

**SUPPLEMENT NO. 5 DATED 5 FEBRUARY 2025 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, 1 August 2024, 18 October 2024 and 1 November 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 sections of this Supplement entitled "*Incorporation by Reference of BAC's 16 January 2025 Form 8-K*" and "*Incorporation by Reference of BAC's 29 January 2025 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:

- "*Updating provisions related to Instruments held by investors through CREST via CREST Depository Interests*";
- "*Updating the Form of Final Terms of the Notes*";
- "*Updating the Form of Final Terms of the Cash Settled Exchangeable Notes*"; and
- "*Updating of the Form of Final Terms of the W&C Instruments*"

(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 documents 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 to 959) and on the Luxembourg Stock Exchange's website at www.luxse.com.

Incorporation by Reference of BAC's 16 January 2025 Form 8-K

The BAC Form 8-K dated 16 January 2025 in respect of the earnings press release relating to the three months ended 31 December 2024 (the "**16 January 2025 Form 8-K**") was filed with the United States Securities and Exchange Commission (the "**SEC**") on 16 January 2025. By virtue of this Supplement, the sections of the 16 January 2025 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 16 January 2025 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 January 2025 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 Press Release

Pages 5 to 24**

*These page numbers are references to the PDF pages included in the 16 January 2025 Form 8-K.

Incorporation by Reference of BAC's 29 January 2025 Form 8-K

The BAC Form 8-K dated 29 January 2025 in respect of a news release relating to the announcement of the appointment to BAC's Board of Directors of Ms. Maria N. Martinez as a director, effective immediately, (the "**29 January 2025 Form 8-K**") was filed with the SEC on 29 January 2025. By virtue of this Supplement, the sections of the 29 January 2025 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 29 January 2025 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 29 January 2025 Form 8-K

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Page Number

*Page 3**

Item 9.01. Financial Statements and Exhibits.

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Signatures

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Exhibit 99.1. News Release dated January 29, 2025

Pages 5 to 6**

*These page numbers are references to the PDF pages included in the 29 January 2025 Form 8-K.

Updating provisions related to Instruments held by investors through CREST via CREST Depository Interests

- (1) The Original Offering Circular shall be amended so that each reference to the words "Euroclear UK & Ireland Limited" or "Euroclear UK & Ireland" shall be replaced by the words "Euroclear UK & International Limited";

- (2) The paragraph entitled "*CREST Depository Interests*" of the sub-section "*General: Form and Transfer of Instruments:*" of the section entitled "*Overview*" on pages 34 and 35 of the Original Offering Circular shall be amended so that each reference in this paragraph to the word "Notes" shall be replaced by the word "Instruments";
- (3) The third paragraph of the sub-section entitled "*United Kingdom Taxation*" of the section entitled "*Taxation*" on page 921 of the Original Offering Circular shall be amended so that:
- (a) the reference in the first sentence of this paragraph to the words "UK's Spring Budget 2024" shall be replaced by the words "UK's Autumn Budget 2024 and Finance Bill 2024-25";
 - (b) the reference in the final sentence of this paragraph to the word "Notes" shall be replaced by the word "Instruments"; and
- (4) The second paragraph of the sub-section entitled "*United Kingdom Stamp Duty and Stamp Duty Reserve Tax ("SDRT") - Transfer*" of the section entitled "*Taxation*" on page 925 of the Original Offering Circular shall be amended so that the references in the final sentence of this paragraph to the word "Notes" shall be replaced by the word "Instruments".

Updating the Form of Final Terms of the Notes

The Form of Final Terms of the Notes is supplemented by inserting a new paragraph immediately before the last paragraph on page 166 of the Original Offering Circular starting with the sentence "*[Insert any specific additional risk factors (relating only to the tranche of Notes documented by these Final Terms)]*" (along with the accompanying footnote below and each of the subsequent footnotes shall be renumbered accordingly):

"[THIS FINAL TERMS IS PREPARED IN ACCORDANCE WITH A PRIVATE PLACEMENT IN HUNGARY IN ACCORDANCE WITH ACT CXX OF 2001 ON CAPITAL MARKETS.]²⁸

²⁸Include where the Notes are to be sold to a single investor in Hungary."

Updating the Form of Final Terms of the Cash Settled Exchangeable Notes

The Form of Final Terms of the Cash Settled Exchangeable Notes is supplemented by inserting a new paragraph immediately before the paragraph starting with the sentence "*[Insert any specific additional risk factors (relating only to the tranche of Exchangeable Notes documented by these Final Terms)]*" on page 266 of the Original Offering Circular (along with the accompanying footnote below and each of the subsequent footnotes should be renumbered accordingly):

"[THIS FINAL TERMS IS PREPARED IN ACCORDANCE WITH A PRIVATE PLACEMENT IN HUNGARY IN ACCORDANCE WITH ACT CXX OF 2001 ON CAPITAL MARKETS.]⁷¹

⁷¹Include where the Notes are to be sold to a single investor in Hungary."

Updating the Form of Final Terms of the W&C Instruments

The Form of Final Terms of the W&C Instruments is supplemented by inserting a new paragraph before the paragraph starting with the sentence "*[Insert any specific additional risk factors (relating only to the tranche of W&C Instruments documented by these Final Terms)]*" on page 325 of the Original Offering Circular (along with the accompanying footnote below and each of the subsequent footnotes should be renumbered accordingly):

"[THIS FINAL TERMS IS PREPARED IN ACCORDANCE WITH A PRIVATE PLACEMENT IN HUNGARY IN ACCORDANCE WITH ACT CXX OF 2001 ON CAPITAL MARKETS.]⁹⁹

⁹⁹Include where the W&C Instruments are to be sold to a single investor in Hungary."