

**SUPPLEMENT NO. 1 DATED 2 JULY 2021 TO THE  
OFFERING CIRCULAR DATED 14 MAY 2021**

**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 14 May 2021 (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 28 June 2021 (the "**28 June 2021 Form 8-K**"); and
- to provide for the recent upgrade of (a) BAC's credit ratings by Fitch Ratings, Inc. ("**Fitch**"); and (b) BAC's credit rating outlook by Standard & Poor's Financial Services LLC ("**S&P**").

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., the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

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 822-823) and on the Luxembourg Stock Exchange's website at [www.bourse.lu](http://www.bourse.lu).

***Incorporation by Reference of BAC's 28 June 2021 Form 8-K***

The 28 June 2021 Form 8-K is in respect of a press release relating to the announcement that (a) BAC expects to increase the quarterly common stock dividend by 17 per cent. to \$0.21 per share, beginning in the third quarter

of 2021; and (b) based on the Federal Reserve Board's 2021 Comprehensive Capital Analysis and Review results, BAC will be subject to a preliminary 2.5 per cent. stress capital buffer from 1 October 2021 to 30 September 2022. As a result, BAC's minimum Basel 3 common equity tier 1 ratio during such period will be 9.5 per cent. By virtue of this Supplement, the sections of the 28 June 2021 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 2021 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 2021 Form 8-K**

*Item 8.01. Other Events.*

*Item 9.01. Financial Statements and Exhibits.*

*Signatures*

*Exhibit 99.1. News Release dated 28 June 2021*

**Page Number**

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*Page 3\**

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*Pages 5\* to 7\**

\*These page numbers are references to the PDF pages included in the 28 June 2021 Form 8-K.

***Recent Developments***

On 7 June 2021, 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 AA- (Stable) by Fitch.

On 24 May 2021, S&P announced that it had revised BAC's rating outlook to positive from stable. As at the date of this Supplement, BAC's long-term senior debt is rated A- (Positive) by S&P.