

**SUPPLEMENT NO. 5 DATED 15 OCTOBER 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 "**Original Offering Circular**") (as supplemented on 2 July 2021, 16 July 2021, 4 August 2021 and 15 September 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:

- (a) incorporate by reference BAC's current report on Form 8-K dated 14 October 2021 (the "**14 October 2021 Form 8-K**") in respect of the earnings press release relating to the nine months ended 30 September 2021;
- (b) update the Form of Final Terms of the Notes contained in the Original Offering Circular; and
- (c) amend the section of the Original Offering Circular entitled "*Offering and Sale*".

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 14 October 2021 Form 8-K***

The 14 October 2021 Form 8-K was filed with the United States Securities and Exchange Commission ("SEC") on 14 October 2021. By virtue of this Supplement, the sections of the 14 October 2021 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 14 October 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 14 October 2021 Form 8-K**

*Item 2.02 Results of Operations and Financial Condition.*

##### **Page Number**

*Page 3\**

*Item 9.01. Financial Statements and Exhibits.*

*Page 3\**

*Signatures*

*Page 4\**

*Exhibit 99.1. The Press Release*

*Pages 5\* to 23\**

\*These page numbers are references to the PDF pages included in the 14 October 2021 Form 8-K.

#### ***Update to the Form of Final Terms of the Notes***

Line item 3(viii) of "Part B-Other Information" contained in the Form of Final Terms of the Notes entitled "*Intended to be held in a manner which would allow Eurosystem eligiblity*" on page 171 of the Original Offering Circular shall be updated and superseded by the following new line item 3(viii):

- (viii) Intended to be held in a manner which would allow Eurosystem eligiblity. [Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper (i.e. held under the New Safekeeping Structure (the "NSS")), and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that the Eurosystem eligibility criteria have been met.]
- [No. However, if after the date of these Final Terms, the Eurosystem eligibility criteria are amended such that the Notes are capable of meeting such criteria, the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper (i.e. held under the New Safekeeping Structure (the "NSS")). Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that the Eurosystem eligibility criteria have been met.]

[The European Central Bank ("ECB") has published on its webpage information on its collateral eligibility criteria. Among other criteria, the information published by the ECB indicates that, effective as of 8 February 2018, unsecured debt instruments issued by credit institutions, or their closely-linked entities, such as [Bank of America Corporation] [BofA Finance LLC], that are not established in the EU member states are not Eurosystem eligible. Therefore, as of the date of these Final Terms, the Notes will not be recognised as eligible collateral for Eurosystem monetary and intra-day credit operations.]

***Amendments to the section entitled "Offering and Sale"***

The section entitled "OFFERING AND SALE" shall be amended by deleting the subsection headed "DOMINICAN REPUBLIC" (on page 801 of the Original Offering Circular) and replacing it with the following:

**"DOMINICAN REPUBLIC"**

NOTICE TO DOMINICAN REPUBLIC RESIDENTS – The offer of the Instruments is not made in the Dominican Republic nor specifically directed to Dominican residents. The Issuer and/or Guarantor has not requested authorization to perform a public offering of Instruments in the Dominican Republic, either before the Superintendencia of Securities Market of the Dominican Republic (*Superintendencia del Mercado de Valores de la República Dominicana*) or any other governmental or private institution. The Instruments are not registered in the Securities Market Registry of the Dominican Republic (*Registro del Mercado de Valores de la República Dominicana*). However, pursuant to the provisions of the Securities Market Law No. 249-17 (*Ley del Mercado de Valores núm. 249-17*) dated December 19, 2017, and its supplemental regulations—in particular, the provisions of the Regulation on Public Offers adopted through Resolution of the National Council of the Securities Market on October 28, 2019 (R-CNMV-2019-24-MV), the offer of Instruments could be deemed to qualify as a public offer of securities in the Dominican Republic. Thus, the offering or sale of Instruments in the Dominican Republic, through any means of communication, may require approval by the Superintendencia of the Securities Market of the Dominican Republic and/or the Monetary Board, as well as compliance with certain other legal requirements. Hence, no party acting in any capacity is allowed to conduct offers or execute sales of Instruments in the Dominican Republic or specifically directed to Dominican residents."

The section entitled "OFFERING AND SALE" shall be further amended by deleting the subsection headed "EL SALVADOR" (on page 801 of the Original Offering Circular) and replacing it with the following:

**"EL SALVADOR"**

The recipient of any information and/or documentation relating to the Instruments hereby acknowledges and declares that the same has been provided upon the recipient's direct and express request and instructions, and on a private placement basis.

The Instruments have not been registered with the Salvadoran Superintendencia of the Financial System nor the Salvadoran Stock Exchange, and therefore may not be offered or sold publicly in El Salvador. Each Dealer represents, warrants and undertakes that it has not offered or sold, and will not offer or sell, any Instruments in El Salvador by any means, and also, no action has been or will be taken in El Salvador that would permit or induce a public offering or sale of the Instruments directly or through any third party. Each Dealer recognizes that the solicitation and reception of public funds from within El Salvador, with or without publicity, in a

habitual manner and under any modality is prohibited by Salvadoran law, unless this activity is carried out by an entity duly authorized by the Salvadoran regulator."

The section entitled "OFFERING AND SALE" shall be further amended by adding the following subsection below the subsection headed "GUATEMALA" (on page 801 of the Original Offering Circular):

**"HONDURAS**

The Instruments being offered/sold are issued by the relevant Issuer and are not subject to the laws of Honduras nor regulated by the *Comisión Nacional de Bancos y Seguros* ("CNBS"), therefore, if any claim should arise regarding the Instruments, their sale and/or distribution, the investor will not have any protection by the CNBS and will have to elevate any claim to the corresponding authority outside of Honduras."

The section entitled "OFFERING AND SALE" shall be further amended by adding the following subsection below the subsection headed "ITALY" (on page 811 of the Original Offering Circular):

**"JAMAICA**

This Offering Circular is not intended for use in relation to offers made in Jamaica, and is not to be construed as an invitation to any person other than its intended recipient to subscribe or apply for any of the Instruments.

The offer of these Instruments is not a public offer in Jamaica and is, in all circumstances, not calculated to result directly, or indirectly, in the shares or debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation."