

**SUPPLEMENT NO. 1 DATED 19 JULY 2022 TO THE
OFFERING CIRCULAR DATED 13 MAY 2022**

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 13 May 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.

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 910-911) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference of BAC's 18 July 2022 Form 8-K

The BAC Form 8-K dated 18 July 2022 in respect of the earnings press release relating to the three months ended 30 June 2022 (the "**18 July 2022 Form 8-K**") was filed with the SEC on 18 July 2022. By virtue of this Supplement, the sections of the 18 July 2022 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 18 July 2022 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 18 July 2022 Form 8-K

Item 2.02. Results of Operations and Financial Condition.

Item 9.01. Financial Statements and Exhibits.

Signatures

Exhibit 99.1. The Press Release

Page Number

*Page 3**

*Page 3**

*Page 4**

Pages 5 to 23**

*These page numbers are references to the PDF pages included in the 18 July 2022 Form 8-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 "THAILAND" (on page 907 of the Offering Circular):

"TURKEY

Pursuant to Article 15(d)(ii) of the Decree No. 32 Regarding the Protection of the Value of Turkish Currency, Turkish residents may freely (i) purchase and sell capital market instruments which are traded on the financial markets outside the Republic of Turkey, with the intermediation of banks, and brokerage entities operating in Republic of Turkey; and (ii) transfer the amount of the purchase price of the capital market instruments, abroad through banks in Republic of Turkey. However, the provisions of Capital Market Law (Law No. 6362) and the Communiqué No. VII-128.4 provide that no offer, by any means, of any capital market instruments outside Republic of Turkey to Turkish residents can be made without pre-approval of the sale of such capital market instruments obtained from the Capital Market Board (the "CMB").

The Instruments are not approved by the CMB under the provisions of the Capital Market Law (Law No. 6362) and the Communiqué No. VII-128.4 issued thereunder by the CMB. Accordingly, the Instruments cannot be marketed, offered, solicited and consequently sold to Turkish residents without obtaining pre-approval for the sale of the capital market instruments from the CMB.

No information in this document or any document thereunder is provided for the purpose of offering, marketing and sale by any means of the Instruments in Republic of Turkey. Therefore, this document or any document thereunder may not be considered as an offer made or to be made to residents of Turkey."