BofA Finance LLC
Form 424B2
March 12, 2018

Pricing Supplement
(To Prospectus dated November 4, 2016, Series A
Prospectus Supplement dated November 4, 2016 and

Product Supplement STOCK-1 dated November 30, 2016)

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March 8, 2018

$2,100,000

BofA Finance LLC

Auto-Callable Yield Notes Linked to the Least Performing of the Common Stock of FedEx Corporation, MetLife, Inc. and Walgreens Boots Alliance, Inc., due June 13, 2019
Fully and Unconditionally Guaranteed by Bank of America Corporation

- The CUSIP number for the notes is **09709TDY4**.
- The notes are unsecured senior notes issued by BofA Finance LLC ("BofA Finance"), a direct, wholly-owned subsidiary of Bank of America Corporation ("BAC" or the "Guarantor"), which are fully and unconditionally guaranteed by the Guarantor. All payments due on the notes, including any repayment of principal, will be subject to the credit risk of BofA Finance, as issuer of the notes, and the credit risk of Bank of America Corporation, as guarantor of the notes.
- The notes do not guarantee a full return of your principal at maturity, and you could lose up to 100% of your principal.
- The notes will mature on June 13, 2019, unless previously called.
- Interest will be paid quarterly in arrears at the rate of 10.00% per annum. Interest will be paid on the 13th day of each March, June, September and December, beginning on June 13, 2018, until the maturity date.
- The payment on the notes at maturity will depend on the individual performance of the common stock of FedEx Corporation (Bloomberg symbol: FDX UN), the common stock of MetLife, Inc. (Bloomberg symbol: MET UN) and the common stock of Walgreens Boots Alliance, Inc. (Bloomberg symbol: WBA UW) (each, an "Underlying Stock," and collectively, the "Underlying Stocks").
- Prior to the maturity date, if the Observation Value of **each** Underlying Stock is greater than or equal to its Starting Value on any Observation Date (except the Final Observation Date), the notes will be automatically redeemed, in whole but not in part, at 100% of the principal amount, together with the applicable interest payment with respect to that quarter on the applicable interest payment date. No further amounts will be payable following an early redemption.
- At maturity, the amount you will be entitled to receive per $1,000 in principal amount of the notes (the "Redemption Amount") will depend on the individual performance of each Underlying Stock. If the notes are not automatically redeemed prior to maturity, the Redemption Amount will be determined as follows:
- If the Ending Value of **each** Underlying Stock is greater than or equal to its respective Threshold Value, the Redemption Amount will equal the principal amount.
- If the Ending Value of **any** Underlying Stock is less than its respective Threshold Value, the Redemption Amount will equal the product of (a) the principal amount multiplied by (b) the sum of one plus the Underlying Return of the Least Performing Underlying (each as defined below). In this case, the Redemption Amount will be less than 65% of the principal amount and could be zero.

In each case, you will also receive the final interest payment.

- The “Threshold Value” with respect to each Underlying Stock is 65% of its Starting Value, rounded to three decimal places.
- The “Least Performing Underlying” will be the Underlying Stock with the lowest Underlying Return (as defined below).
- The “Observation Dates” are September 10, 2018, December 10, 2018, March 8, 2019 and June 10, 2019, subject to postponement as described in “Description of the Notes—Certain Terms of the Notes—Events Relating to Observation Dates” of product supplement STOCK-1.
- The notes will be issued in denominations of $1,000 and whole multiples of $1,000.
- The notes will not be listed on any securities exchange.
- **The initial estimated value of the notes is less than the public offering price.** The initial estimated value of the notes as of March 8, 2018 (the “pricing date”) is $976.50 per $1,000 in principal amount. See “Summary” beginning on page PS-3 of this pricing supplement, “Risk Factors” beginning on page PS-9 of this pricing supplement and “Structuring the Notes” on page PS-23 of this pricing supplement for additional information. The actual value of your notes at any time will reflect many factors and cannot be predicted with accuracy.
- The notes and the related guarantee:

Are Not FDIC Insured	**Are Not Bank Guaranteed**	**May Lose Value**

	Per Note	**Total**
Public Offering Price	$1,000.00	$ 2,100,000.00
Underwriting Discount	$0.00	$ 0.00
Proceeds (before expenses) to BofA Finance	$1,000.00	$ 2,100,000.00

The notes and the related guarantee of the notes by the Guarantor are unsecured and are not savings accounts, deposits, or other obligations of a bank. The 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. Potential purchasers of the notes should consider the information in “Risk Factors” beginning on page PS-9 of this pricing supplement, page PS-5 of the accompanying product supplement, page S-4 of the accompanying prospectus supplement, and page 7 of the accompanying prospectus. ***You may lose some or all of your principal amount in the notes.*** *None of the Securities and Exchange Commission (the “SEC”), any state securities commission, or any other regulatory body has approved or disapproved of these notes or the guarantee, or passed upon the adequacy or accuracy of this pricing supplement, or the accompanying product supplement, prospectus supplement or prospectus. Any representation to the contrary is a criminal offense.*

We will deliver the notes in book-entry form only through The Depository Trust Company on March 13, 2018 against payment in immediately available funds.

