

**SUPPLEMENT NO. 5 DATED 16 JANUARY 2023 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 "**Original Offering Circular**") (as supplemented on 19 July 2022, 1 August 2022, 18 October 2022 and 1 November 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 13 January 2023 Form 8-K

The BAC Form 8-K dated 13 January 2023 in respect of the earnings press release relating to the three months and year ended 31 December 2022 (the "**13 January 2023 Form 8-K**") was filed with the United States Securities and Exchange Commission (the "**SEC**") on 13 January 2023. By virtue of this Supplement, the sections of the 13 January 2023 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 13 January 2023 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 13 January 2023 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

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*These page numbers are references to the PDF pages included in the 13 January 2023 Form 8-K.