

**SUPPLEMENT NO. 1 DATED 10 JULY 2017 TO THE
OFFERING CIRCULAR DATED 19 MAY 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

Unconditionally and 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 19 May 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 702-703) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference of BAC 28 June 2017 Form 8-K

The BAC Form 8-K dated 28 June 2017 in respect of a press release relating to (a) the announcement of the plan by BAC's Board of Directors to increase the quarterly dividend paid on shares of BAC's common stock, (b) the authorisation by BAC's Board of Directors of a U.S.\$12 billion common stock repurchase program and (c) the completion by the Board of Governors of the Federal Reserve System of its 2017 Comprehensive Capital Analysis and Review and its notification to BAC that it did not object to BAC's capital plan, including the dividend and repurchase actions described above, which was filed with the U.S. Securities and Exchange Commission on 28 June 2017 (the "**28 June 2017 Form 8-K**"). By virtue of this Supplement, the sections of the 28 June 2017 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. The information included in the 28 June 2017 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 28 June 2017 Form 8-K**

	Page Number
<i>Item 8.01. Other Events.</i>	<i>Page 2</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 2</i>
<i>Signatures</i>	<i>Page 3</i>
<i>Index to Exhibits</i>	<i>Page 4</i>
<i>Exhibit 99.1. News Release dated 28 June 2017</i>	<i>Pages 5* to 6*</i>

*These page numbers are references to the PDF pages included in the 28 June 2017 Form 8-K.

Amendments to the section entitled Form of Final Terms of the Notes

The section entitled "FORM OF FINAL TERMS OF THE NOTES" shall be amended by deleting item 29(c) "FX Market Disruption Event(s)" (on page 124 of the Offering Circular) and replacing it with the following:

- "(c) FX Market Disruption Event(s): *(N.B. Only complete if Inconvertibility Event/Price Materiality Event/Non-Transferability Event and/or other disruption events should be included as FX Market Disruption Events)*
- (i) FX Trading Suspension or Limitation: [Applicable] [Not Applicable]
- (ii) Inconvertibility Event: [Applicable] [Not Applicable]
- (ii) Price Materiality Event: [Applicable. Price Materiality Percentage: [●]] [Not Applicable]
- (iii) Non-Transferability Event: [Applicable] [Not Applicable]
- (iv) Other: [●]"

Amendments to the section entitled Form of Final Terms of the W&C Instruments

The section entitled "FORM OF FINAL TERMS OF THE W&C INSTRUMENTS" shall be amended by deleting item 34(c) "FX Market Disruption Event(s)" (on page 204 of the Offering Circular) and replacing it with the following:

- "(c) FX Market Disruption Event(s): *(N.B. Only complete if Inconvertibility Event/Price Materiality Event/Non-Transferability Event and/or other disruption events should be included as FX Market Disruption Events)*
- (i) FX Trading Suspension or Limitation: [Applicable] [Not Applicable]
- (ii) Inconvertibility Event: [Applicable] [Not Applicable]
- (ii) Price Materiality Event: [Applicable. Price Materiality Percentage: [●]] [Not Applicable]

- (iii) Non-Transferability Event: [Applicable] [Not Applicable]
- (iv) Other: [•]"