

**SUPPLEMENT NO. 8 DATED 25 FEBRUARY 2022 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, 15 September 2021, 15 October 2021, 2 November 2021 and 21 January 2022, 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 the BAC 2021 Form 10-K (as defined below); and
- 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.

Incorporation by Reference of BAC 2021 Form 10-K

The BAC annual report on Form 10-K for the fiscal year ended 31 December 2021 was filed with the U.S. Securities and Exchange Commission on 22 February 2022 (the "**BAC 2021 Form 10-K**"), and, by virtue of this Supplement, the sections of the BAC 2021 Form 10-K referred to below are incorporated by reference into, and

form part of, the Offering Circular. Any information included in the BAC 2021 Form 10-K that is not listed in the column "*Information Incorporated by Reference*" 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 BAC 2021 Form 10-K

	Page Number
<i>Item 1. Business</i>	<i>Pages 2 to 7</i>
<i>Item 1A. Risk Factors</i>	<i>Pages 7 to 24</i>
<i>Item 1B. Unresolved Staff Comments</i>	<i>Page 24</i>
<i>Item 2. Properties</i>	<i>Pages 24</i>
<i>Item 3. Legal Proceedings</i>	<i>Page 24</i>
<i>Item 4. Mine Safety Disclosures</i>	<i>Page 24</i>

Part II

<i>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</i>	<i>Page 24</i>
<i>Item 6. [Reserved]</i>	<i>Page 25</i>
<i>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>Pages 25 to 85</i>
<i>Item 7A. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 86</i>
<i>Item 8. Financial Statements and Supplementary Data</i>	<i>Pages 86 to 170</i>
<i>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</i>	<i>Page 171</i>
<i>Item 9A. Controls and Procedures</i>	<i>Page 171</i>
<i>Item 9B. Other Information</i>	<i>Pages 171-172</i>
<i>Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</i>	<i>Page 172</i>

Part III

<i>Item 10. Directors, Executive Officers and Corporate Governance</i>	<i>Pages 172-173</i>
<i>Item 11. Executive Compensation</i>	<i>Page 173</i>
<i>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</i>	<i>Page 173</i>
<i>Item 13. Certain Relationships and Related Transactions, and Director</i>	<i>Page 173</i>

Independence

Item 14. Principal Accounting Fees and Services *Page 173*

Part IV

Item 15. Exhibits, Financial Statement Schedules (including all listed) *Pages 174 to 177*

Item 16. Form 10-K Summary *Page 177*

Signatures *Pages 178 to 179*

Exhibit 21. Direct and Indirect Subsidiaries of Bank of America Corporation As of December 31, 2021 *Page 608**

Exhibit 24. Power of Attorney *Pages 610* to 611**

*These page numbers are references to the PDF pages included in the BAC 2021 Form 10-K.

Amendments to the section entitled "Offering and Sale"

The section entitled "OFFERING AND SALE" shall be amended by adding the following subsection below the subsection headed "ARGENTINA" (on page 797 of the Original Offering Circular):

"AUSTRIA

The Instruments may only be offered in the Republic of Austria in accordance with the Austrian Capital Market Act and any other laws and regulations applicable in the Republic of Austria governing the issue, offer and sale of the Instruments in the Republic of Austria. The Instruments are not registered or otherwise authorized for public offer within the meaning or under the Austrian Capital Market Act or any other applicable laws and regulations in Austria. The recipients of this Offering Circular, any supplement thereto, and any other selling materials in respect to the Instruments are qualified investors within the meaning of the Austrian Capital Market Act. Accordingly, the Products may not be, and are not being, issued, offered, sold or advertised publicly or offered similarly under either the Austrian Capital Market Act or any other relevant legislation in Austria. BAC is a U.S. bank holding company and a financial holding company. BAC is not a bank under the Austrian Banking Act (*Bankwesengesetz*) and is not EU passported to perform banking business in Austria."

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

"FINLAND

The Instruments may not be sold in Finland in circumstances which constitute a public offer under the Finnish Securities Market Act (746/2012, as amended) and Prospectus Regulation (2017/1129/EU, as amended). This Offering Circular has neither been filed with nor approved by the Finnish Financial Supervisory Authority and does not constitute a prospectus under the Prospectus Regulation (2017/1129/EU, as amended) or the Finnish Securities Market Act (746/2012, as amended)."

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):

"GUERNSEY

This Offering Circular may only be made available in or from within the Bailiwick and any offer of Instruments referred to in this Offering Circular may only be made in or from within the Bailiwick of Guernsey:

- (a) by persons licensed to do so under the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended) (the POI Law); or
- (b) by non-Guernsey bodies who (a) carry on such promotion in a manner in which they are permitted to carry on promotion in or from within, and under the law of certain designated countries or territories which, in the opinion of GFSC, afford adequate protection to investors and (b) meet the criteria specified in section 29(c) of the POI Law; or
- (c) to persons licensed under the POI Law, the Banking Supervision (Bailiwick of Guernsey) Law, 1994, the Insurance Business (Bailiwick of Guernsey) Law, 2002, the Insurance Managers and Insurance Intermediaries (Bailiwick of Guernsey) Law, 2002 or the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000 by non-Guernsey bodies who (a) carry on such promotion in a manner in which they are permitted to carry on promotion in or from within, and under the law of certain designated countries or territories which, in the opinion of GFSC, afford adequate protection to investors and (b) meet the criteria specified in section 29(cc) of the POI Law; or
- (d) as otherwise permitted by the GFSC."

The section entitled "OFFERING AND SALE" shall be further amended by adding the following subsection below the subsection headed "URUGUAY" (on page 820 of the Original Offering Circular):

"VENEZUELA

This document does not constitute a public offering of securities, as it is understood pursuant to article 54 of the Venezuelan Securities Market Law. Accordingly, this document does not necessarily contain all the information a prospective investor would reasonably expect to be contained in an offering document or which he/she may require to make an investment decision.

This information and any other documents or materials related to the Instruments have not been and will not be reviewed or approved by, or registered with the Venezuelan National Securities Superintendence, thus, they have not been registered before the Venezuelan National Securities Registry.

This document does not constitute an offer, invitation, or recommendation in Venezuela to Venezuelan retail investors to subscribe for or purchase any securities and neither this document nor anything contained in it shall form the basis of any such contract or commitment.

Each of the Issuer, the Guarantor (if applicable) and the Dealer only extends the offer of Instruments to investors in Venezuela who are eligible to receive and accept this offer in accordance with Venezuelan securities laws. By receiving and accepting this offer you represent you are a "Qualified Investor" (as defined in article 85 of the Venezuelan Securities Market Law) or otherwise entitled under Venezuelan law to lawfully receive and accept this offer without disclosure.

It shall not be assumed that the relevant transaction(s) will effectively produce the estimated benefits nor that the referred securities will yield similarly to past performance taken into consideration for the relevant transaction(s). Investors should consult their professional advisers if they are in any doubt as to whether they may receive and accept the offer of the Instruments.

This document, and any other related document or material, may not be circulated or distributed publicly to investors in Venezuela, nor may it be used for, or otherwise be deemed, an offering, solicitation, marketing or advertisement of the Instruments to investors in Venezuela."