equal to or greater than its Starting Value, but is not greater than the Step Up Value. If the Ending Value is greater than the Step Up Value, you will participate on a 1-for-1 basis in the increase in the level of the Basket above the Starting Value. If the Ending Value is less than the Starting Value but greater than or equal to the Threshold Value, you will receive the principal amount of your notes. If the Ending Value is less than the Threshold Value, you will lose a portion, which could be significant, of the principal amount of your notes. Any payments on the notes will be calculated based on the \$10 principal amount per unit and will depend on the performance of the Basket, subject to our and BAC's credit risk. See Terms of the Notes below.

The Basket is comprised of the MSCI Emerging Markets Index, the EURO STOXX 50[®] Index, the FTSE[®] 100 Index, the Nikkei Stock Average Index, the Swiss Market Index, the S&P/ASX 200 Index and the Hang Seng[®] Index (each a Basket Component). On the pricing date, the MSCI Emerging Markets Index was given an initial weight of 50.00%, the EURO STOXX 50[®] Index was given an initial weight of 20.00%, each of the FTSE[®] 100 Index and the Nikkei Stock Average Index were given an initial weight of 10.00%, each of the Swiss Market Index and the S&P/ASX 200 Index were given an initial weight of 3.75% and the Hang Seng[®] Index was given an initial weight of 2.50%.

The economic terms of the notes (including the Step Up Payment) are based on BAC's internal funding rate, which is the rate it would pay to borrow funds through the issuance of market-linked notes and the economic terms of certain related hedging arrangements. BAC's internal funding rate is typically lower than the rate it would pay when it issues conventional fixed or floating rate debt securities. This difference in funding rate, as well as the underwriting discount and the hedging related charge described below, reduced the economic terms of the notes to you and the initial estimated value of the notes on the pricing date. Due to these factors, the public offering price you pay to purchase the notes is greater than the initial estimated value of the notes.

On the cover page of this term sheet, we have provided the initial estimated value for the notes. This initial estimated value was determined based on our, BAC's and our other affiliates' pricing models, which take into consideration BAC's internal funding rate and the market prices for the hedging arrangements related to the notes. For more information about the initial estimated value and the structuring of the notes, see Structuring the Notes on page TS-34.

Terms of the Notes

Issuer: BofA Finance LLC (BofA Finance)
Guarantor: Bank of America Corporation (BAC)
Principal Amount: \$10.00 per unit
Term: Approximately five years
Market Measure: An International equity index basket comprised of the MSCI Emerging Markets Index (Bloomberg symbol: MXEF), the EURO STOXX

Redemption Amount Determination

On the maturity date, you will receive a cash payment per unit determined as follows:

| | |
|---------------------------|---|
| | 50 [®] Index (Bloomberg symbol: SX5E), the FTSE100 Index (Bloomberg symbol: UKX), the Nikkei Stock Average Index (Bloomberg symbol: NKY), the Swiss Market Index (Bloomberg symbol: SMI), the S&P/ASX 200 Index (Bloomberg symbol: AS51) and the Hang Seng [®] Index (Bloomberg symbol: HSI I). Each Basket Component is a price return index. |
| Starting Value: | 100.00 |
| Ending Value: | The value of the Market Measure on the calculation day. The scheduled calculation day is subject to postponement in the event of Market Disruption Events, as described beginning on page PS-21 of product supplement EQUITY INDICES SUN-1. |
| Step Up Value: | 148.00 (148.00% of the Starting Value). |
| Step Up Payment: | \$4.80 per unit, which represents a return of 48.00% over the principal amount. |
| Threshold Value: | 80.00 (80.00% of the Starting Value). |
| Calculation Day: | November 16, 2023 |
| Fees and Charges: | The underwriting discount of \$0.25 per unit listed on the cover page and the hedging related charge of \$0.075 per unit described in Structuring the Notes on page TS-34. |
| Calculation Agent: | Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S), an affiliate of BofA Finance. |

Market-Linked Step Up Notes

Linked to an International Equity Index Basket, due November 24, 2023

The terms and risks of the notes are contained in this term sheet and in the following:

Product supplement EQUITY INDICES SUN-1 dated November 28, 2016:

<https://www.sec.gov/Archives/edgar/data/70858/000119312516778291/d301449d424b5.htm>

Series A MTN prospectus supplement dated November 4, 2016 and prospectus dated November 4, 2016:

<https://www.sec.gov/Archives/edgar/data/70858/000119312516760144/d266649d424b3.htm>

These documents (together, the Note Prospectus) have been filed as part of a registration statement with the SEC, which may, without cost, be accessed on the SEC website as indicated above or obtained from MLPF&S by calling 1-800-294-1322. Before you invest, you should read the Note Prospectus, including this term sheet, for information about us, BAC and this offering. Any prior or contemporaneous oral statements and any other written materials you may have received are superseded by the Note Prospectus. Capitalized terms used but not defined in this term sheet have the meanings set forth in product supplement EQUITY INDICES SUN-1. Unless otherwise indicated or unless the context requires otherwise, all references in this document to we, us, our, or similar references are to BofA Finance, and not to BAC.

Investor Considerations

You may wish to consider an investment in the notes if:

The notes may not be an appropriate investment for you if:

You anticipate that the value of the Basket will increase from the Starting Value to the Ending Value.

