

**SUPPLEMENT NO. 4 DATED 4 MAY 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**") (as supplemented on 26 January 2015, 9 March 2015 and 19 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 Offering Circular (at pages 607-608) and on the Luxembourg Stock Exchange's website at [www.bourse.lu](http://www.bourse.lu).

***Incorporation by Reference of 8 April 2015 Form 8-K***

Portions of the BAC Form 8-K dated 8 April 2015 (the "**8 April 2015 Form 8-K**") were filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 8 April 2015. By virtue of this Supplement, the section of the 8 April 2015 Form 8-K referred to below is incorporated by reference into and forms part of the Offering Circular. Any information included in the 8 April 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 8 April 2015 Form 8-K**

*Item 7.01: Regulation FD Disclosure*

**Page Number**

*Page 2\**

\*This page number is a reference to the PDF page included in the 8 April 2015 Form 8-K.

***Incorporation by Reference of 15 April 2015 Form 8-K***

Portions of the BAC Form 8-K dated 15 April 2015 (the "**15 April 2015 Form 8-K**") were filed with the SEC on 15 April 2015. By virtue of this Supplement, the section of the 15 April 2015 Form 8-K referred to below is incorporated by reference into and forms part of the Offering Circular. Any information included in the 15 April 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 April 2014 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 dated 15 April 2014*

**Page Number**

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*Page 3\**

*Page 4\**

*Pages 5\* to 27\**

\*This page number is a reference to the PDF page included in the 15 April 2015 Form 8-K.

***Incorporation by Reference of 29 April 2015 Form 8-K***

Portions of the BAC Form 8-K dated 29 April 2015 (the "**29 April 2015 Form 8-K**") were filed with the SEC on 29 April 2015. By virtue of this Supplement, the sections of the 29 April 2015 Form 8-K referred to below are incorporated by reference into and form part of the Offering Circular. Any information included in the 29 April 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 29 April 2015 Form 8-K**

*Item 8.01. Other Events.*

*Exhibit 23. Consent of Independent Registered Public Accounting Firm*

*Exhibit 99.1. Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*

*Exhibit 99.2. Part II, Item 8. Financial Statements and Supplementary Data*

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*Page 6\**

*Page 124\**

\*This page number is a reference to the PDF page included in the 29 April 2015 Form 8-K.

***Incorporation by Reference of 29 April 2015 Form 10-Q***

The BAC Form 10-Q dated 29 April 2015 in respect of the three months ended 31 March 2015 (the "**29 April 2015 Form 10-Q**") was filed with the SEC on 29 April 2015. By virtue of this Supplement, the 29 April 2015 Form 10-Q is incorporated into, and forms part of, the Offering Circular. Any information included in the 29 April 2015 Form 10-Q 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.

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\*This page number is a reference to the PDF page included in the 29 April 2015 Form 10-Q.

#### ***Amendment to the Important Notices***

The penultimate paragraph in the section entitled "*Important Notices*" shall be amended to replace the definition of "euro" with the following underlined text:

**"In this Offering Circular, references to "U.S.\$", "\$" and "U.S. dollars" are to United States Dollars; references to "A\$" are to Australian dollars; references to "EUR", "euro" and "€" are to the lawful single currency of the member states of the European Union that have adopted and continue to retain a common single currency through monetary union in accordance with European Union treaty law (as amended from time to time); references to "SEK" are to Swedish krona, and references to "CNY" are to Chinese Renminbi, the lawful currency of the People's Republic of China (including any lawful successor to the CNY)."**

#### ***Amendments to the Terms and Conditions of the Notes***

The following amendments shall be made to the section entitled "*Terms and Conditions of the Notes*":

##### **A. Condition 4 (Redenomination)**

The definition of "euro" in sub-paragraph (B) (*Definitions*) of Condition 4 (*Redenomination*) in the section entitled "*Terms and Conditions of the Notes*" shall be deemed to be deleted and replaced with the following:

**"euro"** means the lawful single currency of the member states of the European Union that have adopted and continue to retain a common single currency through monetary union in accordance with European Union treaty law (as amended from time to time);"

##### **B. Condition 8 (Currency Substitution Event)**

The first paragraph of Condition 8 (*Currency Substitution Event*) in the section entitled "*Terms and Conditions of the Notes*" shall be amended to include the following underlined text:

## **"8. Currency Substitution Event**

In the event that the Issuer and the Calculation Agent, in their discretion, determine that any Relevant Governmental Authority (as defined below) of a country, bloc of countries or other applicable sovereign entity or entities (each, an "**Applicable Jurisdiction**") announces or in any event effects (whether pursuant to legislation enacted for such purpose in the Applicable Jurisdiction, in accordance with or in breach of applicable international treaties, or in any other manner) or (based on any publicly available information which the Issuer and the Calculation Agent reasonably consider relevant) there is a substantial likelihood that it will effect within the next 90 days, the replacement of the lawful currency (the "**Initial Currency**") of an Applicable Jurisdiction with a substitute currency ("**Substitute Currency**") (for the avoidance of doubt, including circumstances in which a country (a "**Departing Country**") within a bloc of countries in a currency union passes legislation (or a Relevant Governmental Authority thereof announces that it will pass legislation or otherwise seeks) to effect or does effect the withdrawal of such Departing Country from the currency bloc and the replacement of the currency of the currency union with another currency as the official currency of the Departing Country) (any such event being a "**Currency Substitution Event**"), and:"

