

**SUPPLEMENT NO. 3 DATED 2 AUGUST 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 "**Original Offering Circular**") (as supplemented on 10 July 2017 and 20 July 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](http://www.bourse.lu).

***Incorporation by Reference of BAC 31 July 2017 Form 10-Q***

The BAC Form 10-Q dated 31 July 2017 in respect of the six months ended 30 June 2017 (the "**31 July 2017 Form 10-Q**") was filed with the SEC on 31 July 2017. By virtue of this Supplement, the sections of the 31 July 2017 Form 10-Q referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 31 July 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 31 July 2017 Form 10-Q**

**Page Number**

Part I

*Item 1. Financial Statements*

<i>Consolidated Statement of Income</i>	<i>Page 69</i>
<i>Consolidated Statement of Comprehensive Income</i>	<i>Page 70</i>
<i>Consolidated Balance Sheet</i>	<i>Page 71</i>
<i>Consolidated Statement of Changes in Shareholders' Equity</i>	<i>Page 73</i>
<i>Consolidated Statement of Cash Flows</i>	<i>Page 74</i>
<i>Notes to Consolidated Financial Statements</i>	<i>Page 75</i>
<i>1 – Summary of Significant Accounting Principles</i>	<i>Page 75</i>
<i>2 – Derivatives</i>	<i>Page 76</i>
<i>3 – Securities</i>	<i>Page 84</i>
<i>4 – Outstanding Loans and Leases</i>	<i>Page 89</i>
<i>5 – Allowance for Credit Losses</i>	<i>Page 102</i>
<i>6 – Securitizations and Other Variable Interest Entities</i>	<i>Page 104</i>
<i>7 – Representations and Warranties Obligations and Corporate Guarantees</i>	<i>Page 108</i>
<i>8 – Goodwill and Intangible Assets</i>	<i>Page 110</i>
<i>9 – Federal Funds Sold or Purchased, Securities Financing Agreements and Short-term Borrowings</i>	<i>Page 111</i>
<i>10 – Commitments and Contingencies</i>	<i>Page 113</i>
<i>11 – Shareholders' Equity</i>	<i>Page 116</i>
<i>12 – Accumulated Other Comprehensive Income (Loss)</i>	<i>Page 117</i>
<i>13 – Earning Per Common Share</i>	<i>Page 118</i>
<i>14 – Fair Value Measurements</i>	<i>Page 118</i>
<i>15 – Fair Value Option</i>	<i>Page 129</i>
<i>16 – Fair Value of Financial Instruments</i>	<i>Page 130</i>
<i>17 – Business Segment Information</i>	<i>Page 131</i>
<i>Glossary</i>	<i>Page 133</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 11</i>
<i>Business Segment Operations</i>	<i>Page 14</i>
<i>Consumer Banking</i>	<i>Page 14</i>
<i>Global Wealth &amp; Investment Management</i>	<i>Page 18</i>
<i>Global Banking</i>	<i>Page 21</i>
<i>Global Markets</i>	<i>Page 24</i>
<i>All Other</i>	<i>Page 26</i>
<i>Off-Balance Sheet Arrangements and Contractual Obligations</i>	<i>Page 27</i>
<i>Managing Risk</i>	<i>Page 28</i>
<i>Capital Management</i>	<i>Page 28</i>
<i>Liquidity Risk</i>	<i>Page 35</i>
<i>Credit Risk Management</i>	<i>Page 39</i>
<i>Consumer Portfolio Credit Risk Management</i>	<i>Page 39</i>
<i>Commercial Portfolio Credit Risk Management</i>	<i>Page 48</i>
<i>Non-U.S. Portfolio</i>	<i>Page 56</i>

<i>Provision for Credit Losses</i>	<i>Page 57</i>
<i>Allowance for Credit Losses</i>	<i>Page 57</i>
<i>Market Risk Management</i>	<i>Page 60</i>
<i>Trading Risk Management</i>	<i>Page 60</i>
<i>Interest Rate Risk Management for the Banking Book</i>	<i>Page 63</i>
<i>Mortgage Banking Risk Management</i>	<i>Page 66</i>
<i>Complex Accounting Estimates</i>	<i>Page 66</i>
<i>Non-GAAP Reconciliations</i>	<i>Page 67</i>
<i>Item 3. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 68</i>
<i>Item 4. Controls and Procedures</i>	<i>Page 68</i>
<b>Part II Other Information</b>	
<i>Item 1. Legal Proceedings</i>	<i>Page 136</i>
<i>Item 1A. Risk Factors</i>	<i>Page 136</i>
<i>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</i>	<i>Page 136</i>
<i>Item 6. Exhibits</i>	<i>Page 137</i>
<i>Signature</i>	<i>Page 138</i>
<i>Index to Exhibits</i>	<i>Page 138</i>
<i>Exhibit 12</i>	<i>Page 144*</i>

\*This page number is a reference to the PDF page included in the 31 July 2017 Form 10-Q.