

**SUPPLEMENT NO. 3 DATED 2 MARCH 2016 TO THE
OFFERING CIRCULAR DATED 11 NOVEMBER 2015**

Bank of America Corporation
(a Delaware (U.S.A.) corporation)

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

Irrevocably guaranteed

(in respect of Instruments issued by Merrill Lynch B.V., and (other than Secured W&C Instruments)
issued by 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**") and Merrill Lynch International & Co. C.V. ("**MLICo.**") dated 11 November 2015 (the "**Original Offering Circular**") (as supplemented on 8 December 2015 and 28 January 2016, the "**Offering Circular**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC, MLBV 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 and MLICo. accepts responsibility for the information contained in this Supplement and to the best of the knowledge of BAC, MLBV 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 701-702) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference of BAC 2015 Form 10-K

The BAC annual report on Form 10-K for the fiscal year ended 31 December 2015 was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 24 February 2016 (the "**2015 Form 10-K**"), and, 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 Offering Circular. Any 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 and is given for information purposes only.

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

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