

**SUPPLEMENT NO. 8 DATED 17 APRIL 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, 2 November 2023, 15 January 2024, 16 February 2024, and 21 February 2024, (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 16 April 2024 Form 8-K

Portions of the BAC Form 8-K dated 16 April 2024 in respect of the earnings press release relating to the three months ending 31 March 2024 (the "**16 April 2024 Form 8-K**") were filed with the United States Securities and Exchange Commission (the "**SEC**") on 16 April 2024. By virtue of this Supplement, the sections of the 16 April 2024 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 16 April 2024 Form 8-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 16 April 2024 Form 8-K

Item 2.02. Results of Operations and Financial Condition

Page Number

*Page 3**

Item 9.01. Financial Statements and Exhibits

*Page 3**

Signatures

*Page 4**

Exhibit 99.1 The Earnings Press Release

Pages 5 to 23**

*These page numbers are references to the PDF pages included in the 16 April 2024 Form 8-K.