

BANK OF AMERICA CORP /DE/  
Form FWP  
April 17, 2015

Filed Pursuant to Rule 433

Registration No. 333-180488

**BANK OF AMERICA CORPORATION**

**MEDIUM-TERM NOTES, SERIES L**

**\$2,500,000,000**

**3.950% SUBORDINATED NOTES, DUE APRIL 2025**

**FINAL TERM SHEET**

**Dated April 16, 2015**

|  |   |
|--|---|
| Issuer:  | Bank of America Corporation   |
| Ratings of this Series:                            | Baa3 (Moody s)/BBB+ (S&P)/BBB+ (Fitch)  |
| Title of the Series:                               | 3.950% Subordinated Notes, due April 2025   |
| Aggregate Principal Amount Initially Being Issued: | \$2,500,000,000   |
| Issue Price:                                       | 99.705%   |
| Trade Date:  | April 16, 2015  |
| Settlement Date:                                   | April 21, 2015 (T+3)  |
| Maturity Date:                                     | April 21, 2025  |
| Ranking:   | Subordinated  |
| Minimum Denominations:                             | \$2,000 and multiples of \$1,000 in excess of \$2,000   |
| Day Count Fraction:                                | 30/360  |
| Interest Rate:                                     | 3.950% per annum  |
| Interest Payment Dates:                            | April 21 and October 21 of each year, beginning October 21, 2015, subject to following business day convention (unadjusted).  |
| Interest Periods:                                  | Semi-annual. The initial Interest Period will be the period from, and including, the Settlement Date to, but excluding, October 21, 2015, the initial Interest Payment Date. The subsequent Interest Periods will be the periods from, and including, the applicable Interest Payment Date to, but excluding, the next Interest Payment Date or the Maturity Date, as applicable. |
| Treasury Benchmark:                                | 10 year U.S. Treasury, due February 15, 2025  |

Edgar Filing: BANK OF AMERICA CORP /DE/ - Form FWP

|                               |          |
|-------------------------------|----------|
| Treasury Yield:               | 1.886%   |
| Treasury Benchmark Price:     | 101-00+  |
| Spread to Treasury Benchmark: | +210 bps |
| Reoffer Yield:                | 3.986%   |
| 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.

Banca IMI S.p.A.

Barclays Capital Inc.

BBVA Securities Inc.

BNY Mellon Capital Markets, LLC

Capital One Securities, Inc.

CIBC World Markets Corp.

Commerz Markets LLC

Danske Markets Inc

Deutsche Bank Securities Inc.

ING Financial Markets LLC

Lloyds Securities Inc.

Mitsubishi UFJ Securities (USA), Inc.

Mizuho Securities USA Inc.

nabSecurities, LLC

Natixis Securities Americas LLC

Nykredit Bank A/S

Rabo Securities USA, Inc.

RB International Markets (USA) LLC

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

SG Americas Securities, LLC

Standard Chartered Bank

UniCredit Capital Markets LLC

Junior Co-Managers: Apto Partners, LLC

Blaylock Beal Van, LLC

Edgar Filing: BANK OF AMERICA CORP /DE/ - Form FWP

Drexel Hamilton, LLC

Samuel A. Ramirez & Company, Inc.

CUSIP:

06051GFP9

ISIN:

US06051GFP90

Concurrent Offering:

\$2,000,000,000 2.250% Senior Notes, due April 2020

\$500,000,000 4.750% Subordinated Notes, due April 2045

The settlement of the 3.950% Subordinated Notes, due April 2025 is not contingent on the settlement of either of the concurrent offerings.

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](http://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](mailto:fixedincomeir@bankofamerica.com) or [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com).