

**SUPPLEMENT NO. 12 DATED 9 MARCH 2015 TO  
THE BASE PROSPECTUS DATED 11 MARCH 2014**

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

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

**NOTE, WARRANT AND CERTIFICATE PROGRAMME**

Unconditionally and irrevocably guaranteed by

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

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus of Merrill Lynch B.V. ("**MLBV**") and Merrill Lynch International & Co. C.V. ("**MLICo.**") dated 11 March 2014 (the "**Original Base Prospectus**"), and, as supplemented on 1 April 2014, 22 April 2014, 9 May 2014, 18 July 2014, 6 August 2014, 2 September 2014, 8 October 2014, 22 October 2014, 18 November 2014, 29 December 2014 and 23 January 2015, the "**Base Prospectus**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of MLBV and MLICo., unconditionally and irrevocably guaranteed in respect of Securities issued by MLBV and MLICo. as to payment and non-cash delivery obligations by Bank of America Corporation ("**BAC**"). The Supplement is a supplement for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 and amended on 3 July 2012 on prospectuses for securities (the "**Luxembourg Law**"). On 11 March 2014, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the Original 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 MLICo., MLBV and BAC accepts responsibility for the information contained in this Supplement and to the best of the knowledge of MLICo., MLBV and BAC (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 or in the document incorporated by reference in, and forming part of, 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 as supplemented from time to time.

Copies of this Supplement and the document incorporated by reference will be available for collection and inspection as set out in the section entitled "*General Information – Documents Available*" in the Original Base Prospectus (at pages 604-605) and on the Luxembourg Stock Exchange's website at [www.bourse.lu](http://www.bourse.lu).

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Programme before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. This right will expire on 11 March 2015. The right to withdraw acceptances does not extend to investors in Securities offered in Switzerland.

## ***I. Incorporation by Reference of BAC Form 10-K***

The BAC annual report on Form 10-K for the fiscal year ended 31 December 2014 which was filed with the U.S. Securities and Exchange Commission (the "SEC") on 25 February 2015 (the "**2014 Form 10-K**"), has been filed with the CSSF in its capacity as competent authority under Article 21(1) of the Prospectus Directive. By virtue of this Supplement, the sections of the 2014 Form 10-K referred to below are incorporated by reference into, and form part of, the Base Prospectus.

The information incorporated by reference that is not listed in the column "*Information incorporated by reference*" below, is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) No 809/2004.

*Each page reference in the table below refers to the corresponding page in the 2014 Form 10-K.*

### ***Information incorporated by reference***

<b><i>From the 2014 Form 10-K</i></b>	<b><i>Page Number</i></b>
<i>Item 1. Business</i>	<i>Pages 2 to 5</i>
<i>Item 1A. Risk Factors</i>	<i>Pages 6 to 18</i>
<i>Item 1B. Unresolved Staff Comments</i>	<i>Page 18</i>
<i>Item 2. Properties</i>	<i>Page 19</i>
<i>Item 3. Legal Proceedings</i>	<i>Page 19</i>
<i>Item 4. Mine Safety Disclosures</i>	<i>Page 19</i>
<b>Part II</b>	
<i>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</i>	<i>Page 20</i>
<i>Item 6. Selected Financial Data</i>	<i>Page 20</i>
<i>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>Pages 21 to 139</i>
<i>Item 7A. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 140</i>
<i>Item 8. Financial Statements and Supplementary Data</i>	<i>Pages 140 to 265</i>
• <i>Audit Report</i>	<i>Page 142</i>
• <i>Consolidated Statement of Income</i>	<i>Page 143</i>
• <i>Consolidated Statement of Comprehensive Income</i>	<i>Page 144</i>
• <i>Consolidated Balance Sheet</i>	<i>Pages 145 to 146</i>
• <i>Consolidated Statement of Changes in Shareholder's Equity</i>	<i>Page 147</i>
• <i>Consolidated Statement of Cash Flows</i>	<i>Page 148</i>
• <i>Notes to Consolidated Financial Statements</i>	<i>Pages 149 to 265</i>
<i>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</i>	<i>Page 266</i>
<i>Item 9A. Controls and Procedures</i>	<i>Pages 266 to 268</i>
<i>Item 9B. Other Information</i>	<i>Page 268</i>

### **Part III**

<i>Item 10. Directors, Executive Officers and Corporate Governance</i>	<i>Page 269</i>
<i>Item 11. Executive Compensation</i>	<i>Page 269</i>
<i>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</i>	<i>Page 270</i>
<i>Item 13. Certain Relationships and Related Transactions, and Director Independence</i>	<i>Page 270</i>
<i>Item 14. Principal Accounting Fees and Services</i>	<i>Page 270</i>

Part IV

<i>Item 15. Exhibits, Financial Statement Schedules (including all listed)</i>	<i>Page 271</i>
<i>Signatures</i>	<i>Pages 272 to 273</i>
<i>Exhibit 12. Ratio of Earnings to Fixed Charges and Ratio of Earnings to Fixed Charges and Preferred Dividends</i>	<i>Page 318*</i>
<i>Exhibit 21. Direct and Indirect Subsidiaries of Bank of America Corporation As of December 2014</i>	<i>Pages 319* to 320*</i>
<i>Exhibit 24. Power of Attorney</i>	<i>Pages 323* to 324*</i>

\*These page numbers are references to the PDF pages included in the 2014 Form 10-K.

