

**SUPPLEMENT NO. 1 DATED 29 JUNE 2018 TO THE
OFFERING CIRCULAR DATED 18 MAY 2018**

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 18 May 2018 (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 711-712) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference of BAC 28 June 2018 Form 8-K

The BAC Form 8-K dated 28 June 2018 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.\$20.6 billion common stock repurchase program from 1 July 2018 through 30 June 2019, which includes approximately \$0.6 billion in repurchases to offset shares awarded under equity-based compensation plans during the same period, and (c) the completion by the Board of Governors of the Federal Reserve System of its 2018 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 2018 (the "**28 June 2018 Form 8-K**"). By virtue of this Supplement, the sections of the 28 June 2018 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 2018 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 2018 Form 8-K

Item 8.01. Other Events.

Page Number

Page 2

Item 9.01. Financial Statements and Exhibits.

Page 2

Signatures

Page 3

Index to Exhibits

Page 4

Exhibit 99.1. News Release dated 28 June 2018

Pages 5 to 6**

*These page numbers are references to the PDF pages included in the 28 June 2018 Form 8-K.

Recent Development

On 21 June, 2018, Fitch announced that it had upgraded BAC's long-term senior debt rating. As at the date of this Supplement, BAC's long-term senior debt is rated A+ (Stable) by Fitch. On 21 June 2018, Fitch announced that it had upgraded MLBV's long-term senior debt rating. As at the date of this Supplement, MLBV's long-term senior debt is rated A+ by Fitch.