

BANK OF AMERICA CORP /DE/
Form 424B5
October 16, 2015
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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-202354**

Pricing Supplement No. 68

(To Prospectus dated May 1, 2015 and
Prospectus Supplement dated May 4, 2015)

October 14, 2015

\$3,250,000,000

Medium-Term Notes, Series L

\$2,250,000,000 2.625% Senior Notes, due October 2020

\$1,000,000,000 Reopening of 3.875% Senior Notes, due August 2025

This pricing supplement describes two series of our senior notes that will be issued under our Medium-Term Note Program, Series L. We refer to our 2.625% Senior Notes, due October 2020 as the 5-year notes, to our 3.875% Senior Notes, due August 2025 to be issued in the reopening as the 10-year notes, and to the 5-year notes and the 10-year notes together as the notes.

The 5-year notes mature on October 19, 2020. We will pay interest on the 5-year notes for each semi-annual interest period at a rate of 2.625% per annum.

The 10-year notes to be issued in the reopening have the same terms as, and constitute a single series with, the \$2,500,000,000 in principal amount of our 3.875% Senior Notes, due August 2025, originally issued on July 30, 2015. As a result, the outstanding aggregate principal amount of our 3.875% Senior Notes, due August 2025 as of the issue date of the 10-year notes will be \$3,500,000,000. The 10-year notes mature on August 1, 2025. We will pay interest on the 10-year notes for each semi-annual interest period at a rate of 3.875% per annum.

The notes are unsecured and rank equally with all of our other unsecured and senior indebtedness outstanding from time to time. We do not intend to list the notes on any securities exchange.

Investing in the notes involves risks. For an explanation of some of these risks, see Risk Factors beginning on page S-5 of the attached prospectus supplement, and Risk Factors beginning on page 9 of the attached prospectus.

None of the Securities and Exchange Commission, any state securities commission, or any other regulatory body has approved or disapproved of these notes or passed upon the adequacy or accuracy of this pricing supplement, the attached prospectus supplement, or the attached prospectus. Any representation to the contrary is a criminal offense.

	5-Year Notes		10-Year Notes	
	Per Note	Total	Per Note	Total
Public Offering Price	99.967%	\$ 2,249,257,500	101.800% ⁽¹⁾	\$ 1,018,000,000
Selling Agents Commission	0.350%	\$ 7,875,000	0.450%	\$ 4,500,000
Proceeds (before expenses)	99.617%	\$ 2,241,382,500	101.350%	\$ 1,013,500,000

- (1) In addition to the applicable public offering price in the table above, purchasers of the 10-year notes in the reopening will pay an aggregate of \$8,503,472.22 of accrued interest for the period from, and including, July 30, 2015 (the original issue date) to, but excluding, October 19, 2015, the expected issue date of the 10-year notes. Accrued interest will be paid by us on February 1, 2016, the first Interest Payment Date for the 10-year notes, to holders of record of the 10-year notes on the record date, along with interest accrued on the 10-year notes from October 19, 2015 (the expected issue date of the 10-year notes) to the first Interest Payment Date. If delivery occurs after October 19, 2015, the purchasers will pay additional accrued interest from October 19, 2015 to, but excluding, the issue date of the 10-year notes.

We expect to deliver the notes in book-entry only form through the facilities of The Depository Trust Company on or about October 19, 2015.

Sole Book-Runner

BofA Merrill Lynch

ANZ Securities
 Capital One Securities
 Deutsche Bank Securities
 MUFG
 Nykredit Markets
 Santander
 SMBC Nikko

 Drexel Hamilton

BBVA
 COMMERZBANK
 ING
 Mizuho Securities
 Rabo Securities
 Scotiabank
 Standard Chartered Bank
 Huntington Investment Company

BNY Mellon Capital Markets, LLC
 Danske Markets Inc.
 Lloyds Securities
 nabSecurities, LLC
 RBS
 SOCIETE GENERALE
 TD Securities

 Siebert Brandford Shank & Co., L.L.C.

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The following descriptions of the specific terms of the notes supplement, and should be read together with, the description of our Medium-Term Notes, Series L included in the attached prospectus supplement dated May 4, 2015, and the general description of our debt securities included in Description of Debt Securities in the attached prospectus dated May 1, 2015. If there is any inconsistency between the information in this pricing supplement and the attached prospectus supplement or the attached prospectus, you should rely on the information in this pricing supplement. Capitalized terms used, but not defined, in this pricing supplement have the same meanings as are given to them in the attached prospectus supplement or in the attached prospectus.

Terms of the 5-Year Notes

Title of Series:	2.625% Senior Notes, due October 2020
Aggregate Principal Amount Initially Being Issued:	\$2,250,000,000
Issue Date:	October 19, 2015
CUSIP No.:	06051GFT1
ISIN:	US06051GFT13
Maturity Date:	October 19, 2020
Minimum Denominations:	\$2,000 and multiples of \$1,000 in excess of \$2,000
Ranking:	Senior
Day Count Fraction:	30/360
Interest Rate:	2.625%
Interest Periods:	Semi-annual
Interest Payment Dates:	April 19 and October 19 of each year, beginning April 19, 2016, subject to following unadjusted business day convention.
Record Dates for Interest Payments:	For book-entry only notes, one business day prior to the applicable Interest Payment Date. If the notes are not held in book-entry only form, the record dates will be the first day of the calendar month in which the applicable Interest Payment Date is scheduled to occur.
Optional Redemption:	None
Repayment at Option of Holder:	None
Listing:	None
Selling Agents and Conflicts of Interest:	As set forth beginning on page PS-4
Further Issuances:	We have the ability to reopen, or increase after the Issue Date, the aggregate principal amount of the notes initially being issued without notice to the holders of existing notes by selling additional notes having the same terms, provided that such additional notes shall be fungible for U.S. federal income tax purposes. However, any new notes of this kind may have a different offering price and may begin to bear interest on a different date.

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Title of the Series:	3.875% Senior Notes, due August 2025
Aggregate Principal Amount Initially Issued on July 30, 2015:	\$2,500,000,000
Aggregate Principal Amount to be Issued in Reopening on October 19, 2015:	\$1,000,000,000
Total Aggregate Principal Amount, After Giving Effect to the Reopening:	\$3,500,000,000
Issue Date of Reopening:	October 19, 2015
CUSIP No.:	06051GFS3
ISIN:	US06051GFS30
Maturity Date:	August 1, 2025
Minimum Denominations:	\$2,000 and multiples of \$1,000 in excess of \$2,000
Ranking:	Senior
Day Count Fraction:	30/360
Interest Rate:	3.875%
Interest Periods:	Semi-annual. The initial Interest Period for the notes issued in the reopening will be the period from, and including, July 30, 2015, the original issue date, to, but excluding, February 1, 2016, the first Interest Payment Date after the reopening. 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.
Interest Payment Dates:	February 1 and August 1 of each year, commencing February 1, 2016, subject to the following unadjusted business day convention.
Record Dates for Interest Payments:	For book-entry only notes, one business day prior to the applicable Interest Payment Date. If the notes are not held in book-entry only form, the record dates will be the fifteenth day of the calendar month immediately preceding the calendar month in which the applicable Interest Payment Date is originally scheduled to occur.
Optional Redemption:	None
Repayment at Option of Holder:	None
Listing:	None
Selling Agents and Conflicts of Interest:	As set forth beginning on page PS-4
Further Issuances:	We have the ability to again reopen, or further increase after the Issue Date of the reopening, the outstanding aggregate principal amount of the notes without notice to the holders of existing notes by selling additional notes having the same terms, provided that such additional notes shall be fungible for U.S. federal income tax purposes. However, any new notes of this kind may have a different offering price and may begin to bear interest on a different date.

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For a brief description of the tax effects of an investment in the notes, see U.S. Federal Income Tax Considerations and U.S. Federal Income Tax Considerations Taxation of Debt Securities beginning on page 99 and page 100, respectively, of the attached prospectus. The following paragraph supplements the discussion under U.S. Federal Income Tax Considerations Foreign Account Tax Compliance Act beginning on page 122 of the attached prospectus.

