

**SUPPLEMENT NO. 3 DATED 18 OCTOBER 2024 TO
THE OFFERING CIRCULAR DATED 15 MAY 2024**

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)

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.)

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**") and Merrill Lynch B.V. ("**MLBV**") dated 15 May 2024 (the "**Original Offering Circular**") (as supplemented on 17 July 2024 and 1 August 2024, the "**Offering Circular**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC, BofA Finance and MLBV. 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.

BAC accepts responsibility for the information contained in the section of this Supplement entitled "*Incorporation by Reference of BAC's 15 October 2024 Form 8-K*" and, to the best of the knowledge of BAC, such information is in accordance with the facts and makes no omission likely to affect its import. BAC has accurately reproduced the MLBV Information (as defined below) and accepts responsibility for the accurate reproduction of such information.

MLBV accepts responsibility for the information contained in the sections of this Supplement entitled:

- (a) "*Incorporation by Reference of MLBV's 2024 Interim Report*";
- (b) "*Updating the section entitled 'Merrill Lynch B.V.'*"; and
- (c) "*Updating of the section entitled 'General Information'*"

(the "**MLBV Information**").

MLBV confirms that the MLBV Information is, to the best of its knowledge, in accordance with the facts and does not omit anything 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 958-959) and on the Luxembourg Stock Exchange's website at www.luxse.com.

Incorporation by Reference of BAC's 15 October 2024 Form 8-K

The BAC Form 8-K dated 15 October 2024 in respect of the earnings press release relating to the three months ended 30 September 2024 (the "**BAC 15 October 2024 Form 8-K**") was filed with the United States Securities and Exchange Commission (the "SEC") on 15 October 2024. By virtue of this Supplement, the sections of the BAC 15 October 2024 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the BAC 15 October 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.

Incorporation by Reference of MLBV's 2024 Interim Report

By virtue of this Supplement, the sections of the MLBV unaudited Interim Report and Financial Statements for the six months ended 30 June 2024 dated 27 September 2024 (the "**MLBV 2024 Interim Report**") referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the MLBV 2024 Interim Report 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 15 October 2024 Form 8-K

Item 2.02 Results of Operations and Financial Condition.

Item 9.01 Financial Statements and Exhibits.

Signatures

Exhibit 99.1 Bank of America Corporation press release dated October 15, 2024

From the MLBV 2024 Interim Report

Director's Report

Statement of profit or loss and other comprehensive income

Statement of financial position

Statement of changes in equity

Statement of cash flows

Notes to the financial statements

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*These page numbers are references to the PDF pages included in the BAC 15 October 2024 Form 8-K or MLBV 2024 Interim Report, as applicable.

Updating of the section entitled "Merrill Lynch B.V."

By virtue of this Supplement, the information contained within the "Merrill Lynch B.V." section of the Original Offering Circular on pages 889 and 890 in the paragraph entitled "Directors", shall be deleted and replaced with the following wording:

"The Board of Directors of MLBV is charged with the management of MLBV. Set forth below are the names and titles of MLBV's directors:

<u>Director</u>	<u>Title</u>
<i>Armstrong E. Okobia</i>	<i>Director A</i>
<i>Lee Raleigh Whitley</i>	<i>Director B</i>

The business address of the Directors of MLBV is Amstelplein 1, Rembrandt Tower, 27th Floor, 1096 HA Amsterdam, the Netherlands.

There are no potential conflicts of interest between any duties to MLBV and their private interests or other duties of the Directors of MLBV.

There are no principal activities performed by the Directors of MLBV outside MLBV which are significant to MLBV as issuer."

Updating of the section entitled "General Information"

By virtue of this Supplement, the following sentence of paragraph (6) entitled "Significant or Material Change" of the "General Information" section at page 961 of the Original Offering Circular:

"There has been no significant change in the financial or trading position of MLBV since 31 December 2023."
shall be deleted and replaced with:

"There has been no significant change in the financial or trading position of MLBV since 30 June 2024."