

SUPPLEMENT No. 8 DATED 12th MAY, 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, 4th February, 2009, 11th March, 2009, and 28th April, 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.

There has been no significant change in the financial or trading position of ML&Co. since 31 March 2009, the end of the last financial period for which ML&Co. has published interim financial 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.

Incorporation by Reference of Form 10-Q

ML&Co.'s quarterly report on Form 10-Q dated 7th May, 2009 (the "**Form 10-Q**") which was filed with the U.S. Securities Exchange Commission on 7th May, 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 Form 10-Q is incorporated in, and form part of, the Base Prospectus.

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

Each page reference in the tables below refer to the corresponding page in the Form 10-Q.

Information incorporated by reference

From the Form 10-Q

Page Number

Part I. Financial Information

Item 1. Financial Statements (Unaudited)

Condensed Consolidated Statements of Earnings/(Loss)	2
Condensed Consolidated Balance Sheets	3
Condensed Consolidated Statements of Cash Flows	5
Condensed Consolidated Statements of Comprehensive Income/(Loss)	6

Notes to Condensed Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies	7
Note 2. Acquisition and Subsequent Transactions with Bank of America Corporation	20
Note 3. Segment and Geographic Information	21
Note 4. Fair Value	22
Note 5. Derivatives	35
Note 6. Securities Financing Transactions	43
Note 7. Investment Securities	44
Note 8. Securitization Transactions and Transactions with Variable Interest Entities ("VIEs")	47
Note 9. Loans, Notes, and Mortgages and Related Commitments to Extend Credit	55
Note 10. Goodwill and Intangible Assets	58
Note 11. Borrowings and Deposits	59
Note 12. Stockholders' Equity and Earnings Per Share	62
Note 13. Commitments, Contingencies and Guarantees	64
Note 14. Employee Benefit Plans	68
Note 15. Income Taxes	69
Note 16. Regulatory Requirements	70
Note 17. Discontinued Operations	72
Note 18. Restructuring Charge	72
Note 19. Related Party Transactions	72

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Introduction	73
Executive Overview	75
Results of Operations	76
Off Balance Sheet Exposures	84
Funding and Liquidity	88

Item 3. Quantitative and Qualitative Disclosures About Market Risk 91

Item 4. Controls and Procedures 91

Part II. Other Information

Item 1. Legal Proceedings	92
Item 1A. Risk Factors	94
Item 6. Exhibits	94
Signatures	95
Index to Exhibits	96
EX-12	1
EX-31.1	1-2
EX-31.2	1-2
EX-32.1	1
EX-32.2	1