### ***Amendments to the Terms and Conditions of the W&C Instruments***

The following amendments shall be made to the section entitled "*Terms and Conditions of the W&C Instruments*":

#### **A. Condition 7 (Currency Substitution Event)**

The first paragraph of Condition 7 (*Currency Substitution Event*) in the section entitled "*Terms and Conditions of the W&C Instruments*" shall be amended to include the following underlined text:

## **"7. Currency Substitution Event**

In the event that the Issuer and the Calculation Agent, in their discretion, determine that any Relevant Governmental Authority (as defined below) of a country, bloc of countries or other applicable sovereign entity or entities (each, an "**Applicable Jurisdiction**") announces or in any event effects (whether pursuant to legislation enacted for such purpose in the Applicable Jurisdiction, in accordance with or in breach of applicable international treaties, or in any other manner) or (based on any publicly available information which the Issuer and the Calculation Agent reasonably consider relevant) there is a substantial likelihood that it will effect within the next 90 days, the replacement of the lawful currency (the "**Initial Currency**") of an Applicable Jurisdiction with a substitute currency ("**Substitute Currency**") (for the avoidance of doubt, including circumstances in which a country (a "**Departing Country**") within a bloc of countries in a currency union passes legislation (or a Relevant Governmental Authority thereof announces that it will pass legislation or otherwise seeks) to effect or does effect the withdrawal of such Departing Country from the currency bloc and the replacement of the currency of the currency union with another currency as the official currency of the Departing Country) (any such event being a "**Currency Substitution Event**"), and:"

#### **B. Condition 17 (Adjustments for European Economic and Monetary Union)**

The definition of "euro" in sub-paragraph (b) of Condition 17 (*Adjustments for European Economic and Monetary Union*) in the section entitled "*Terms and Conditions of the W&C Instruments*" shall be deemed to be deleted and replaced with the following:

""euro" means the lawful single currency of the member states of the European Union that have adopted and continue to retain a common single currency through monetary union in accordance with European Union treaty law (as amended from time to time);"

### ***Amendments in respect of the Share Linked Conditions***

The following amendments shall be made in respect of the Share Linked Conditions in Annex 2 (*Additional Terms and Conditions for Share Linked Instruments*):

#### **A. Share Linked Conditions in Annex 2 (Additional Terms and Conditions for Share Linked Instruments):**

1. Sub-paragraph (b) of Share Linked Condition 6 (*Potential Adjustment Events, Merger Event, Tender Offer, De-listing, Nationalisation and Insolvency*) in Annex 2 (*Additional Terms and Conditions for*

*Share Linked Instruments*) shall be amended by (i) in the definition of "Merger Event", replacing all text following "in each case if the Merger Date is on or before" with "the Relevant Event Cut-Off Date" and (ii) inserting the following definitions:

"**Announcement Event**" means the public announcement by the Share Company or a third party in relation to the Shares and/or the Share Company of an intention to enter into a transaction or take an action that, if such transaction or action were consummated or taken before the Relevant Event Cut-Off Date, would constitute a Merger Event, Nationalisation, De-listing or Tender Offer as determined by the Calculation Agent, regardless of whether that transaction or action is scheduled to be consummated or taken, or is actually consummated or taken, before the Relevant Event Cut-Off Date or at all. Announcements capable of falling within the description above include any announcement by the Share Company or a third party of an intention to pursue "strategic alternatives" or a similar announcement, or any subsequent announcement relating to the same subject matter (including a subsequent announcement that the relevant transaction, event or strategy will not be pursued or consummated, as the case may be)"**Merger Event Cut-Off Date**" means, in respect of: (i) Cash Settlement Instruments, the last occurring Valuation Date or Observation Date, as the case may be, or where Averaging is specified in the applicable Final Terms, the final Averaging Date in respect of the relevant Instrument; or (ii) in the case of Physical Delivery Notes, the Maturity Date; or (iii) Physical Delivery W&C Instruments, the relevant Settlement Date.

"**Relevant Event Cut-Off Date**" means, in respect of: (i) Cash Settlement Instruments, the last occurring Valuation Date or Observation Date, as the case may be, or where Averaging is specified in the applicable Final Terms, the final Averaging Date in respect of the relevant Instrument; or (ii) in the case of Physical Delivery Notes, the Maturity Date; or (iii) Physical Delivery W&C Instruments, the relevant Settlement Date.

