

**SUPPLEMENT NO. 3 DATED 19 MARCH 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 "**Original Offering Circular**", and as supplemented on 26 January 2015 and 9 March 2015, 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 607-608) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference of BAC 11 March 2015 Form 8-K

The BAC Form 8-K dated 11 March 2015 in respect of a news release relating to the announcement of the authorisation by the Issuer's Board of Directors of a U.S. \$4 billion common stock repurchase program and the completion by the Federal Reserve Board of its 2015 Comprehensive Capital Analysis and Review and its notification to the Issuer that it did not object to the Issuer's capital plan for the period from the second quarter of 2015 through the second quarter of 2016, which was filed with the U.S. Securities and Exchange Commission

(the "SEC") on 11 March 2015 (the "**11 March 2015 Form 8-K**"), has been filed with the Luxembourg Stock Exchange in its capacity as competent authority and, by virtue of this Supplement, the sections of the 11 March 2015 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 11 March 2015 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.

Information Incorporated by Reference

From the 11 March 2015 Form 8-K

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Exhibit 99.1. News Release dated March 11, 2015

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*These page numbers are references to the PDF pages included in the 11 March 2015 Form 8-K.