

**SUPPLEMENT NO. 3 DATED 1 AUGUST 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 "**Original Offering Circular**") (as supplemented on 29 June 2018 and 17 July 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.

The purpose of this Supplement is to:

- incorporate by reference the Issuer's quarterly report on Form 10-Q dated 30 July 2018 (the "**30 July 2018 Form 10-Q**") for the six months ended 30 June 2018; and
- update the Original Offering Circular to reflect the change of Registrar under the Programme.

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 30 July 2018 Form 10-Q

The BAC Form 10-Q dated 30 July 2018 in respect of the six months ended 30 June 2018 (the "**30 July 2018 Form 10-Q**") was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 30 July 2018. By virtue of this Supplement, the sections of the 30 July 2018 Form 10-Q referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 30 July 2018 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

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*This page number is a reference to the PDF page included in the 30 July 2018 Form 10-Q.

Change of Registrar

With effect from and including 13 September 2018 (the "**Effective Date**"), Merrill Lynch Equity S.à r.l. ("**MLESA**") shall resign and Bank of America Merrill Lynch International Limited, Dublin branch ("**BAMLI Ltd**") shall be appointed as Registrar under the Programme. By virtue of this supplement, from and including the Effective Date:

- a) all references in the Original Offering Circular to MLESA as the Registrar shall be to BAMLI Ltd; and
- b) the addresses of the Registrar on pages 762 and 763 of the Original Offering Circular shall be deleted and replaced with the following:

"Bank of America Merrill Lynch International Limited, Dublin branch
Bank of America Merrill Lynch
Block D, Central Park
Leopardstown
D18 N924
Ireland"

Further it is proposed that Bank of America Merrill Lynch International Limited will merge into Bank of America Merrill Lynch International Designated Activity Company ("**BAMLI DAC**"), the effective date of which is subject to certain approvals, including approvals by the English and Irish courts. The effective date is anticipated to be in December 2018. Upon such merger becoming effective, BAMLI DAC shall become Registrar under the Programme.