

**SUPPLEMENT NO. 5 DATED 10 JUNE 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, 19 March 2015 and 4 May 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 and (b) any other statement in 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 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).

***Recent Developments***

On 19 May 2015, Fitch Ratings, Inc. announced that it had upgraded BAC's long-term senior debt from A (Negative) to A (Stable).

On 28 May 2015, Moody's Investors Services, Inc. announced that it had upgraded BAC's long-term senior debt from Baa2 (Review for upgrade) to Baa1 (Stable).