The IRS has announced that withholding and reporting under the Foreign Account Tax Compliance Act on payments of gross proceeds from a sale or redemption of the notes will only apply to payments made after December 31, 2018.

Supplemental Information Concerning the Plan of Distribution and Conflicts of Interest

On October 14, 2015, we entered into an agreement with the selling agents identified below for the purchase and sale of the notes. We have agreed to sell to each of the selling agents, and each of the selling agents has agreed to purchase from us, the principal amount of the notes shown opposite its name in the table below at the public offering price set forth above.

<u>Selling Agent</u>	<u>Principal Amount of 5-Year Notes</u>	<u>Principal Amount of 10-Year Notes</u>
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$ 1,732,500,000	\$ 770,000,000
ANZ Securities, Inc.	\$ 22,500,000	\$ 10,000,000
BBVA Securities Inc.	\$ 22,500,000	\$ 10,000,000
BNY Mellon Capital Markets, LLC	\$ 22,500,000	\$ 10,000,000
Capital One Securities, Inc.	\$ 22,500,000	\$ 10,000,000
Commerz Markets LLC	\$ 22,500,000	\$ 10,000,000
Danske Markets Inc.	\$ 22,500,000	\$ 10,000,000
Deutsche Bank Securities Inc.	\$ 22,500,000	\$ 10,000,000
ING Financial Markets LLC	\$ 22,500,000	\$ 10,000,000
Lloyds Securities Inc.	\$ 22,500,000	\$ 10,000,000
Mitsubishi UFJ Securities (USA), Inc.	\$ 22,500,000	\$ 10,000,000
Mizuho Securities USA Inc.	\$ 22,500,000	\$ 10,000,000
nabSecurities, LLC	\$ 22,500,000	\$ 10,000,000
Nykredit Bank A/S	\$ 22,500,000	\$ 10,000,000
Rabo Securities USA, Inc.	\$ 22,500,000	\$ 10,000,000
RBS Securities Inc.	\$ 22,500,000	\$ 10,000,000
Santander Investment Securities Inc.	\$ 22,500,000	\$ 10,000,000
Scotia Capital (USA) Inc.	\$ 22,500,000	\$ 10,000,000
SG Americas Securities, LLC	\$ 22,500,000	\$ 10,000,000
SMBC Nikko Securities America, Inc.	\$ 22,500,000	\$ 10,000,000
Standard Chartered Bank	\$ 22,500,000	\$ 10,000,000
TD Securities (USA) LLC	\$ 22,500,000	\$ 10,000,000
The Huntington Investment Company	\$ 22,500,000	\$ 10,000,000
Drexel Hamilton, LLC	\$ 11,250,000	\$ 5,000,000
Siebert Brandford Shank & Co., L.L.C.	\$ 11,250,000	\$ 5,000,000

Total	<u>\$ 2,250,000,000</u>	<u>\$ 1,000,000,000</u>
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The selling agents may sell the notes to certain dealers at the public offering price, less a concession which will not exceed 0.200% of the principal amount of the 5-year notes and 0.250% of the principal amount of the 10-year notes, and the selling agents and those dealers may resell the notes to other dealers at a reallowance discount which will not exceed 0.150% of the principal amount of the 5-year notes and 0.200% of the principal amount of the 10-year notes.

After the initial offering of the notes, the concessions and reallowance discounts for the notes may change.

We estimate that the total offering expenses for the notes, excluding the selling agents' commissions, will be approximately \$759,750.

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Merrill Lynch, Pierce, Fenner & Smith Incorporated is our wholly-owned subsidiary, and we will receive the net proceeds of the offering.

Some of the selling agents and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the selling agents and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. Certain of the selling agents or their affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, such selling agents and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such short positions could adversely affect future trading prices of the notes offered hereby. The selling agents and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Standard Chartered Bank will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of the Financial Industry Regulatory Authority, Inc.

