

**SUPPLEMENT NO. 1 DATED 26 JANUARY 2015 TO
THE OFFERING CIRCULAR DATED 12 NOVEMBER
2014**

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 12 November 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 Offering Circular (at pages 607-608) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference of 15 January 2015 Form 8-K

Portions of the BAC Form 8-K dated 15 January 2015 in respect of the three months and the year ended 31 December 2014 (the "**15 January 2015 Form 8-K**") were filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 15 January 2015. By virtue of this Supplement, the sections of the 15 January 2015 Form 8-K referred to below are incorporated by reference into and form part of the Offering Circular. Any

information included in the 15 January 2015 Form 8-K that is not listed below shall not be deemed to be incorporated by reference into, and form part of, this Supplement and is given for information purposes only.

Information Incorporated by Reference

From the 15 January 2015 Form 8-K

Item 2.02. Results of Operations and Financial Condition.

Item 9.01. Financial Statements and Exhibits.

Signatures

Index to Exhibits

Exhibit 99.1. The Press Release

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Pages 5 to 28**

*These page numbers are references to the PDF pages included in the 15 January 2015 Form 8-K.

Additional Selling Restrictions

The following words will be inserted into the third paragraph on page 8 of the Original Base Prospectus in the section entitled "Important Notices" after the word "Uruguay": "Brazil, Chile, Mexico, Peru, Venezuela and Colombia,".

The following words will be inserted into the paragraph entitled "Selling Restrictions" in the section entitled "Overview of the Programme" on page 35 of the Original Base Prospectus after the word "Uruguay": "Brazil, Chile, Mexico, Peru, Venezuela and Colombia,".

The following words will be inserted into the section entitled "Offering and Sale" on page 605 after the paragraph entitled "Uruguay" and before the paragraph entitled "General":

"BRAZIL

The information contained herein does not constitute a public offer or distribution of instruments in Brazil and no registration or filing with respect to any instruments or financial products described in this document has been made with the Comissão de Valores Mobiliários – CVM. No public offer of instruments or financial products described in this document should be made in Brazil without the applicable registration at the Comissão de Valores Mobiliários – CVM.

CHILE

The Instruments have not been registered with the Superintendencia de Valores y Seguros and the Instruments may not be offered or sold to persons in Chile, except in circumstances which do not result in an offer to the public in Chile, within the meaning of Chilean law.

MEXICO

The Instruments have not been and will not be registered in the National Securities Registry (Registro Nacional de Valores). Therefore, the Instruments may not be offered or sold in the United Mexican States ("Mexico") by any means except in circumstances which constitute a private offering (oferta privada) pursuant to Article 8 of the Securities Market Law (Ley del Mercado de Valores) and its regulations. All applicable provisions of the Securities Market Law must be complied with in respect to anything done in relation to the Instruments in, from or otherwise involving Mexico.

PERU

The present private offering of Instruments is not under the scope of the Peruvian Securities Market Law and Primary Public Offerings and Sale of Securities Regulations, there are no specific legal mechanisms that oblige the issuer and/or offeror of these Instruments to reveal the necessary information either before or after the placement or sale of Instruments, and therefore, the provided information has not been reviewed by the Comisión Nacional Supervisor de Empresas y Valores (CONASEV).

VENEZUELA

The Instruments have not been registered with the Comisión Nacional de Valores de Venezuela and are not being publicly offered in Venezuela. No document related to the offering of the Instruments, including this document and the accompanying Offering Circular, shall be interpreted to constitute an offer of securities or an offer or the rendering of any investment advice, securities brokerage, and/or banking services in Venezuela. Investors wishing to acquire the Instruments may use only funds located outside of Venezuela.

COLOMBIA

The issuance of the Securities, as well as trading and payments in respect of the Securities, will occur outside Colombia.

This material is for the sole and exclusive use of the client acting on its own behalf and/or on behalf of any independent patrimony it administers by virtue of the law, and cannot be understood as being addressed to, or be used by, and different third party.

The Securities have not and will not be offered in Colombia through a public offering pursuant to Colombian laws and regulations and neither will be registered in the Colombian National Registry of Securities and Issuers or on the Colombian Stock Exchange.

The client acknowledges the Colombian laws and regulations (specifically foreign exchange and tax regulations) applicable to any transaction or investment made in connection with the Securities and represents that it is the sole party liable for full compliance with any such laws and regulations.

The investment in the Securities is a permitted investment for the client under its corporate bylaws and/or particular applicable investment regime."