

BANK OF AMERICA CORP /DE/  
Form FWP  
January 21, 2015

Filed Pursuant to Rule 433

Registration Statement No. 333-180488

**BANK OF AMERICA CORPORATION**

**PREFERRED STOCK, SERIES Y**

**\$1,000,000,000**

**40,000,000 Depositary Shares, Each Representing a 1/1,000<sup>th</sup> Interest in a Share of Bank of America Corporation 6.500%  
Non-Cumulative Preferred Stock, Series Y**

**FINAL TERM SHEET**

Dated January 20, 2015

|                                 |   |
|---------------------------------|---|
| Issuer:                         | Bank of America Corporation   |
| Security:                       | Depositary Shares, each representing a 1/1,000 <sup>th</sup> interest in a share of Bank of America Corporation 6.500% Non-Cumulative Preferred Stock, Series Y   |
| Expected Ratings:               | Ba3 (Moody s) / BB (S&P) / BB (Fitch)   |
| Size:                           | \$1,000,000,000 (\$25 per Depositary Share)   |
| Over-allotment Option:          | The underwriters also may purchase up to an additional 4,000,000 Depositary Shares (\$25 per Depositary Share) within 30 days of the date of the final prospectus supplement in order to cover over-allotments, if any. |
| Public Offering Price:          | \$25 per Depositary Share   |
| Maturity:                       | Perpetual   |
| Trade Date:                     | January 20, 2015  |
| Settlement Date:                | January 27, 2015 (T+5)  |
| Dividend Rate (Non-Cumulative): | 6.500%  |
| Dividend Payment Dates:         | Beginning April 27, 2015, each January 27, April 27, July 27, and October 27 subject to following business day convention (unadjusted)  |
| Day Count:                      | 30/360  |

Business Days: New York/Charlotte

Optional Redemption: Anytime on or after January 27, 2020 and earlier upon certain events involving a capital treatment event as described and subject to limitations in the prospectus supplement dated January 20, 2015 (the Prospectus Supplement )

Listing: Application will be made to list the Depositary Shares on the New York Stock Exchange ( NYSE ) under the symbol PrY. Trading of the Depositary Shares on the NYSE is expected to commence within a 30-day period after the original issuance date of the Depositary Shares.

Sole Book-Runner: Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Conflict of Interest: Merrill Lynch, Pierce, Fenner & Smith Incorporated is our affiliate. As such, Merrill Lynch, Pierce, Fenner & Smith Incorporated has a conflict of interest in this offering within the meaning of FINRA Rule 5121. Consequently, the offering is being conducted in compliance with the provisions of Rule 5121. FINRA Rule 5121 requires that a qualified independent underwriter participate in the preparation of the Prospectus Supplement and exercise the usual standards of due diligence with respect thereto.

Goldman, Sachs & Co., the qualified independent underwriter, or QIU, will not receive any additional fees for serving as a QIU in connection with this offering. The Issuer will indemnify the QIU against liabilities incurred in connection with acting as such, including liabilities under the Securities Act.

Merrill Lynch, Pierce, Fenner & Smith Incorporated is not permitted to sell depositary shares in this offering to an

account over which it exercises discretionary authority without the prior specific written approval of the account holder. As a result, to the extent required under applicable regulations, before entering into any contract with, or for, a customer for the purchase or sale of such security, Merrill Lynch, Pierce, Fenner & Smith Incorporated will disclose to such customer the existence of such control, and if such disclosure is not made in writing, it will be supplemented by the giving or sending of written disclosure at or before the completion of the transaction.

Joint Lead Managers:

Citigroup Global Markets Inc.

Goldman, Sachs & Co.

J.P. Morgan Securities LLC

Morgan Stanley & Co. LLC

UBS Securities LLC

Wells Fargo Securities, LLC

Co-Managers:

BB&T Capital Markets, a division of

BB&T Securities, LLC

Deutsche Bank Securities Inc.

Junior Co- Managers:

Apto Partners, LLC

Blaylock Beal Van, LLC

CastleOakSecurities, L.P.

Drexel Hamilton, LLC

Lebenthal & Co., LLC

MFR Securities, Inc.

CUSIP/ISIN for the Depositary Shares:

060505310 / US0605053109

Bank of America Corporation (the Issuer) has filed a registration statement (including 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 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).

[LETTERHEAD OF MCGUIREWOODS LLP]

January 20, 2015

VIA EDGAR

Securities and Exchange Commission

100 F Street, NE

Washington, D.C. 20549

RE: Bank of America Corporation  
Registration Statement on Form S-3

(Registration No. 333-180488)

Ladies and Gentlemen:

On behalf of Bank of America Corporation, a Delaware corporation (the Registrant), and pursuant to Rule 433 of the Securities Act of 1933, as amended, we are transmitting herewith for filing with the Securities and Exchange Commission the Registrant's Free Writing Prospectus dated January 20, 2015.

Please do not hesitate to call me at (704) 373-8952 if you have any questions with respect to this filing.

Very truly yours,

/s/ ELIZABETH A. HINSHAW

Elizabeth A. Hinshaw

EAH/cws

Enclosure

cc: New York Stock Exchange, Inc. (w/encl.)