

**SUPPLEMENT NO. 5 DATED 15 JANUARY 2024 TO THE
OFFERING CIRCULAR DATED 15 MAY 2023**

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 15 May 2023 (the "**Original Offering Circular**") (as supplemented on 20 July 2023, 2 August 2023, 18 October 2023 and 2 November 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 934-935) and on the Luxembourg Stock Exchange's website at www.luxse.com.

Incorporation by Reference of BAC 8 January 2024 Form 8-K

The BAC Form 8-K dated 8 January 2024 in respect of the Bloomberg Short-Term Bank Yield Index (the "**8 January 2024 Form 8-K**") was filed with the United States Securities and Exchange Commission (the "**SEC**") on 8 January 2024. By virtue of this Supplement, the sections of the 8 January 2024 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 8 January 2024 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 8 January 2024 Form 8-K

Item 2.02. Results of Operations and Financial Condition.

Item 8.01. Other Events.

Signatures

Page Number

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*These page numbers are references to the PDF pages included in the 8 January 2024 Form 8-K.

Incorporation by Reference of BAC 12 January 2024 Form 8-K

The BAC Form 8-K dated 12 January 2024 in respect of the earnings press release relating to the three months and year ended 31 December 2023 (the "**12 January 2024 Form 8-K**") was filed with the SEC on 12 January 2024. By virtue of this Supplement, the sections of the 12 January 2024 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 12 January 2024 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 12 January 2024 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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Pages 5 to 24**

*These page numbers are references to the PDF pages included in the 12 January 2024 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 "PHILIPPINES" (on page 924 of the Original Offering Circular):

"POLAND

The Instruments may not be offered or sold in the Republic of Poland (Poland) by way of a public offering, unless in compliance with the EU Prospectus Regulation, the Act on Public Offering and on the Conditions Governing the Introduction of Financial Instruments to Organised Trading System and Public Companies dated 29 July 2005 (as amended) (the Act on Public Offering) and any other applicable laws and regulations enacted thereunder or in substitution thereof time to time. The offer and sale of the Instruments in Poland is made pursuant to the exemption from the obligation to publish a prospectus set out in Art. 1(4)(b) of the EU Prospectus Regulation. Accordingly, no prospectus has been drafted and made available for the purpose of the offer or sale of the Instruments. However, an offer document relating to the Securities is available at www.luxse.com. The sale to or acquisition and holding of the Instruments by residents of Poland may be subject to additional requirements and restrictions imposed by Polish law, beyond the restrictions and requirements provided by generally applicable provisions of European Union law, including under foreign exchange regulations."