

**SUPPLEMENT NO. 3 DATED 1 AUGUST 2019 TO THE
OFFERING CIRCULAR DATED 16 MAY 2019**

Bank of America Corporation
(a Delaware (U.S.A.) Corporation)

BofA Finance LLC
(a Delaware Limited Liability Company)

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 Notes issued by BofA Finance LLC and Instruments (other than Secured Instruments)
issued by Merrill Lynch B.V. and 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**"), BofA Finance LLC ("**BofA Finance**"), Merrill Lynch B.V. ("**MLBV**") and Merrill Lynch International & Co. C.V. ("**MLICo.**") dated 16 May 2019 (the "**Original Offering Circular**") (as supplemented on 2 July 2019 and 19 July 2019) (the "**Offering Circular**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC, BofA Finance, 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 BAC's current report on Form 8-K dated 25 July 2019 in respect of a news release relating to the announcement of the appointment to its Board of Directors of Ms. Denise L. Ramos as a director, effective as of 25 July 2019;
- incorporate by reference BAC's quarterly report on Form 10-Q dated 29 July 2019 for the six months ended 30 June 2019; and
- update the section of the Original Offering Circular entitled "*General Information*".

Each of BAC, BofA Finance, MLBV and MLICo. accepts responsibility for the information contained in this Supplement and to the best of the knowledge of BAC, BofA Finance, 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 800-801) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference of BAC 25 July 2019 Form 8-K

The BAC Form 8-K dated 25 July 2019 in respect of a news release relating to the announcement of the appointment to BAC's Board of Directors of Ms. Denise L. Ramos as a director, effective as of 25 July 2019, was filed with the United States Securities and Exchange Commission (the "SEC") on 25 July 2019 (the "**25 July 2019 Form 8-K**"). By virtue of this Supplement, the sections of the 25 July 2019 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 25 July 2019 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 25 July 2019 Form 8-K

Page Number

<i>Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.</i>	<i>Page 3</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 3</i>
<i>Signatures</i>	<i>Page 4</i>
<i>Exhibit 99.1. News Release dated 25 July 2019</i>	<i>Pages 5* to 6*</i>

* This page number is a reference to the PDF page included in the 25 July 2019 Form 8-K.

Incorporation by Reference of BAC 29 July 2019 Form 10-Q

The BAC Form 10-Q dated 29 July 2019 in respect of the six months ended 30 June 2019 (the "**29 July 2019 Form 10-Q**") was filed with the SEC on 29 July 2019. By virtue of this Supplement, the sections of the 29 July 2019 Form 10-Q referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 29 July 2019 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 29 July 2019 Form 10-Q

Page Number

Part I

<i>Item 1. Financial Statements</i>	
<i>Consolidated Statement of Income</i>	<i>Page 49</i>
<i>Consolidated Statement of Comprehensive Income</i>	<i>Page 49</i>
<i>Consolidated Balance Sheet</i>	<i>Page 50</i>
<i>Consolidated Statement of Changes in Shareholders' Equity</i>	<i>Page 51</i>
<i>Consolidated Statement of Cash Flows</i>	<i>Page 52</i>
<i>Notes to Consolidated Financial Statements</i>	<i>Page 53</i>
<i>1 – Summary of Significant Accounting Principles</i>	<i>Pages 53 to 54</i>
<i>2 – Net Interest Income and Noninterest Income</i>	<i>Page 54</i>
<i>3 – Derivatives</i>	<i>Pages 55 to 61</i>
<i>4 – Securities</i>	<i>Pages 62 to 64</i>
<i>5 – Outstanding Loans and Leases</i>	<i>Pages 65 to 73</i>
<i>6 – Allowance for Credit Losses</i>	<i>Pages 73 to 74</i>
<i>7 – Securitizations and Other Variable Interest Entities</i>	<i>Pages 74 to 77</i>
<i>8 – Goodwill and Intangible Assets</i>	<i>Page 78</i>
<i>9 – Leases</i>	<i>Pages 78 to 79</i>
<i>10 - Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash</i>	<i>Pages 79 to 81</i>
<i>11 – Commitments and Contingencies</i>	<i>Pages 81 to 83</i>
<i>12 – Shareholders' Equity</i>	<i>Page 83</i>

<i>13 – Earnings Per Common Share</i>	<i>Page 84</i>
<i>14 – Accumulated Other Comprehensive Income (Loss)</i>	<i>Page 85</i>
<i>15 – Fair Value Measurements</i>	<i>Pages 85 to 92</i>
<i>16 – Fair Value Option</i>	<i>Page 93</i>
<i>17 – Fair Value of Financial Instruments</i>	<i>Pages 93 to 94</i>
<i>18 – Business Segment Information</i>	<i>Pages 94 to 97</i>
<i>Glossary</i>	<i>Page 98</i>
<i>Acronyms</i>	<i>Page 99</i>

<i>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>Page 2</i>
<i>Executive Summary</i>	<i>Page 3</i>
<i>Recent Developments</i>	<i>Pages 3 to 4</i>
<i>Financial Highlights</i>	<i>Pages 4 to 6</i>
<i>Supplemental Financial Data</i>	<i>Pages 6 to 10</i>
<i>Business Segment Operations</i>	<i>Page 11</i>
<i>Consumer Banking</i>	<i>Pages 11 to 14</i>
<i>Global Wealth & Investment Management</i>	<i>Pages 14 to 16</i>
<i>Global Banking</i>	<i>Pages 17 to 19</i>
<i>Global Markets</i>	<i>Pages 19 to 20</i>
<i>All Other</i>	<i>Page 21</i>
<i>Off-Balance Sheet Arrangements and Contractual Obligations</i>	<i>Pages 21 to 22</i>
<i>Managing Risk</i>	<i>Page 22</i>
<i>Capital Management</i>	<i>Pages 22 to 25</i>
<i>Liquidity Risk</i>	<i>Pages 25 to 28</i>
<i>Credit Risk Management</i>	<i>Page 28</i>
<i>Consumer Portfolio Credit Risk Management</i>	<i>Pages 28 to 35</i>
<i>Commercial Portfolio Credit Risk Management</i>	<i>Pages 35 to 40</i>
<i>Non-U.S. Portfolio</i>	<i>Page 40</i>
<i>Provision for Credit Losses</i>	<i>Page 41</i>
<i>Allowance for Credit Losses</i>	<i>Pages 41 to 43</i>
<i>Market Risk Management</i>	<i>Page 43</i>
<i>Trading Risk Management</i>	<i>Pages 43 to 45</i>
<i>Interest Rate Risk Management for the Banking Book</i>	<i>Pages 45 to 47</i>
<i>Mortgage Banking Risk Management</i>	<i>Page 47</i>
<i>Complex Accounting Estimates</i>	<i>Page 48</i>
<i>Non-GAAP Reconciliations</i>	<i>Page 48</i>
<i>Item 3. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 48</i>
<i>Item 4. Controls and Procedures</i>	<i>Page 48</i>

Part II Other Information	
<i>Item 1. Legal Proceedings</i>	<i>Page 100</i>
<i>Item 1A. Risk Factors</i>	<i>Page 100</i>
<i>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</i>	<i>Page 100</i>
<i>Item 5. Other Information</i>	<i>Page 100</i>
<i>Item 6. Exhibits</i>	<i>Page 101</i>
<i>Signature</i>	<i>Page 101</i>
<i>Exhibit 3(a)</i>	<i>Pages 104* to 544*</i>

* This page number is a reference to the PDF page included in the 29 July 2019 Form 10-Q.

Updating of the section entitled "General Information"

By virtue of this Supplement, the information contained within the "*General Information*" section of the Original Offering Circular, on page 802 at paragraph (6) entitled "*Significant or Material Change*", shall be updated with the following information:

"Save as disclosed in the sections entitled "*Recent Developments*" on page 3 of the 29 July 2019 Form 10-Q, "*Note 11 – Commitments and Contingencies*" on page 82 of the 29 July 2019 Form 10-Q and "*Item 5. Other Information*" on page 100 of the 29 July 2019 Form 10-Q, there has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 30 June 2019 which is the date of the most recently published financial statements of BAC."