BofA Merrill Lynch

Selling Agent

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SUMMARY

The Auto-Callable Yield Notes Linked to the Least Performing of the Common Stock of FedEx Corporation, MetLife, Inc. and Walgreens Boots Alliance, Inc., due June 13, 2019 (the "notes") are our senior debt securities. All payments on the notes are fully and unconditionally guaranteed by BAC. The notes and the related guarantee are not insured by the Federal Deposit Insurance Corporation or secured by collateral. **The notes will rank equally with all of our other unsecured senior debt, and the related guarantee will rank equally with all of BAC's other unsecured and unsubordinated debt. All payments due on the notes, including any repayment of the principal amount, will be subject to the credit risk of BofA Finance, as issuer, and BAC, as guarantor.** Unless earlier called, the notes will mature on June 13, 2019.

Interest will be paid quarterly in arrears at the rate of 10.00% per annum. The notes will be automatically called on the relevant Observation Date if the Observation Value of each Underlying Stock is greater than or equal to its Starting Value on any Observation Date (except the Final Observation Date), at an amount equal to the sum of the principal amount plus the applicable interest payment with respect to that quarter. If the notes are not called prior to maturity, and if the Ending Value of each Underlying Stock is greater than or equal to its Threshold Value, we will pay to you at maturity the principal amount plus the final interest payment. If the Ending Value of any Underlying Stock is less than its Threshold Value, in addition to the final interest payment, we will pay to you at maturity an amount equal to the product of (a) the principal amount multiplied by (b) the sum of one plus the Underlying Return of the Least Performing Underlying. You may lose some or all of your principal amount at maturity.

Payments on the notes, including the interest payments, depend on the credit risk of BofA Finance and BAC and on the performance of the Underlying Stocks. The economic terms of the notes are based on BAC's internal funding rate, which is the rate it would pay to borrow funds through the issuance of market-linked notes and the economic terms of certain related hedging arrangements it enters into. BAC's internal funding rate is typically lower than the rate it would pay when it issues conventional fixed or floating rate debt securities. This difference in funding rate, as well as the hedging related charges described below, reduced the economic terms of the notes to you and the initial estimated value of the notes. Due to these factors, the public offering price you pay to purchase the notes is greater than the initial estimated value of the notes as of the pricing date.

The initial estimated value of the notes as of the pricing date is set forth on the cover page of this pricing supplement. For more information about the initial estimated value and the structuring of the notes, see "Risk Factors" beginning on page PS-9 and "Structuring the Notes" on page PS-23.

Issuer:	BofA Finance LLC ("BofA Finance")
Guarantor:	Bank of America Corporation ("BAC")
Term:	15 months, if not previously called.
Pricing Date:	March 8, 2018
Issue Date:	March 13, 2018
Maturity Date:	June 13, 2019
Underlying Stocks:	The common stock of FedEx Corporation (Bloomberg symbol: FDX UN), the common stock of MetLife, Inc. (Bloomberg symbol: MET UN) and the common stock of Walgreens Boots Alliance, Inc. (Bloomberg symbol: WBA UW). See the section entitled "The Underlying Stocks" beginning on page PS-15 of this pricing supplement.
Automatic Call:	All (but not less than all) of the notes will be automatically called if the Observation Value of **each** Underlying Stock is greater than or equal to its Starting Value on any Observation Date (except the Final Observation Date). If the notes are automatically called, the Early Redemption Amount will be paid on the

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	interest payment date next following the applicable Observation Date.
Early Redemption Amount:	The sum of the principal amount plus the applicable interest payment.
Observation Dates:	September 10, 2018, December 10, 2018, March 8, 2019 and June 10, 2019, subject to postponement as set forth in the product supplement, in the section "Description of the Notes—Certain Terms of the Notes—Events Relating to Observation Dates."
Interest:	Interest will be paid quarterly in arrears at the rate of 10.00% per annum, and calculated on a 30/360 (unadjusted basis).
Interest Payment Dates:	The 13th day of each March, June, September and December, beginning on June 13, 2018, to and including the maturity date, subject to postponement as set forth in the prospectus.
Redemption Amount:	If the notes have not been automatically called, the Redemption Amount will be: · if the Ending Value of **each** Underlying stock is greater than or equal to its Threshold Value, the principal amount. · if the Ending Value of **any** Underlying Stock is less than its Threshold Value, the product of (a) the principal amount multiplied by (b) the sum of one plus the Underlying Return of the Least Performing Underlying. In each case, you will also receive the final interest payment.
Starting Value:	FDX: $239.06, which was an intra-day price of this Underlying Stock on the pricing date. MET: $46.67, which was an intra-day price of this Underlying Stock on the pricing date. WBA: $70.00, which was an intra-day price of this Underlying Stock on the pricing date.
Observation Value:	The Closing Market Price of an Underlying Stock on the applicable Observation Date, multiplied by its Price Multiplier as of that day.
Ending Value:	The Closing Market Price of an Underlying Stock on the Final Observation Date, multiplied by its Price Multiplier as of that day.
Threshold Value:	FDX: $155.389, which is 65% of its Starting Value, rounded to three decimal places. MET: $30.336, which is 65% of its Starting Value. WBA: $45.500, which is 65% of its Starting Value.
Least Performing Underlying:	The Underlying Stock with the lowest Underlying Return.
Underlying Return:	With respect to each Underlying Stock,

Price Multiplier:	With respect to each Underlying Stock, 1, subject to adjustment for certain corporate events relating to that Underlying Stock described in the product supplement under "Description of the Notes—Anti-Dilution Adjustments."
Final Observation Date:	June 10, 2019, subject to postponement as set forth in the product supplement, in the section "Description of the Notes—Certain Terms of the Notes—Events Relating to Calculation Days."
Calculation Agent:	Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"), an affiliate of BofA Finance.
Selling Agent:	MLPF&S

You should read carefully this entire pricing supplement, product supplement, prospectus supplement, and prospectus to understand fully the terms of the notes, as well as the tax and other considerations important to you in making a decision about whether to invest in the notes. In particular, you should review carefully the section in this pricing supplement entitled "Risk Factors," which highlights a number of risks of an investment in the notes, to determine whether an investment in the notes is appropriate for you. If information in this pricing supplement is inconsistent with the product supplement, prospectus supplement or prospectus, this pricing supplement will supersede those documents. You are urged to consult with your own attorneys and business and tax advisors before making a decision to purchase any of the notes.

The information in this "Summary" section is qualified in its entirety by the more detailed explanation set forth elsewhere in this pricing supplement and the accompanying product supplement, prospectus supplement and prospectus. You should rely only on the information contained in this pricing supplement and the accompanying product supplement, prospectus supplement and prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. None of us, the Guarantor or any selling agent is making an offer to sell these notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information in this pricing supplement, the accompanying product supplement, prospectus supplement, and prospectus is accurate only as of the date on their respective front covers.

Capitalized terms used but not defined in this pricing supplement have the meanings set forth in the accompanying product supplement, prospectus supplement and prospectus. Unless otherwise indicated or unless the context requires otherwise, all references in this pricing supplement to "we," "us," "our," or similar references are to BofA Finance, and not to BAC (or any other affiliate of BofA Finance).

The above documents may be accessed at the following links:

- Product supplement STOCK-1 dated November 30, 2016:
https://www.sec.gov/Archives/edgar/data/70858/000119312516780826/d304271d424b2.htm

- Series A MTN prospectus supplement dated November 4, 2016 and prospectus dated November 4, 2016:

https://www.sec.gov/Archives/edgar/data/70858/000119312516760144/d266649d424b3.htm

Hypothetical Payments on the Notes

The examples below illustrate hypothetical payments on the notes on a $1,000 investment in the notes for a range of Observation Values or Ending Values of the Underlying Stocks.

The examples are based on the quarterly interest payments at the annual rate of 10.00% (reflecting an interest payment of $25.00 per quarter for each $1,000 in principal amount), a hypothetical Starting Value of $100 for each Underlying Stock, and a hypothetical Threshold Value of $65 for each Underlying Stock (65% of each Underlying Stock's respective hypothetical Starting Value). The actual Starting Value and Threshold Value of each Underlying Stock are set forth on PS-4. For recent historical prices of the Underlying Stocks, please see the section below, "The Underlying Stocks."

The hypothetical payments and examples set forth below are for illustrative purposes only and may not be the actual payments applicable to the notes.

Example 1 — Notes are called on the second Observation Date

Date	**Observation Value**	**Payments (per Note)**
First Interest Payment Date	N/A: notes not callable	$25.00 (interest payment on the first interest payment date)
	FDX: $110 (at or above its Starting Value)	
First Observation Date (corresponding to the second interest payment date)	MET: $120 (at or above its Starting Value)	$25.00 (interest payment on the second interest payment date)
	WBA: $90 (below its Starting Value) FDX: $110 (at or above its Starting Value)	
Second Observation Date (corresponding to the third interest payment date)	MET: $120 (at or above its Starting Value)	$1,000.00 + $25.00 = $1,025.00 (Early Redemption Amount)
	WBA: $130 (at or above its Starting Value)	
	Total Payment:	$1,075.00 (a 7.50% return over the term of the notes)

In this example, even though the Observation Values of FDX and MET are at or above their respective Starting Values on the first Observation Date, because the Observation Value of WBA is below its Starting Value, the notes will not be automatically called on the first Observation Date.

Since the Observation Value of each Underlying Stock on the second Observation Date is greater than or equal to its Starting Value, the notes are automatically called on the third interest payment date and we will pay on that date a total of $1,025.00 per note (the sum of the principal amount plus the applicable interest payment). When added to the aggregate interest payments of $50.00 per note received on the prior interest payment date, we will have paid a total of $1,075.00 per note, a 7.50% return on the notes. You will not receive any further payments on the notes.

Example 2 — Notes are NOT called and the Ending Value of each Underlying Stock is at or above its Threshold Value.

Date	**Observation Value/ Ending Value**	**Payments (per Note)**
First Interest Payment Date	N/A: notes not callable	$25.00 (interest payment on the first interest payment date)
	FDX: various (all below Starting Value)	
First Three Observation Dates (corresponding to the second, third and fourth interest payment dates)	MET: various (all at or above Starting Value)	$25.00 x 3 = $75.00 (interest payments prior to the maturity date)
	WBA: various (all at or above Starting Value)	
	FDX: $80 (at or above Threshold Value)	
Final Observation Date	MET: $70 (at or above Threshold Value)	$1,000 + $25.00 = $1,025.00 (Redemption Amount plus the final interest payment)
	WBA: $85 (at or above Threshold Value)	
	Total Payment:	$1,125.00 (a 12.50% return over the term of the notes)

This example illustrates that the notes will not be automatically called if the Observation Value of **any** Underlying Stock is below its Starting Value on each Observation Date. However, the interest payment of $25.00 per note will be paid on each interest payment date, regardless of the performance of any Underlying Stock.

Since the notes are not called and the Ending Value of each Underlying Stock is at or above its Threshold Value, at maturity, we will pay a total of $1,025.00 per note at maturity (the sum of the Redemption Amount plus the final interest payment). When added to the interest payments of $100.00 received on the prior interest payment dates, we will have paid a total of $1,125.00 per note, a 12.50% return on the notes over the term of the notes.

Example 3 — Notes are NOT called and the Ending Value of one Underlying Stock is below its Threshold Value.

Date	**Observation Value / Ending Value**	**Payments (per Note)**
First Interest Payment Date	N/A: notes not callable	$25.00 (interest payment on the first interest payment date)
First Three Observation Dates (corresponding to the second, third and fourth interest payment dates)	FDX: various (all at or above Starting Value) MET: various (all below Starting Value) WBA: various (all at or above Starting Value)	$25.00 x 3 = $75.00 (interest payments prior to the maturity date)
Final Observation Date	FDX: $85 (at or above Threshold Value) MET: $25 (below Threshold Value); representing an Underlying Return of -75.00%) WBA: $80 (at or above Threshold Value)	1,000 x [1+] + $25.00 = $275.00 (Redemption Amount plus the final interest payment)
	Total Payment:	$375.00 (-62.50% return)

This example illustrates that that the notes will not be automatically called if the Observation Value of **any** Underlying Stock is below its Starting Value on each Observation Date. However, the interest payment of $25.00 per note will be paid on each interest payment date.

Since the notes are not called and the Ending Value of MET is below its Threshold Value, at maturity, we will pay $275.00 (the final interest payment plus the product of the principal amount multiplied by the sum of one plus the Underlying Return of the Least Performing Underlying). When added to the interest payments of $100.00 received on each of the prior interest payment dates, we will have paid a total of $375.00 per note, a -62.50% return over the term of the notes.

risk factors

Your investment in the notes entails significant risks, many of which differ from those of a conventional debt security. Your decision to purchase the notes should be made only after carefully considering the risks of an investment in the notes, including those discussed below, with your advisors in light of your particular circumstances. The notes are not an appropriate investment for you if you are not knowledgeable about significant elements of the notes or financial matters in general.

Your investment may result in a loss; there is no guaranteed return of principal. The notes are not principal protected. There is no fixed repayment amount of principal on the notes at maturity. If the notes are not called and the Ending Value of **any** Underlying Stock is below its Threshold Value, the Redemption Amount will equal the principal amount multiplied by the sum of one plus the Underlying Return of the Least Performing Underlying. In that case, the Redemption Amount will be less than 65% of the principal amount and could be zero. As a result, depending on the performance of the Underlying Stocks, you may lose all or a substantial portion of your principal.

Your return on the notes is limited to the return represented by the interest payments over the term of the notes. Your return on the notes is limited to the interest payments paid over the term of the notes, regardless of the extent to which the Ending Value of any Underlying Stock exceeds its Threshold Value or Starting Value. Similarly, the Redemption Amount payable at maturity or the Early Redemption Amount payable upon an automatic call will never exceed the principal amount and the quarterly interest payment, regardless of the extent to which the applicable Observation Value of any Underlying Stock exceeds its Starting Value or Threshold Value.

In contrast, a direct investment in one or more of the Underlying Stocks would allow you to receive the benefit of any appreciation in its respective value. Thus, any return on the notes will not reflect the return you would realize if you actually owned shares of an Underlying Stock and received the dividends paid or distributions made on them.

The notes are subject to a potential automatic early redemption, which would limit your ability to receive the interest payments over the full term of the notes. The notes are subject to a potential automatic early redemption. Prior to maturity, the notes will be automatically called on any Observation Date (except the Final Observation Date) if the Observation Value of each Underlying Stock is greater than or equal to its Starting Value. If the notes are redeemed prior to the maturity date, you will be entitled to receive the Early Redemption Amount (which includes the final interest payment). In this case, you will lose the opportunity to continue to receive interest payments after the date of early redemption. If the notes are redeemed prior to the maturity date, you may be unable to invest in other securities with a similar level of risk that could provide a return that is similar to the notes.

Your return on the notes may be less than the yield on a conventional debt security of comparable maturity. Any return that you receive on the notes, which could be negative, may be less than the return you would earn if you purchased a conventional debt security with the same maturity date. As a result, your investment in the notes may not reflect the full opportunity cost to you when you consider factors, such as inflation, that affect the time value of money.

Your investment return is limited and may be less than a comparable investment directly in the Underlying Stocks. Your return on the notes is limited to the return represented by the interest payments over the term of the notes. In contrast, a direct investment in the Underlying Stocks would allow you to receive the benefit of any appreciation in their value. Thus, any return on the notes will not reflect the return you would realize if you actually owned the Underlying Stocks and received the dividends paid or distributions made on them.

All payments on the notes are subject to our credit risk and the credit risk of the Guarantor, and actual or perceived changes in our or the Guarantor's creditworthiness are expected to affect the value of the notes. The notes are our senior unsecured debt securities. All payments on the notes will be fully and unconditionally guaranteed by the Guarantor. The notes are not guaranteed by any entity other than the Guarantor. As a result, your receipt of all payments on the notes will be dependent upon our ability and the ability of the Guarantor to repay our obligations under the notes on the applicable payment dates, regardless of how each Underlying Stock performs. No assurance can be given as to what our financial condition or the financial condition of the Guarantor will be at any time during the term of the notes. If we and the Guarantor become unable to meet our respective financial obligations as they become due, you may not receive the amounts payable under the terms of the notes.

In addition, our credit ratings and the credit ratings of the Guarantor are assessments by ratings agencies of our respective abilities to pay our obligations. Consequently, our or the Guarantor's perceived creditworthiness and actual or anticipated decreases in our or the Guarantor's credit ratings or increases in the spread between the yield on our respective securities and the yield on U.S. Treasury securities (the "credit spread") prior to the maturity date may adversely affect the market value of the notes. However, because your return on the notes depends upon factors in addition to our ability and the ability of the Guarantor to pay our respective obligations, such as the prices of the Underlying Stocks, an improvement in our or the Guarantor's credit ratings will not reduce the other investment risks related to the notes.

We are a finance subsidiary and, as such, will have limited assets and operations. We are a finance subsidiary of BAC and will have no assets, operations or revenues other than those related to the issuance, administration and repayment of our debt securities that are guaranteed by BAC. As a finance subsidiary, to meet our obligations under the notes, we are dependent upon payment or contribution of funds and/or repayment of outstanding loans from BAC and/or its other subsidiaries. Therefore, our ability to make payments on the notes may be limited. In addition, we will have no independent assets available for distributions to holders of the notes if they make claims in respect of the notes in a bankruptcy, resolution or similar proceeding. Accordingly, any recoveries by such holders may be limited to those available under the related guarantee by BAC, and that guarantee will rank equally with all other unsecured senior obligations of BAC.

The public offering price you pay for the notes exceeds the initial estimated value. The estimated value that is provided on the cover page of this pricing supplement is an estimate only, determined as of the pricing date by reference to our and our affiliates' pricing models. These pricing models consider certain assumptions and variables, including our credit spreads and those of the Guarantor, the Guarantor's internal funding rate, mid-market terms on hedging transactions, expectations on interest rates, dividends and volatility, price-sensitivity analysis, and the expected term of the notes. These pricing models rely in part on certain forecasts about future events, which may prove to be incorrect.

The initial estimated value does not represent a minimum or maximum price at which we, the Guarantor, MLPF&S or any of our other affiliates would be willing to purchase your notes in any secondary market (if any exists) at any time. The value of your notes at any time after the pricing date will vary based on many factors that cannot be predicted with accuracy, including our and the Guarantor's creditworthiness and changes in market conditions.

If you attempt to sell the notes prior to maturity, their market value may be lower than the price you paid for them and lower than their initial estimated value. This is due to, among other things, changes in the prices of the Underlying Stocks, the Guarantor's internal funding rate, and the inclusion in the public offering price of the hedging related charges, all as further described in "Structuring the Notes" below. These factors, together with various credit, market and economic factors over the term of the notes, are expected to reduce the price at which you may be able to sell the notes in any secondary market and will affect the value of the notes in complex and unpredictable ways.

We cannot assure you that a trading market for your notes will ever develop or be maintained. We will not list the notes on any securities exchange. We cannot predict how the notes will trade in any secondary market or whether that market will be liquid or illiquid.

The development of a trading market for the notes will depend on the Guarantor's financial performance and other factors, including changes in the prices of the Underlying Stocks. The number of potential buyers of your notes in any secondary market may be limited. We anticipate that MLPF&S will act as a market-maker for the notes, but none of us, the Guarantor or MLPF&S is required to do so. There is no assurance that any party will be willing to purchase your notes at any price in any secondary market. MLPF&S may discontinue its market-making activities as to the notes at any time. To the extent that MLPF&S engages in any market-making activities, it may bid for or offer the notes. Any price at which MLPF&S may bid for, offer, purchase, or sell any notes may differ from the values determined by pricing models that it may use, whether as a result of dealer discounts, mark-ups, or other transaction costs. These bids, offers, or completed transactions may affect the prices, if any, at which the notes might otherwise trade in the market.

In addition, if at any time MLPF&S were to cease acting as a market-maker as to the notes, it is likely that there would be significantly less liquidity in the secondary market. In such a case, the price at which the notes could be sold likely would be lower than if an active market existed.

The payments on the notes will not reflect changes in the prices of the Underlying Stocks other than on the Observation Dates. Changes in the prices of the Underlying Stocks during the term of the notes other than on the Observation Dates will not affect the amount of payments on the notes or whether the notes will be called. The calculation agent will determine whether the notes will be called, and calculate the Redemption Amount, by comparing only the Starting Value or the Threshold Value to the Observation Value or the Ending Value for each Underlying Stock. No other prices of the Underlying Stocks will be taken into account. As a result, if the notes are not called prior to maturity, you will receive less than the principal amount at maturity even if the price of each Underlying Stock has increased at certain times during the term of the notes before decreasing to a value that is less than its Threshold Value as of the Final Observation Date.

Because the notes are linked to the least performing (and not the average performance) of the three Underlying Stocks, you may lose some or all of your principal amount even if each Observation Value of one or more Underlying Stocks is greater than or equal to its Threshold Value. Your notes are linked to the least performing of three Underlying Stocks, and a change in the price of one Underlying Stock may not correlate with changes in the price of the other Underlying Stocks. Even if the Ending Value of one or more Underlying Stocks is at or above its Threshold Value, you will lose at least 35% of your principal if the Ending Value of one Underlying Stock is below its Threshold Value.

Trading and hedging activities by us, the Guarantor and any of our other affiliates may affect your return on the notes and their market value. We, the Guarantor and our other affiliates, including the selling agents, may buy or sell shares of the Underlying Stocks, or futures or options contracts on those securities, or other listed or over-the-counter derivative instruments linked to the Underlying Stocks. We, the Guarantor and any of our other affiliates, including the selling agents, may execute such purchases or sales for our own or their own accounts, for business reasons, or in connection with hedging our obligations under the notes. These transactions could affect the prices of the Underlying Stocks in a manner that could be adverse to your investment in the notes. On or before the pricing date, any purchases or sales by us, the Guarantor or our other affiliates, including the selling agents or others on their behalf (including for the purpose of hedging anticipated exposures), may affect the prices of the Underlying Stocks. Consequently, the values of the Underlying Stocks may change subsequent to the pricing date, adversely affecting the market value of the notes.

We, the Guarantor or one or more of our other affiliates, including the selling agents, may also engage in hedging activities that could affect the prices of the Underlying Stocks on the pricing date. In addition, these activities may decrease the market value of your notes prior to maturity, and may affect the amounts to be paid on the notes. We, the Guarantor or one or more of our other affiliates, including the selling agents, may purchase or otherwise acquire a long or short position in the notes and may hold or resell the notes. For example, the selling agents may enter into these transactions in connection with any market making activities in which they engage. We cannot assure you that these activities will not adversely affect the prices of the Underlying Stocks, the market value of your notes prior to maturity or the amounts payable on the notes.

Our trading, hedging and other business activities may create conflicts of interest with you. We, the Guarantor or one or more of our other affiliates, including the selling agents, may engage in trading activities related to the Underlying Stocks that are not for your account or on your behalf. We, the Guarantor or one or more of our other affiliates, including the selling agents, also may issue or underwrite other financial instruments with returns based upon the Underlying Stocks. These trading and other business activities may present a conflict of interest between your interest in the notes and the interests we, the Guarantor and our other affiliates, including the selling agents, may have in our proprietary accounts, in facilitating transactions, including block trades, for our or their other customers, and in accounts under our or their management. These trading and other business activities, if they influence the prices of the Underlying Stocks or secondary trading in your notes, could be adverse to your interests as a beneficial owner of the notes.

We expect to enter into arrangements or adjust or close out existing transactions to hedge our obligations under the notes. We, the Guarantor or our other affiliates also may enter into hedging transactions relating to other notes or instruments, some of which may have returns calculated in a manner related to that of the notes offered hereby. We may enter into such hedging arrangements with one of our affiliates. Our affiliates may enter into additional hedging transactions with other parties relating to the notes and the Underlying Stocks. This hedging activity is expected to result in a profit to those engaging in the hedging activity, which could be more or less than initially expected, or the hedging activity could also result in a loss. We and our affiliates will price these hedging transactions with the intent to realize a profit, regardless of whether the value of the notes increases or decreases. Any profit in connection with such hedging activities will be in addition to any other compensation that we, the Guarantor and our other affiliates, including the selling agents, receive for the sale of the notes, which creates an additional incentive to sell the notes to you.

