

**SUPPLEMENT NO. 6 DATED 24 FEBRUARY 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, 1 November 2022, and 16 January 2023, 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.luxse.com](http://www.luxse.com).

***Incorporation by Reference of BAC 2022 Form 10-K***

The BAC annual report on Form 10-K for the fiscal year ended 31 December 2022 was filed with the U.S. Securities and Exchange Commission on 22 February 2023 (the "**BAC 2022 Form 10-K**"), and, by virtue of this Supplement, the sections of the BAC 2022 Form 10-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the BAC 2022 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 2022 Form 10-K**

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<i>Item 1. Business</i>	<i>Pages 2 to 7</i>
<i>Item 1A. Risk Factors</i>	<i>Pages 8 to 22</i>
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**Part II**

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<i>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>Pages 25 to 85</i>
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**Part III**

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\*These page numbers are references to the PDF pages included in the BAC 2022 Form 10-K.

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

The section entitled "OFFERING AND SALE" shall be amended by replacing the subsection headed "BRAZIL" (on pages 889-890 of the Original Offering Circular) with the following subsection:

**"BRAZIL**

The information contained herein does not constitute an offering subject to registration, solicitation for an offer subject to registration, or intermediation of instruments in the Federative Republic of Brazil ("**Brazil**") and no registration or filing with respect to any instruments or financial products described in this Offering Circular has been made with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*, the "**CVM**"). Unless a specific exemption applies, no public offer of instruments or financial products described in this Offering Circular should be made in Brazil without the applicable registration at the CVM."

The section entitled "OFFERING AND SALE" shall be amended by adding the following subsection below the subsection headed "COSTA RICA" (on page 893 of the Original Offering Circular):

**"DENMARK**

Each Dealer has represented and agreed that it has not offered or sold and will not offer, sell or deliver any of the Instruments directly or indirectly in Denmark by way of a public offering, unless in compliance with, as applicable, the EU Prospectus Regulation, the Danish Consolidated Act no. 2014 of 1 November 2021 on Capital Markets, as amended, and Executive Orders issued thereunder and in compliance with Executive Order No. 191 of 31 January 2022 on Investor Protection, as amended, supplemented or replaced from time to time."

The section entitled "OFFERING AND SALE" shall be amended by replacing the subsection headed "HONG KONG" (on page 895 of the Original Offering Circular) with the following subsection:

**"HONG KONG**

In relation to each Tranche of Instruments issued by the relevant Issuer, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- a) it has not offered or sold and will not offer or sell in the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**"), by means of any document, any Instruments (except for Instruments which are a "structured product" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the "**SFO**")) other than (i) to "professional investors" as defined in the SFO and any rules made under the SFO, or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions)

Ordinance (Cap. 32) of Hong Kong (the "C(WUMPO)") or which do not constitute an offer to the public within the meaning of the C(WUMPO); and

- b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation, or document relating to the Instruments, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Instruments that are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO."

The section entitled "OFFERING AND SALE" shall be amended by replacing the subsection headed "MEXICO" (on page 899 of the Original Offering Circular) with the following subsection:

#### **"MEXICO**

The Instruments have not been and will not be registered in the National Securities Registry (*Registro Nacional de Valores*). Therefore, the Instruments may not be offered or sold in the United Mexican States ("Mexico") by any means except in circumstances which constitute a private offering (*oferta privada*) pursuant to Article 8 of the Securities Market Law (*Ley del Mercado de Valores*) and its regulations. All applicable provisions of the Securities Market Law must be complied with in respect to anything done in relation to the Instruments in, from or otherwise involving Mexico.

This private offering relates to instruments issued and/or guaranteed by BAC, an entity incorporated pursuant to the laws of the United States of America, and certain of its affiliates incorporated in various jurisdictions outside Mexico. None of BAC or such of its affiliates incorporated outside Mexico holds any authorization, permit or license issued by any Mexican governmental agency, regulator or authority in order to operate as a financial entity in Mexico and is not subject to the supervision of Mexican financial authorities.

The investor in the Instruments represents and warrants that (i) it is either (A) an Institutional Investor (*inversionista institucional*) within the meaning of the Mexican Securities Market Law (*Ley del Mercado de valores*) or (B) a Qualified Investor (*inversionista calificado*) within the meaning of the Mexican Securities Market Law (*Ley del Mercado de Valores*) and the regulations in effect as of the date hereof, and (ii) in the case of (A), the acquisition of the Instruments complies with its applicable investment regime."

#### ***Recent Developments***

On 23 January 2023, Moody's announced that it had placed BAC's long term senior debt rating on review for upgrade.