

**BANK OF AMERICA CORPORATION
MEDIUM-TERM NOTES, SERIES L**

**\$2,000,000,000
4.450% SUBORDINATED NOTES, DUE MARCH 2026**

FINAL TERM SHEET

Dated February 29, 2016

Issuer:	Bank of America Corporation
Ratings of this Series:	Baa3 (Moody's)/BBB (S&P)/A- (Fitch)
Title of the Series:	4.450% Subordinated Notes, due March 2026
Aggregate Principal Amount Initially Being Issued:	\$2,000,000,000
Issue Price:	100.000%
Trade Date:	February 29, 2016
Settlement Date:	March 3, 2016 (T+3)
Maturity Date:	March 3, 2026
Ranking:	Subordinated
Minimum Denominations:	\$2,000 and multiples of \$1,000 in excess of \$2,000
Day Count Fraction:	30/360
Interest Rate:	4.450% per annum
Interest Payment Dates:	March 3 and September 3 of each year, beginning September 3, 2016, subject to following unadjusted business day convention
Interest Periods:	Semi-annual
Treasury Benchmark:	10 year U.S. Treasury, due February 15, 2026
Treasury Yield:	1.750%
Treasury Benchmark Price:	98-27+
Spread to Treasury Benchmark:	+270 bps
Reoffer Yield:	4.450%
Optional Redemption:	None
Listing:	None
Lead Manager and Sole Book-Runner:	Merrill Lynch, Pierce, Fenner & Smith Incorporated
Senior Co-Managers:	ABN AMRO Securities (USA) LLC ANZ Securities, Inc. BBVA Securities Inc. BNY Mellon Capital Markets, LLC Capital One Securities, Inc. Commerz Markets LLC Danske Markets Inc. Deutsche Bank Securities Inc. Erste Group Bank AG ING Financial Markets LLC Lloyds Securities Inc. Mizuho Securities USA Inc. nabSecurities, LLC Natixis Securities Americas LLC Rabo Securities USA, Inc. RBS Securities Inc. Santander Investment Securities Inc.

Scotia Capital (USA) Inc.
SG Americas Securities, LLC
SMBC Nikko Securities America, Inc.
Standard Chartered Bank
TD Securities (USA) LLC
The Huntington Investment Company
Academy Securities, Inc
Apto Partners, LLC
Drexel Hamilton, LLC
Loop Capital Markets LLC
06051GFU8
US06051GFU85

Junior Co-Managers:

CUSIP:
ISIN:

Bank of America Corporation (the "Issuer") has filed a registration statement (including a pricing supplement, a prospectus supplement, and a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read those documents and the other documents that the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the lead manager will arrange to send you the pricing supplement, the prospectus supplement, and the prospectus if you request them by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll free at 1-800-294-1322. You may also request copies by e-mail from fixedincomeir@bankofamerica.com or dg.prospectus_requests@baml.com.