## ***Amendments to the Summary of the Base Prospectus***

By virtue of this Supplement, the information contained within section B.19 (B.12), "*Selected historical key financial information*", in the Base Prospectus (on pages 18 to 19) shall be deleted and replaced with the following:

### **"BAC**

	Year ended 31 December		
	2014	2013	2012
	(Dollars in millions, except number of shares and per share information)		
<b>Income statement:</b>			
Interest income .....	\$50,886	\$55,020	\$57,400
Interest expense .....	10,934	12,755	16,744
Net interest income.....	39,952	42,265	40,656
Noninterest income.....	44,295	46,677	42,678
Total revenue, net of interest expense.....	84,247	88,942	83,334
Provision for credit losses .....	2,275	3,556	8,169
Noninterest expense .....	75,117	69,214	72,093
Income before income taxes.....	6,855	16,172	3,072
Income tax expense (benefit) .....	2,022	4,741	(1,116)
Net income .....	4,833	11,431	4,188
Net income applicable to common shareholders .....	3,789	10,082	2,760
Average common shares issued and outstanding (in thousands).....	10,527,818	10,731,165	10,746,028
Average diluted common shares issued and outstanding (in thousands).....	10,584,535	11,491,418	10,840,854
<b>Per common share information:</b>			
Earnings .....	\$0.36	\$0.94	\$0.26
Diluted earnings .....	0.36	0.90	0.25
Dividends paid.....	0.12	0.04	0.04

	31 December	
	2014	2013

(Dollars in millions, except percentages)

### **Balance Sheet (period end):**

Total loans and leases	\$881,391	\$928,233
Total assets	2,104,534	2,102,273
Total deposits .....	1,118,936	1,119,271
Long-term debt.....	243,139	249,674
Total shareholders' equity.....	243,471	232,685
Allowance for loan and lease losses as a percentage of total loans and leases outstanding <sup>1</sup> .....	1.65 %	1.90%
Total ending equity to total ending assets .....	11.57 %	11.07%

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

There has been no material adverse change in the prospects of BAC and its subsidiaries on a consolidated basis since 31 December 2014. There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 31 December 2014."

## ***II. Amendments to the section entitled Selected Financial Data of Bank of America Corporation***

The whole of the section entitled "Selected Financial Data of Bank of America Corporation" on pages 556 and 557 of the Original Base Prospectus shall be deleted and replaced with the following:

"The following table contains BAC's selected financial data as of 31 December 2014 and 2013, and for each of the years in the three years ended 31 December 2014, extracted from BAC's audited financial statements, which were prepared in conformity with accounting principles generally accepted in the United States.

**Year ended 31 December**

	2014	2013	2012
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(Dollars in millions, except number of shares  
and per share information)

**Income Statement:**

Interest income .....	\$50,886	\$55,020	\$57,400
Interest expense .....	10,934	12,755	16,744
Net interest income .....	39,952	42,265	40,656
Noninterest income .....	44,295	46,677	42,678
Total revenue, net of interest expense .....	84,247	88,942	83,334
Provision for credit losses.....	2,275	3,556	8,169
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Net income.....	4,833	11,431	4,188
Net income applicable to common shareholders .....	3,789	10,082	2,760
Average common shares issued and outstanding (in thousands).....	10,527,818	10,731,165	10,746,028
Average diluted common shares issued and outstanding (in thousands) .....	10,584,535	11,491,418	10,840,854
<b>Per common share information:</b>			
Earnings .....	\$0.36	\$ 0.94	\$ 0.26
Diluted earnings	0.36	0.90	0.25
Dividends paid	0.12	0.04	0.04

**31 December**

	2014	2013
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(Dollars in millions, except  
percentages)

**Balance Sheet (period end):**

Total loans and leases .....	\$881,391	\$928,233
Total assets .....	2,104,534	2,102,273
Total deposits.....	1,118,936	1,119,271
Long-term debt .....	243,139	249,674
Total shareholders' equity .....	243,471	232,685
Allowance for loan and lease losses as a percentage of total loans and leases outstanding <sup>1</sup>	1.65 %	1.90%
Total ending equity to total ending assets.....	11.57 %	11.07%

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

## Share Capital

As of 31 December 2014, the issued and outstanding common stock of BAC equalled 10,516,542,476 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$153.5 billion. As at the date of this Base Prospectus, the authorised common stock of BAC is 12,800,000,000 shares.

As of 31 December 2014, the issued and outstanding preferred stock of BAC equalled 3,647,790 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$19.3 billion. The authorised preferred stock of BAC is 100,000,000 shares.

## Principal Shareholders

BAC is a U.S. publicly-traded company. The principal market on which BAC's common stock is traded is the New York Stock Exchange. BAC's common stock is also listed on the London Stock Exchange, and certain shares are listed on the Tokyo Stock Exchange. To the extent known to BAC, no shareholder owns enough shares of BAC's common stock to directly or indirectly exercise control over BAC.

## 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:

<u>Fiscal Year</u>	<u>Dividend per share</u>
2014	\$0.12
2013	\$0.04
2012	\$0.04
2011	\$0.04
2010	\$0.04"

### *III. Amendments to the section entitled General Information*

By virtue of this Supplement, the information contained within the "*General Information*" section of the Original Base Prospectus, at paragraph (6) (on page 606) entitled "*Significant or Material Change*", shall be deleted and replaced with the following:

"There has been no significant change in the financial or trading position of MLBV or MLICo. since 30 June 2013. There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 31 December 2014.

There has been no material adverse change in the prospects of MLBV or MLICo since 31 December 2012 There has been no material adverse change in the prospects of BAC and its subsidiaries on a consolidated basis since 31 December 2014."