You believe that the value of the Basket will decrease from the Starting Value to the Ending Value.

You are willing to risk a loss of principal and return if the value of the Basket decreases from the Starting Value to an Ending Value that is below the Threshold Value.

You seek 100% principal repayment or preservation of capital.

You seek interest payments or other current income on your investment.

You are willing to forgo the interest payments that are paid on conventional interest bearing debt securities.

You want to receive dividends or other distributions paid on the stocks included in the Basket Components.

You are willing to forgo dividends or other benefits of owning the stocks included in the Basket Components.

You seek an investment for which there will be a liquid secondary market.

You are willing to accept a limited or no market for sales prior to maturity, and understand that the market prices for the notes, if any, will be affected by various factors, including our and BAC's actual and perceived creditworthiness, BAC's internal funding rate and fees and charges on the notes.

You are unwilling or are unable to take market risk on the notes, to take our credit risk as issuer of the notes, or to take BAC's credit risk, as guarantor of the notes.

You are willing to assume our credit risk, as issuer of the notes, and BAC's credit risk, as guarantor of the notes, for all payments under the notes, including the Redemption Amount.

We urge you to consult your investment, legal, tax, accounting, and other advisors before you invest in the notes.

Market-Linked Step Up Notes

Linked to an International Equity Index Basket, due November 24, 2023

Hypothetical Payout Profile and Examples of Payments at Maturity

Market-Linked Step Up Notes

This graph reflects the returns on the notes, based on the Threshold Value of 80% of the Starting Value, the Step Up Payment of \$4.80 per unit and the Step Up Value of 148.00% of the Starting Value. The green line reflects the returns on the notes, while the dotted gray line reflects the returns of a direct investment in the stocks included in the Basket Components, excluding dividends.

This graph has been prepared for purposes of illustration only.

The following table and examples are for purposes of illustration only. They are based on **hypothetical** values and show **hypothetical** returns on the notes. They illustrate the calculation of the Redemption Amount and total rate of return based on the Starting Value of 100, the Threshold Value of 80, the Step Up Value of 148.00, the Step Up Payment of \$4.80 per unit and a range of hypothetical Ending Values. **The actual amount you receive and the resulting total rate of return will depend on the actual Ending Value and whether you hold the notes to maturity.** The following examples do not take into account any tax consequences from investing in the notes. For recent **hypothetical** values of the Basket, see [The Basket](#) section below. For recent actual levels of the Basket Components, see [The Basket Components](#) below. Each Basket Component is a price return index and as such the Ending Value will not include any income generated by dividends paid on the stocks included in any of the Basket Components, which you would otherwise be entitled to receive if you invested in those stocks directly. In addition, all payments on the notes are subject to issuer and guarantor credit risk.

Market-Linked Step Up Notes

TS-4

Market-Linked Step Up Notes

Linked to an International Equity Index Basket, due November 24, 2023

| Ending Value | Percentage Change from the Starting Value to the Ending Value | Redemption Amount per Unit | Total Rate of Return on the Notes |
|-----------------------|---|-------------------------------|--------------------------------------|
| 0.00 | -100.00% | \$2.00 | -80.00% |
| 50.00 | -50.00% | \$7.00 | -30.00% |
| 70.00 | -30.00% | \$9.00 | -10.00% |
| 80.00 ⁽¹⁾ | -20.00% | \$10.00 | 0.00% |
| 90.00 | -10.00% | \$10.00 | 0.00% |
| 100.00 ⁽²⁾ | 0.00% | \$14.80 ⁽³⁾ | 48.00% |
| 102.00 | 2.00% | \$14.80 | 48.00% |
| 105.00 | 5.00% | \$14.80 | 48.00% |
| 110.00 | 10.00% | \$14.80 | 48.00% |
| 120.00 | 20.00% | \$14.80 | 48.00% |
| 130.00 | 30.00% | \$14.80 | 48.00% |
| 140.00 | 40.00% | \$14.80 | 48.00% |
| 148.00 ⁽⁴⁾ | 48.00% | \$14.80 | 48.00% |

5. A Registered Shareholder who is not able to attend the Meeting in person but wishes to vote on the resolutions, may do the following:
- (a) appoint one of the management proxyholders named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote the resolution as if the Registered Shareholder had specified an affirmative vote;

OR

- (b) appoint another proxyholder, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.

6. The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, if so authorized by this Instrument of Proxy, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.
7. If a Registered Shareholder has submitted an Instrument of Proxy, the Registered Shareholder may still attend the Meeting and may vote in person. To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.

To be represented at the Meeting, voting instructions must be DEPOSITED at the office of "PACIFIC CORPORATE TRUST COMPANY" no later than

forty eight ("48") hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

The mailing address of Pacific Corporate Trust Company is 510 Burrard St, 2nd Floor, Vancouver, British Columbia, V6C 3B9, and its fax number is (604) 689-8144.

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IF A SHAREHOLDER I.D. AND SHAREHOLDER CODE APPEAR ON THE FACE OF THIS PROXY IN THE ADDRESS BOX

REGISTERED HOLDERS ARE ABLE TO COMPLETE TELEPHONE VOTING AT 1-888-Tel-Vote (1-888-835-8683)