

**SUPPLEMENT NO. 5 DATED 12 MAY 2014 TO THE
OFFERING CIRCULAR DATED 15 NOVEMBER 2013**

Bank of America Corporation
(a Delaware (U.S.A.) corporation)

Merrill Lynch B.V.
(a Dutch Private Limited Liability Company)

Merrill Lynch Capital Markets AG
(a Swiss Stock Corporation (Aktiengesellschaft))

Merrill Lynch International & Co. C.V.
(a Curaçao Limited Partnership)

NOTE, WARRANT AND CERTIFICATE PROGRAMME

Irrevocably guaranteed

(in respect of Notes issued by Merrill Lynch B.V., Certificates issued by Merrill Lynch B.V., Merrill Lynch Capital Markets AG and Merrill Lynch International & Co. C.V., and Warrants issued by Merrill Lynch Capital Markets AG and Merrill Lynch International & Co. C.V.)

by

Bank of America Corporation
(a Delaware (U.S.A.) corporation)

This supplement (the "**Supplement**") constitutes a supplement to the offering circular of Bank of America Corporation ("**BAC**"), Merrill Lynch B.V. ("**MLBV**"), Merrill Lynch Capital Markets AG ("**MLCMAG**") and Merrill Lynch International & Co. C.V. ("**MLICo.**") dated 15 November 2013 (the "**Original Offering Circular**", and, as supplemented on 22 January 2014, 28 February 2014, 1 April 2014 and 24 April 2014, the "**Offering Circular**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC, MLBV, MLCMAG and MLICo.. Terms defined in the Offering Circular have the same meanings when used in this Supplement.

This Supplement is supplemental to, and shall be read in conjunction with, the Offering Circular. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference into the Offering Circular, the statements in (a) above will prevail.

Each of BAC, MLBV, MLCMAG and MLICo. accepts responsibility for the information contained in this Supplement and to the best of the knowledge of BAC, MLBV, MLCMAG and MLICo. (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.

Copies of this Supplement and the document incorporated by reference will be available for collection as set out in the section entitled "*General Information – Documents Available*" in the Original Offering Circular (at pages 575-576) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference of BAC 28 April 2014 Form 8-K

Portions of the BAC Form 8-K dated 28 April 2014 in respect of a news release announcing BAC's suspension of its previously announced planned 2014 capital actions and its planned re-submission of the 2014 Comprehensive Capital Analysis and Review to the Board of Governors of the Federal Reserve System (the "**28 April 2014 Form 8-K**") were filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 28 April 2014. By virtue of this Supplement, the sections of the 28 April 2014 Form 8-K referred to below are

incorporated by reference into, and form part of, the Offering Circular. Any information included in the 28 April 2014 Form 8-K that is not listed in the column "*Information incorporated by reference*" below shall not be deemed to be incorporated by reference into, and form part of, this Supplement and is given for information purposes only.

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*These page numbers are references to the PDF pages included in the 28 April 2014 Form 8-K.

Incorporation by Reference of BAC 1 May 2014 Form 10-Q

BAC's quarterly report on Form 10-Q dated 1 May 2014 in respect of the three months ended 31 March 2014 which was filed with the U.S. Securities and Exchange Commission (the "SEC") on 1 May 2014 (the "**1 May 2014 Form 10-Q**"), has been filed with the SEC and with the CSSF in its capacity as competent authority under Article 21(1) of the Prospectus Directive and, by virtue of this Supplement, the 1 May 2014 Form 10-Q is incorporated into, and forms part of, the Offering Circular.

Any information included in the 1 May 2014 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 table below refers to the corresponding page in the 1 May 2014 Form 10-Q

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