There may be potential conflicts of interest involving the calculation agent, which is an affiliate of ours. We have the right to appoint and remove the calculation agent. One of our affiliates will be the calculation agent for the notes and, as such, will make a variety of determinations relating to the notes. Under some circumstances, these duties could result in a conflict of interest between its status as our affiliate and its responsibilities as calculation agent. These conflicts could occur, for instance, in connection with the calculation agent's determination as to whether a Market Disruption Event (as defined below) has occurred, or in connection with judgments that it would be required to make if certain corporate events occur as to an Underlying Stock. The calculation agent will be required to carry out its duties in good faith and use its reasonable judgment. However, because we expect that the Guarantor will control the calculation agent, potential conflicts of interest could arise.

The U.S. federal income tax consequences of an investment in the notes are uncertain, and may be adverse to a holder of the notes. No statutory, judicial, or administrative authority directly addresses the characterization of the notes or securities similar to the notes for U.S. federal income tax purposes. As a result, significant aspects of the U.S. federal income tax consequences of an investment in the notes are not certain. Under the terms of the notes, you will have agreed with us to treat the notes as income-bearing single financial contracts, as described under "U.S. Federal Income Tax Summary—General." If the Internal Revenue Service (the "IRS") were successful in asserting an alternative characterization for the notes, the timing and character of income, gain or loss with respect to the notes may differ. No ruling will be requested from the IRS with respect to the notes and no assurance can be given that the IRS will agree with the statements made in the section entitled "U.S. Federal Income Tax Summary."

You are urged to consult with your own tax advisor regarding all aspects of the U.S. federal income tax consequences of investing in the notes.

* * *

Investors in the notes should review the additional risk factors set forth beginning on page PS-5 of the product supplement prior to making an investment decision.

DESCRIPTION OF THE NOTES

General

The notes will be part of a series of medium-term notes entitled "Senior Medium-Term Notes, Series A" issued under the senior indenture, as amended and supplemented from time to time, among us, the Guarantor and The Bank of New York Mellon Trust Company N.A., as trustee. The senior indenture is more fully described in the prospectus supplement and prospectus. The following description of the notes supplements the description of the general terms and provisions of the notes and debt securities set forth under the headings "Description of the Notes" in the prospectus supplement and "Description of Debt Securities" in the prospectus. These documents should be read in connection with this pricing supplement.

Our payment obligations on the notes are fully and unconditionally guaranteed by the Guarantor. The notes will rank equally with all of our other unsecured senior debt from time to time outstanding. The guarantee of the notes will rank equally with all other unsecured senior obligations of the Guarantor. All payments due on the notes, including any repayment of principal, are subject to our credit risk, as issuer, and the credit risk of BAC, as guarantor.

The notes will be issued in denominations of $1,000 and whole multiples of $1,000. You may transfer the notes only in whole multiples of $1,000.

Prior to maturity, the notes are not repayable at your option or at our option. The notes may be automatically called prior to maturity as described under "—Automatic Early Redemption."

If any payment on the notes is due on a day that is not a business day, the payment will be postponed to the next business day, and no additional interest will be payable as a result of that postponement.

Interest Payments

We will pay interest on the notes at the rate of 10.00% per annum if the notes have not been redeemed. Interest will be calculated on a 30/360 basis.

Interest will be paid on the interest payment dates set forth on PS-3.

For so long as the notes are held in book-entry only form, we will pay the interest payments to the persons in whose names the notes are registered at the close of business one business day prior to each interest payment date. If the notes are not held in book-entry only form, the record dates will be the fifteenth calendar day preceding the applicable interest payment date, whether or not that date is a business day.

Notwithstanding the foregoing, the Redemption Amount, including the final interest payment will be paid to the persons in whose names the notes are registered on the maturity date.

Automatic Early Redemption

The notes will be automatically called in whole, but not in part, prior to maturity if the Observation Value of **each** Underlying Stock on any Observation Date (except the Final Observation Date) is greater than or equal to its Starting Value. Upon an early redemption, you will receive the Early Redemption Amount on the interest payment date next following the Observation Date. You will not receive any additional payments on the notes after the early redemption date.

The “Early Redemption Amount” will be the principal amount of your notes, plus the quarterly interest payment.

Redemption Amount

If your notes are not automatically called prior to maturity, then at maturity, subject to our credit

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risk as issuer of the notes and the credit risk of the Guarantor as guarantor of the notes, you will receive the Redemption Amount per note that you hold, denominated in U.S. dollars. The Redemption Amount will be calculated as follows:

- If the Ending Value of **each** Underlying Stock is greater than or equal to its Threshold Value, the Redemption Amount will equal the principal amount.
- If the Ending Value of **any** Underlying Stock is less than its Threshold Value, the Redemption Amount will equal the product of (a) the principal amount multiplied by (b) the sum of one plus the Underlying Return of the Least Performing Underlying. In this case, the Redemption Amount will be less than 65% of the principal amount of the notes and could be zero.

In each case, you will also receive the final payment of interest on the notes.

The "Least Performing Underlying" will be the Underlying Stock that has the lowest Underlying Return.

