



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 January 27, 2017 (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 incorporate by reference the Issuer's annual report on Form 10-K dated February 23, 2017 (the "**2016 Form 10-K**") for the fiscal year ended December 31, 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.

Incorporation by reference in relation to the 2016 Form 10-K

The 2016 Form 10-K was filed with the United States Securities and Exchange Commission (the "**SEC**") on February 23, 2017 and with the Financial Conduct Authority. Pages 1 to 220, page 267* (being Exhibit 12), pages 268* to 269* (being Exhibit 21) and pages 271* to 272* (being Exhibit 24) of the 2016 Form 10-K shall be deemed to be incorporated by reference into, and 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 2016 Form 10-K, or not deemed to have been filed as part of the 2016 Form 10-K under the rules of the SEC, do not form part of this Supplement. Information in the 2016 Form 10-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 2016 Form 10-K.

Updating of the section entitled Selected Financial Data

The section entitled "Selected Financial Data" on page 33 of the Base Prospectus shall be updated with the following information:

"The following table contains the Issuer's selected financial data as of December 31, 2016 and 2015, and for each of the years in the three years ended December 31, 2016 extracted from the Issuer's audited financial statements, which were prepared in conformity with accounting principles generally accepted in the United States.

Year ended December 31

	<u>2016</u>	<u>2015</u>	<u>2014</u>
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(Dollars in millions, except number of shares and per share information)

Income Statement:

Interest income	\$51,057	\$49,507	\$51,714
Interest expense	9,961	10,549	10,935
Net interest income	41,096	38,958	40,779
Noninterest income	42,605	44,007	45,115
Total revenue, net of interest expense	83,701	82,965	85,894
Provision for credit losses	3,597	3,161	2,275
Noninterest expense	54,951	57,734	75,656
Income before income taxes	25,153	22,070	7,963
Income tax expense	7,247	6,234	2,443
Net income	17,906	15,836	5,520
Net income applicable to common shareholders	16,224	14,353	4,476
Average common shares issued and outstanding (in thousands)	10,284,147	10,462,282	10,527,818
Average diluted common shares issued and outstanding (in thousands)	11,035,657	11,213,992	10,584,535

Per common share information:

Earnings	\$1.58	\$1.37	\$0.43
Diluted earnings	1.50	1.31	0.42
Dividends paid	0.25	0.20	0.12

December 31

	<u>2016</u>	<u>2015</u>
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(Dollars in millions, except percentages)

Balance Sheet (period-end):

Total loans and leases	\$906,683	\$896,983
Total assets	2,187,702	2,144,287
Total deposits	1,260,934	1,197,259
Long-term debt	216,823	236,764
Total shareholders' equity	266,840	256,176

Allowance for loan and lease losses as a percentage of total loans and leases outstanding ¹	1.26 %	1.37%
Total ending equity to total ending assets	12.2 %	11.95%

¹ Outstanding loan and lease balances and ratios do not include loans accounted for under the fair value option.

Share Capital

As of December 31, 2016, the issued and outstanding common stock of BAC equalled 10,052,625,604 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$147 billion. As at the date of this Base Prospectus, the authorised common stock of BAC is 12,800,000,000 shares.

As of December 31, 2016, the issued and outstanding preferred stock of BAC equalled 3,887,329 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$25.2 billion. The authorised preferred stock of BAC is 100,000,000 shares.

Dividends

The following cash dividends per share of common stock of BAC were paid for each of the five consecutive fiscal years ended 31 December:

Fiscal Year	Dividend per share
2016	\$0.25
2015	\$0.20
2014	\$0.12
2013	\$0.04
2012	\$0.04"

Updating of the section entitled General Information

By virtue of this Supplement, the information contained within the "General Information" section of the Base Prospectus, on page 89 at paragraph 5 entitled "Significant Change and Material Adverse Change", shall be updated with the following information:

"There has been no significant change in the financial or trading position of the Issuer on a consolidated basis since December 31, 2016 which is the date of the most recently published financial statements of the Issuer.

There has been no material adverse change in the prospects of the Issuer on a consolidated basis since December 31, 2016."

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.