

**SUPPLEMENT NO. 3 DATED 4 MAY 2017 TO THE
OFFERING CIRCULAR DATED 24 JANUARY 2017**

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

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 24 January 2017 (the "**Original Offering Circular**") (as supplemented on 2 March 2017 and 20 April 2017, 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 725-726) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference of 2 May 2017 Form 10-Q

The BAC Form 10-Q dated 2 May 2017 in respect of the three months ended 31 March 2017 (the "**2 May 2017 Form 10-Q**") was filed with the United States Securities and Exchange Commission on 2 May 2017. By virtue of this Supplement, the sections of the 2 May 2017 Form 10-Q referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 2 May 2017 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.

Information Incorporated by Reference
From the 2 May 2017 Form 10-Q

Page Number

Part I

Item 1. Financial Statements (unaudited)

<i>Consolidated Statement of Income</i>	<i>Page 63</i>
<i>Consolidated Statement of Comprehensive Income</i>	<i>Page 64</i>
<i>Consolidated Balance Sheet</i>	<i>Page 65</i>
<i>Consolidated Statement of Changes in Shareholders' Equity</i>	<i>Page 67</i>
<i>Consolidated Statement of Cash Flows</i>	<i>Page 68</i>
<i>Notes to Consolidated Financial Statements</i>	<i>Page 69</i>
<i>1 – Summary of Significant Accounting Principles</i>	<i>Page 69</i>
<i>2 – Derivatives</i>	<i>Page 70</i>
<i>3 – Securities</i>	<i>Page 78</i>
<i>4 – Outstanding Loans and Leases</i>	<i>Page 82</i>
<i>5 – Allowance for Credit Losses</i>	<i>Page 94</i>
<i>6 – Securitizations and Other Variable Interest Entities</i>	<i>Page 96</i>
<i>7 – Representations and Warranties Obligations and Corporate Guarantees</i>	<i>Page 100</i>
<i>8 – Goodwill and Intangible Assets</i>	<i>Page 103</i>
<i>9 – Federal Funds Sold or Purchased, Securities Financing Agreements and Short-term Borrowings</i>	<i>Page 103</i>
<i>10 – Commitments and Contingencies</i>	<i>Page 106</i>
<i>11 – Shareholders' Equity</i>	<i>Page 109</i>
<i>12 – Accumulated Other Comprehensive Income (Loss)</i>	<i>Page 110</i>
<i>13 – Earning Per Common Share</i>	<i>Page 111</i>
<i>14 – Fair Value Measurements</i>	<i>Page 111</i>
<i>15 – Fair Value Option</i>	<i>Page 120</i>
<i>16 – Fair Value of Financial Instruments</i>	<i>Page 121</i>
<i>17 – Business Segment Information</i>	<i>Page 122</i>
<i>Glossary</i>	<i>Page 123</i>

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

<i>Executive Summary</i>	<i>Page 3</i>
<i>Recent Events</i>	<i>Page 3</i>
<i>Financial Highlights</i>	<i>Page 4</i>
<i>Supplemental Financial Data</i>	<i>Page 8</i>
<i>Business Segment Operations</i>	<i>Page 10</i>
<i>Consumer Banking</i>	<i>Page 10</i>
<i>Global Wealth & Investment Management</i>	<i>Page 13</i>
<i>Global Banking</i>	<i>Page 15</i>
<i>Global Markets</i>	<i>Page 17</i>
<i>All Other</i>	<i>Page 19</i>
<i>Off-Balance Sheet Arrangements and Contractual Obligations</i>	<i>Page 20</i>
<i>Managing Risk</i>	<i>Page 21</i>
<i>Capital Management</i>	<i>Page 21</i>
<i>Liquidity Risk</i>	<i>Page 28</i>
<i>Credit Risk Management</i>	<i>Page 31</i>
<i>Consumer Portfolio Credit Risk Management</i>	<i>Page 31</i>
<i>Commercial Portfolio Credit Risk Management</i>	<i>Page 42</i>
<i>Non-U.S. Portfolio</i>	<i>Page 50</i>

<i>Provision for Credit Losses</i>	<i>Page 51</i>
<i>Allowance for Credit Losses</i>	<i>Page 51</i>
<i>Market Risk Management</i>	<i>Page 54</i>
<i>Trading Risk Management</i>	<i>Page 54</i>
<i>Interest Rate Risk Management for the Banking Book</i>	<i>Page 58</i>
<i>Mortgage Banking Risk Management</i>	<i>Page 60</i>
<i>Complex Accounting Estimates</i>	<i>Page 60</i>
<i>Non-GAAP Reconciliations</i>	<i>Page 61</i>
<i>Item 3. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 62</i>
<i>Item 4. Controls and Procedures</i>	<i>Page 62</i>
Part II Other Information	
<i>Item 1. Legal Proceedings</i>	<i>Page 126</i>
<i>Item 1A. Risk Factors</i>	<i>Page 126</i>
<i>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</i>	<i>Page 126</i>
<i>Item 6. Exhibits</i>	<i>Page 127</i>
<i>Signature</i>	<i>Page 128</i>
<i>Exhibit 12</i>	<i>Page 156*</i>

*This page number is a reference to the PDF page included in the 2 May 2017 Form 10-Q.