The "Underlying Return" for each Stock will be equal to.

Determining the Starting Value, the Observation Value and the Ending Value of Each Underlying Stock

The "Starting Value" for each Underlying Stock is set forth on page PS-4 above.

The "Observation Value" for each Underlying Stock will be its Closing Market Price on the applicable Observation Date, multiplied by its Price Multiplier as of that day.

The "Ending Value" for each Underlying Stock will be its Observation Value on the Final Observation Date, multiplied by its Price Multiplier as of that day.

The "Price Multiplier" with respect to each Underlying Stock will be 1, subject to adjustment for certain corporate events relating to that Underlying Stock described in the product supplement under "Description of the Notes—Anti-Dilution Adjustments."

The Observation Dates are subject to postponement as set forth in the product supplement, in the section "Description of the Notes—Certain Terms of the Notes—Events Relating to Observation Dates."

Events of Default and Acceleration

If an Event of Default, as defined in the senior indenture and in the section entitled "Events of Default and Rights of Acceleration" beginning on page 35 of the accompanying prospectus, with respect to the notes occurs and is continuing, the amount payable to a holder of the notes upon any acceleration permitted under the senior indenture will be equal to the amount described under the caption "—Redemption Amount," calculated as though the date of acceleration were the maturity date of the notes and as though the Final Observation Date were the third trading day prior to the date of acceleration, together with accrued and unpaid interest. Any such final interest payment may be prorated by the calculation agent to reflect the length of the final interest payment period. In case of a default in the payment of the notes, whether at their maturity or upon acceleration, the notes will not bear a default interest rate.

THE UNDERLYING STOCKS

We have derived the following information from publicly available documents. None of us, the Guarantor, MLPF&S or any of our other affiliates has independently verified the accuracy or completeness of the following information.

Because each Underlying Stock is registered under the Securities Exchange Act of 1934, the company issuing each Underlying Stock (each, an “Underlying Company” and, together, the “Underlying Companies”) is required to file periodically certain financial and other information specified by the SEC. Information provided to or filed with the SEC by the Underlying Companies can be located at the Public Reference Section of the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549 or through the SEC’s web site at http://www.sec.gov.

This document relates only to the notes and does not relate to any Underlying Stock or to any other securities of the Underlying Companies. None of us, the Guarantor, MLPF&S or any of our other affiliates has participated or will participate in the preparation of the Underlying Companies’ publicly available documents. None of us, the Guarantor, MLPF&S or any of our other affiliates has made any due diligence inquiry with respect to the Underlying Companies in connection with the offering of the notes. None of us, the Guarantor, MLPF&S or any of our other affiliates makes any representation that the publicly available documents or any other publicly available information regarding the Underlying Companies are accurate or complete. Furthermore, there can be no assurance that all events occurring prior to the date of this document, including events that would affect the accuracy or completeness of these publicly available documents that would affect the trading price of the Underlying Stocks, have been or will be publicly disclosed. Subsequent disclosure of any events or the disclosure or failure to disclose material future events concerning an Underlying Company could affect the value of the applicable Underlying Stock and therefore could affect your return on the notes. The selection of the Underlying Stocks is not a recommendation to buy or sell the Underlying Stocks.

FedEx Corporation

FedEx Corporation delivers packages and freight to multiple countries and territories through an integrated global network. The company provides worldwide express delivery, ground small-parcel delivery, less-than-truckload freight delivery, supply chain management services, customs brokerage services, and trade facilitation and electronic commerce solutions. This Underlying Stock trades on the New York Stock Exchange (the "NYSE") under the symbol "FDX."

The following table shows the quarterly high and low Closing Market Prices of the shares of this Underlying Stock on its primary exchange from the first quarter of 2008 through the pricing date. We obtained this historical data from Bloomberg L.P. We have not independently verified the accuracy or completeness of the information obtained from Bloomberg L.P. These historical trading prices may have been adjusted to reflect certain corporate actions, such as stock splits and reverse stock splits.

	High ($)	Low ($)
2008		
First Quarter	93.48	82.55
Second Quarter	98.65	77.25
Third Quarter	92.00	73.01
Fourth Quarter	80.74	54.94
2009		
First Quarter	64.44	34.28
Second Quarter	61.71	44.96
Third Quarter	79.53	53.36
Fourth Quarter	91.36	72.69
2010		
First Quarter	93.40	76.69
Second Quarter	95.62	70.11
Third Quarter	87.29	70.70
Fourth Quarter	95.21	85.43
2011		
First Quarter	98.32	85.28
Second Quarter	95.74	85.38
Third Quarter	98.50	66.58
Fourth Quarter	84.92	65.15
2012		
First Quarter	96.98	84.09
Second Quarter	92.19	84.34
Third Quarter	92.79	84.39
Fourth Quarter	93.49	84.50
2013		
First Quarter	109.07	94.25
Second Quarter	102.17	91.87
Third Quarter	116.83	97.77
Fourth Quarter	143.77	112.08
2014		
First Quarter	142.70	