Trustee Conflict of Interest

BNY Mellon Capital Markets, LLC, an affiliate of the trustee, is a selling agent for this offering. Therefore, if a default occurs with respect to the notes, the trustee may have a conflicting interest for purposes of the Trust Indenture Act of 1939. In that event, except in very limited circumstances, the trustee would be required to resign as trustee under the Senior Indenture under which the notes are being issued and we would be required to appoint a successor trustee. The trustee will remain the trustee under the Senior Indenture until a successor is appointed. During the period of time until a successor is appointed, the trustee will have both (a) duties to noteholders under the Senior Indenture and (b) a conflicting interest under the Senior Indenture for purposes of the Trust Indenture Act of 1939.

Validity of the Notes

In the opinion of McGuireWoods LLP, as counsel to Bank of America Corporation ("BAC"), when the notes offered hereby have been completed and executed by BAC, and authenticated by the trustee, and the notes have been delivered against payment therefor as contemplated in this pricing supplement and the attached prospectus, prospectus supplement and prospectus addendum, all in accordance with the provisions of the indenture governing the notes, such notes will be legal, valid and binding obligations of BAC, subject to the effect of applicable bankruptcy, insolvency (including laws relating to preferences, fraudulent transfers and equitable subordination), reorganization, moratorium and other similar laws affecting creditors' rights generally, and to general principles of equity. This opinion is given as of the date hereof and is limited to the laws of the State of New York and the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture governing the notes, the validity, binding nature and enforceability of the indenture governing the notes with respect to the trustee, the legal capacity of natural persons, the genuineness of signatures, the authenticity of all documents submitted to McGuireWoods LLP as originals, the conformity to original documents of all

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documents submitted to McGuireWoods LLP as copies thereof, the authenticity of the originals of such copies and certain factual matters, all as stated in the letter of McGuireWoods LLP dated February 27, 2015, which has been filed as an exhibit to BAC's Registration Statement relating to the notes filed with the Securities and Exchange Commission on February 27, 2015.

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Medium-Term Notes, Series L

We may offer from time to time our Bank of America Corporation Medium-Term Notes, Series L. The specific terms of any notes that we offer will be determined before each sale and will be described in a separate product supplement, index supplement and/or pricing supplement (each, a supplement). Terms may include:

Priority: senior or subordinated

Interest rate: notes may bear interest at fixed or floating rates, or may not bear any interest

Base floating rates of interest:

i funds rate

i LIBOR

i EURIBOR

i prime rate

i treasury rate

i any other rate we specify

Maturity: three months or more

Indexed notes: principal, premium (if any), interest payments, or other amounts payable (if any) linked, either directly or indirectly, to the price or performance of one or more market measures, including securities, currencies or composite currencies, commodities, interest rates, stock or commodity indices, exchange traded funds, currency indices, consumer price indices, inflation indices, or any combination of the above

Payments: U.S. dollars or any other currency that we specify in the applicable supplement

We may sell notes to the selling agents as principal for resale at varying or fixed offering prices or through the selling agents as agents using their best efforts on our behalf. We also may sell the notes directly to investors.

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We may use this prospectus supplement and the accompanying prospectus in the initial sale of any notes. In addition, Merrill Lynch, Pierce, Fenner & Smith Incorporated, or any of our other affiliates, may use this prospectus supplement and the accompanying prospectus in a market-making transaction in any notes after their initial sale. Unless we or one of our selling agents informs you otherwise in the confirmation of sale, this prospectus supplement and the accompanying prospectus are being used in a market-making transaction.

Unless otherwise specified in the applicable supplement, we do not intend to list the notes on any securities exchange.

Investing in the notes involves risks. See Risk Factors beginning on page S-5.

Our notes are unsecured and are not savings accounts, deposits, or other obligations of a bank. Our notes are not guaranteed by Bank of America, N.A. or any other bank, are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, and involve investment risks.

None of the Securities and Exchange Commission, any state securities commission, or any other regulatory body has approved or disapproved of these notes or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

BofA Merrill Lynch

Prospectus Supplement to Prospectus dated May 1, 2015

May 4, 2015

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