2. The first paragraph of sub-paragraph (c) of Share Linked Condition 6 shall be deleted and replaced with the following:
  - "(i) If (x) a Merger Event, De-listing, Nationalisation or Insolvency occurs in relation to a Share and/or (y) if Tender Offer is specified as applicable in the applicable Final Terms, a Tender Offer occurs and/or (z) if Announcement Event is specified as applicable in the applicable Final Terms, an Announcement Event occurs, the Issuer in its sole and absolute discretion may take the action described in (i), (ii), (iii) or (iv) below:"
3. Each reference in sub-paragraph (c) of Share Linked Condition 6 to:
  - (i) "De-listing, Merger Event, Tender Offer, Nationalisation or Insolvency" shall be replaced with "De-listing, Merger Event, Tender Offer, Nationalisation, Insolvency or Announcement Event";
  - (ii) "Merger Event, Tender Offer, De-listing, Nationalisation or Insolvency", shall be replaced with "Merger Event, Tender Offer, De-listing, Nationalisation, Insolvency or Announcement Event";
  - (iii) "Merger Event or Tender Offer", shall be replaced with "Merger Event, Tender Offer or Announcement Event";
  - (iv) "Merger Event, Tender Offer, Nationalisation, Insolvency or De-listing", shall be replaced with "Merger Event, Tender Offer, Nationalisation, Insolvency, De-listing or Announcement Event";
  - (v) "the relevant Merger Date, Tender Offer Date, or the date of the Nationalisation, Insolvency or De-listing", shall be replaced with "the relevant Merger Date, Tender Offer Date, or the date of the Nationalisation, Insolvency, De-listing or Announcement Event"; and
  - (vi) "if applicable, Tender Offer", shall be replaced with "if applicable, Tender Offer or Announcement Event".
4. The title of Share Linked Condition 6 shall be deleted and replaced with "**Potential Adjustment Events, Merger Event, Tender Offer, De-listing, Nationalisation, Insolvency and Announcement Event**".

## **B. Form of Final Terms of Notes**

The following new sub-paragraph (n) shall be inserted into paragraph 27 of the Form of Final Terms of the Notes and all subsequent sub-paragraphs shall be deemed to be re-numbered accordingly:

(n)                      Announcement Event:                      [Applicable] [Not Applicable]

## **C. Form of Final Terms of W&C Instruments**

The following new sub-paragraph (n) shall be inserted into paragraph 30 of the Form of Final Terms of the W&C Instruments and all subsequent sub-paragraphs shall be deemed to be re-numbered accordingly:

(n)                      Announcement Event:                      [Applicable] [Not Applicable]

## **D. Risk Factors**

The Risk Factor entitled "*Determinations made by the Calculation Agent in respect of Potential Adjustment Events, Merger Events, Tender Offers, De-listings, Nationalisations, Insolvencies and Additional Disruption Events may have an adverse effect on the value of the Share Linked Instruments*" on pages 57 to 58 of the Original Offering Circular shall be deemed to be deleted and replaced with the following:

***Determinations made by the Calculation Agent in respect of Potential Adjustment Events, Merger Events, Tender Offers, De-listings, Nationalisations, Announcement Events, Insolvencies and Additional Disruption Events may have an adverse effect on the value of the Share Linked Instruments***

Upon determining that a Potential Adjustment Event, Merger Event, Tender Offer, De-listing, Nationalisation, Announcement Event, Insolvency or Additional Disruption Event has occurred in relation to an underlying Share or Share Company, the Calculation Agent has broad discretion to make certain determinations to account for such event including to (i) make adjustments to the terms of the Share Linked Instruments and/or (ii) (in the case of a Merger Event, Tender Offer, De-listing, Nationalisation, Announcement Event, Insolvency or Additional Disruption Event) cause early redemption/settlement of the Share Linked Instruments, any of which determinations may have an adverse effect on the value of the Share Linked Instruments. In particular, in the event that the Share Linked Instruments are early settled/redeemed, the amount payable to Holders may be significantly less than the investor's initial investment, and may be as low as zero.

If Announcement Event is specified to be applicable, the Calculation Agent may exercise the broad discretions described in the paragraph above based on a public announcement by the Share Company or a third party of an intention to take an action or enter into a transaction that would, if taken or consummated prior to final valuation of the Share Linked Instruments, constitute a Merger Event, Tender Offer, De-Listing or Nationalisation, regardless of whether the action or transaction is taken or consummated prior to final valuation of the Share Linked Instruments or at all.

Potential Adjustment Events include (a) a sub-division, consolidation or re-classification of the Shares, (b) an extraordinary dividend, (c) a call of the Shares that are not fully paid, (d) a repurchase by the Share Company, or an affiliate thereof, of the Shares, (e) a separation of rights from the Shares or (f) any event having a dilutive or concentrative effect on the value of the Shares. Additional Disruption Events include (1) a change in applicable law since the Trade Date that makes it illegal to hold, acquire or dispose of the Shares or more expensive for the relevant Issuer to hedge its obligations under the relevant Share Linked Instruments, (2) an insolvency filing by or on behalf of any issuer of the relevant Share(s), (3) Increased Cost of Hedging and (4) Hedging Disruption.