

**SUPPLEMENT NO. 5 DATED 25 FEBRUARY 2016 TO
THE BASE PROSPECTUS DATED 10 AUGUST 2015**

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 10 August 2015 (the "**Original Base Prospectus**"), and, as supplemented on 20 October 2015, 6 November 2015, 11 December 2015 and 29 January 2016, 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 10 August 2015, 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 730-731) and on the Luxembourg Stock Exchange's website at 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 29 February 2016. 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 2015 which was filed with the U.S. Securities and Exchange Commission (the "SEC") on 24 February 2016 (the "**2015 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 2015 Form 10-K referred to below are incorporated by reference into, and form part of, the Base Prospectus.

The information included in the 2015 Form 10-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, as the non-incorporated parts of the 2015 Form 10-K are either not relevant for the investor or covered in another part of the Base Prospectus.

Each page reference in the table below refers to the corresponding page in the 2015 Form 10-K.

Information incorporated by reference

<i>From the 2015 Form 10-K</i>	<i>Page Number</i>
<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 18</i>
<i>Item 3. Legal Proceedings</i>	<i>Page 18</i>
<i>Item 4. Mine Safety Disclosures</i>	<i>Page 18</i>
Part II	
<i>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</i>	<i>Page 19</i>
<i>Item 6. Selected Financial Data</i>	<i>Page 19</i>
<i>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>Pages 20 to 128</i>
<i>Item 7A. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 129</i>
<i>Item 8. Financial Statements and Supplementary Data</i>	<i>Pages 129 to 251</i>
• <i>Audit Report</i>	<i>Page 131</i>
• <i>Consolidated Statement of Income</i>	<i>Page 132</i>
• <i>Consolidated Statement of Comprehensive Income</i>	<i>Page 133</i>
• <i>Consolidated Balance Sheet</i>	<i>Pages 134 to 135</i>
• <i>Consolidated Statement of Changes in Shareholder's Equity</i>	<i>Page 136</i>
• <i>Consolidated Statement of Cash Flows</i>	<i>Page 137</i>
• <i>Notes to Consolidated Financial Statements</i>	<i>Pages 138 to 251</i>
<i>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</i>	<i>Page 252</i>
<i>Item 9A. Controls and Procedures</i>	<i>Page 252</i>
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Part III

<i>Item 10. Directors, Executive Officers and Corporate Governance</i>	<i>Page 253</i>
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<i>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</i>	<i>Page 254</i>
<i>Item 13. Certain Relationships and Related Transactions, and Director Independence</i>	<i>Page 254</i>
<i>Item 14. Principal Accounting Fees and Services</i>	<i>Page 254</i>

Part IV

<i>Item 15. Exhibits, Financial Statement Schedules (including all listed)</i>	<i>Page 255</i>
<i>Signatures</i>	<i>Pages 256 to 257</i>
<i>Exhibit 12. Ratio of Earnings to Fixed Charges and Ratio of Earnings to Fixed Charges and Preferred Dividends</i>	<i>Page 576*</i>
<i>Exhibit 21. Direct and Indirect Subsidiaries of Bank of America Corporation As of December 31, 2015</i>	<i>Pages 577* to 578*</i>
<i>Exhibit 24. Power of Attorney</i>	<i>Pages 580* to 581*</i>

*These page numbers are references to the PDF pages included in the 2015 Form 10-K.

II. Amendments to the Summary of the Original Base Prospectus

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

"[Not Applicable; the Secured W&C Instruments are not guaranteed.]

BAC

	Year ended 31 December		
	2015	2014	2013
	(Dollars in millions, except number of shares and per share information)		
Income statement:			
Interest income	\$49,800	\$50,886	\$55,020
Interest expense	10,549	10,934	12,755
Net interest income	39,251	39,952	42,265
Noninterest income	43,256	44,295	46,677
Total revenue, net of interest expense	82,507	84,247	88,942
Provision for credit losses	3,161	2,275	3,556
Noninterest expense	57,192	75,117	69,214
Income before income taxes	22,154	6,855	16,172
Income tax expense (benefit)	6,266	2,022	4,741
Net income	15,888	4,833	11,431
Net income applicable to common shareholders	14,405	3,789	10,082
Average common shares issued and outstanding (in thousands)	10,462,282	10,527,818	10,731,165
Average diluted common shares issued and outstanding (in thousands)	11,213,992	10,584,535	11,491,418
Per common share information:			
Earnings	\$1.38	\$0.36	\$0.94
Diluted earnings	1.31	0.36	0.90
Dividends paid	0.20	0.12	0.04

	31 December	
	2015	2014
	(Dollars in millions, except percentages)	
Balance Sheet (period end):		
Total loans and leases	\$903,001	\$881,391
Total assets	2,144,316	2,104,534
Total deposits	1,197,259	1,118,936
Long-term debt	236,764	243,139
Total shareholders' equity	256,205	243,471
Allowance for loan and lease losses as a percentage of total loans and leases outstanding ¹	1.37 %	1.65 %
Total ending equity to total ending assets	11.95 %	11.57 %

¹ 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 2015. There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 31 December 2015.]"

III. 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 665 and 666 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 2015 and 2014, and for each of the years in the three years ended 31 December 2015, 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		
	2015	2014	2013
(Dollars in millions, except number of shares and per share information)			
Income Statement:			
Interest income.....	\$49,800	\$50,886	\$55,020
Interest expense	10,549	10,934	12,755
Net interest income	39,251	39,952	42,265
Noninterest income	43,256	44,295	46,677
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Net income.....	15,888	4,833	11,431
Net income applicable to common shareholders	14,405	3,789	10,082
Average common shares issued and outstanding (in thousands)	10,462,282	10,527,818	10,731,165
Average diluted common shares issued and outstanding (in thousands).....	11,213,992	10,584,535	11,491,418
Per common share information:			
Earnings.....	\$1.38	\$0.36	\$ 0.94
Diluted earnings	1.31	0.36	0.90
Dividends paid	0.20	0.12	0.04

	31 December	
	2015	2014
(Dollars in millions, except percentages)		
Balance Sheet (period end):		
Total loans and leases	\$903,001	\$881,391
Total assets	2,144,316	2,104,534
Total deposits.....	1,197,259	1,118,936
Long-term debt	236,764	243,139
Total shareholders' equity	256,205	243,471
Allowance for loan and lease losses as a percentage of total loans and leases outstanding ¹	1.37 %	1.65 %
Total ending equity to total ending assets	11.95%	11.57 %

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

Share Capital

As of 31 December 2015, the issued and outstanding common stock of BAC equalled 10,380,265,063 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$151 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 2015, the issued and outstanding preferred stock of BAC equalled 3,767,790 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$22.3 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:

Fiscal Year	Dividend per share
2015	\$0.20
2014	\$0.12
2013	\$0.04
2012	\$0.04
2011	\$0.04"

IV. 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 732) 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 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 2015.

There has been no material adverse change in the prospects of MLBV or MLICo. since 31 December 2014. There has been no material adverse change in the prospects of BAC and its subsidiaries on a consolidated basis since 31 December 2015."