

SUPPLEMENT No. 6 DATED 11th MARCH, 2009 TO THE
BASE PROSPECTUS DATED 16th SEPTEMBER, 2008

Merrill Lynch S.A.

(a Luxembourg Limited Company)

Merrill Lynch International & Co. C.V.

(a Netherlands Antilles Limited Partnership)

NOTE, WARRANT AND CERTIFICATE PROGRAMME

Unconditionally and irrevocably guaranteed as to payment and delivery obligations

by

Merrill Lynch & Co., Inc.

(a Delaware (U.S.A.) corporation)

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 16th September, 2008 (as supplemented on 23rd September, 2008, 17th October, 2008, 11th November, 2008, 11th December, 2008 and 4th February 2009, the "**Base Prospectus**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of Merrill Lynch S.A. ("**MLSA**") and Merrill Lynch International & Co. C.V. ("**MLICo.**"). The Supplement is a supplement for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10th July, 2005 on prospectuses for securities (the "**Luxembourg Law**"). On 16th September, 2008, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the Base Prospectus for the purposes of Article 7 of the Luxembourg Law. Terms defined in the Base Prospectus have the same meanings 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 (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

Each of MLSA, MLICo. and Merrill Lynch & Co., Inc. ("**ML&Co.**") accepts responsibility for the information contained in this Supplement and to the best of the knowledge of MLSA, MLICo and ML&Co. (each 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, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus.

Copies of this Supplement and any document incorporated by reference will be available for collection and inspection as set out in the section entitled "*General Information – Documents Available*" in the Base Prospectus and on the Luxembourg Stock Exchange's website at www.bourse.lu.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for Securities issued under the Programme before this Supplement is published have the right, exercisable within a time limit of a minimum of two working days after the publication of this Supplement, to withdraw their acceptances.

Selected Financial Information

ML&Co. reported a net loss from continuing operations for 2008 of US\$27.6 billion, or US\$24.82 per diluted share, compared with a net loss from continuing operations of US\$8.6 billion, or US\$10.73 per diluted share for 2007. ML&Co.'s net loss for 2008 was US\$27.6 billion, or US\$24.87 per diluted share, compared with a net loss of US\$7.8 billion, or US\$9.69 per diluted share for 2007. Revenues, net of interest expense for 2008 were negative US\$12.6 billion, compared with positive US\$11.3 billion in the prior-year, while the pre-tax loss from continuing operations was US\$41.8 billion for 2008 compared with US\$12.8 billion for 2007.

Incorporation by Reference of Form 10-K

ML&Co.'s annual report on Form 10-K for the year ended 26th December, 2008 (the "**ML&Co. 2008 Form 10-K**") which was filed with the U.S. Securities Exchange Commission on 24th February, 2009, and which has been filed with the CSSF in its capacity as competent authority under Article 21(1) of the Prospectus Directive and, by virtue of this Supplement, the ML&Co. 2008 Form 10-K is incorporated in, and forms part of, the Base Prospectus.

See "Risk factors" in the Offering Circular for a discussion of certain risks that should be considered in connection with certain types of Securities which may be offered under the Programme. See "Risk factors that could affect our business" in the ML&Co. 2008 Form 10-K. for a discussion of certain risks that should be considered in connection the ML&Co.'s business.

Any information included in the ML&Co. 2008 Form 10-K that is not listed in the column "*Information incorporated by reference*" below is given for information purposes only.

Each page reference in the table below refers to the corresponding page in the ML&Co. 2008 Form 10-K. References to A4 refers to the corresponding rule in Annex IV "Minimum Disclosure Requirements for Debt and Derivative Securities Registration Document (Schedule) (Debt and Derivative Securities with a Denomination per unit of less than EUR50,000)".

Information Incorporated by Reference	Page Reference	Annex IV Reference
<i>From the ML&Co. 2008 Form 10-K</i>		
Risk Factors that Could Affect our Business	Pages 5 to 12	A4.4
Introduction	Pages 16 to 17	A4.6.1.1/A4.6.2
Strategic Transactions	Pages 18 to 21	A4.6.1.2
Results of Operations	Pages 22 to 37	A4.6.1.2/A4.6.2
Business Segments	Pages 33 to 37	A4.6.1.1/A4.6.1.2
Consolidated Statements of (Loss)/Earnings	Page 52	A4.3.1/A4.13.1/A4.13.2
Consolidated Balance Sheets	Pages 53 to 54	A4.3.1/A4.13.1/A4.13.2
Consolidated Statements of Changes in Shareholders' Equity	Page 55	A4.3.1/A4.13.1/A4.13.2
Consolidated Statements of Comprehensive (Loss)/Income	Page 56	A4.3.1/A4.13.1/A4.13.2
Consolidated Statements of Cash Flows	Page 57	A4.3.1/A4.13.1/A4.13.2
Notes to Consolidated Financial Statements	Pages 58 to 156	A4.3.1/A4.13.1/A4.13.2
Notes to Consolidated Financial Statements – Note 1. Summary of Significant Accounting Policies –	Page 58	A4.6.1.1/A4.6.2/A4.7.1

Description of Business		
Notes to Consolidated Financial Statements – Note 10. Stockholders' Equity and Earnings per Share	Pages 118 to 123	A4.14.1.1
Notes to Consolidated Financial Statements – Note 11. Commitments, Contingencies and Guarantees	Pages 123 to 136	A4.13.6
Legal Proceedings	Pages 13 and 123 to 128	A4.13.6
Executive Officers of Merrill Lynch & Co., Inc.	Page 161	A4.10.1
Corporate Governance	Page 161	A4.11.2
Report of Independent Registered Public Accounting Firm	Page 51	A4.3.1/A4.13.1/A4.13.2/ A4.16.1