

**SUPPLEMENT NO. 3 DATED 18 OCTOBER 2023 TO
THE OFFERING CIRCULAR DATED 15 MAY 2023**

Bank of America Corporation
(a Delaware (U.S.A.) Corporation)

BofA Finance LLC
(a Delaware Limited Liability Company)

Merrill Lynch B.V.
(a Dutch Private Limited Liability Company)

Merrill Lynch International & Co. C.V.
(a Curaçao Limited Partnership)

NOTE, WARRANT AND CERTIFICATE PROGRAMME

Unconditionally and irrevocably guaranteed
(in respect of Notes issued by BofA Finance LLC and Instruments (other than Secured Instruments)
issued by Merrill Lynch B.V. and Merrill Lynch International & Co. C.V.)

by

Bank of America Corporation

This supplement (the "**Supplement**") constitutes a supplement to the offering circular of Bank of America Corporation ("**BAC**"), BofA Finance LLC ("**BofA Finance**"), Merrill Lynch B.V. ("**MLBV**") and Merrill Lynch International & Co. C.V. ("**MLICo.**") dated 15 May 2023 (the "**Original Offering Circular**") (as supplemented on 20 July 2023 and 2 August 2023, the "**Offering Circular**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC, BofA Finance, MLBV and MLICo. Terms defined in the Offering Circular have the same meanings when used in this Supplement.

This Supplement is supplemental to, and shall be read in conjunction with, the Offering Circular. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference into the Offering Circular, the statements in (a) above will prevail.

Each of BAC, BofA Finance, MLBV and MLICo. accepts responsibility for the information contained in this Supplement and to the best of the knowledge of BAC, BofA Finance, MLBV and MLICo., the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

Copies of this Supplement and the document incorporated by reference will be available for collection as set out in the section entitled "*General Information – Documents Available*" in the Offering Circular (at pages 934-935) and on the Luxembourg Stock Exchange's website at www.luxse.com.

The Offering Circular was approved as a base prospectus on 15 May 2023 by SIX Exchange Regulation Ltd. in its capacity as review body pursuant to article 52 of the Swiss Financial Services Act of 15 June 2018, as amended (in such capacity, the "**Swiss Review Body**"). The Swiss Review Body approved this Supplement effective as of the date thereof.

Incorporation by Reference of BAC's 29 September 2023 Form 8-K

The BAC Form 8-K dated 29 September 2023 in respect of a news release relating to the announcement of the passing of director Frank P. Bramble, Sr. (the "**29 September 2023 Form 8-K**") was filed with the United States Securities and Exchange Commission (the "**SEC**") on 29 September 2023. By virtue of this Supplement, the sections of the 29 September 2023 Form 8-K referred to below are incorporated by reference into, and form

part of, the Offering Circular. Any information included in the 29 September 2023 Form 8-K that is not listed below shall not be deemed to be incorporated by reference into, and form part of, this Supplement and is given for information purposes only.

Information Incorporated by Reference

From the 29 September 2023 Form 8-K

Item 8.01. Other Events

Signatures

Page Number

*Page 3**

*Page 4**

*These page numbers are references to the PDF pages included in the 29 September 2023 Form 8-K.

Incorporation by Reference of BAC's 17 October 2023 Form 8-K

The BAC Form 8-K dated 17 October 2023 in respect of the earnings press release relating to the three months ended 30 September 2023 (the "**17 October 2023 Form 8-K**") was filed with the SEC on 17 October 2023. By virtue of this Supplement, the sections of the 17 October 2023 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 17 October 2023 Form 8-K that is not listed below shall not be deemed to be incorporated by reference into, and form part of, this Supplement and is given for information purposes only.

Information Incorporated by Reference

From the 17 October 2023 Form 8-K

Item 2.02. Results of Operations and Financial Condition.

Item 9.01. Financial Statements and Exhibits.

Signatures

Exhibit 99.1. The Press Release

Page Number

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Pages 5 to 23**

*These page numbers are references to the PDF pages included in the 17 October 2023 Form 8-K.

Update to the Form of Final Terms of the Notes

Line item 32(n) of "Part A – Contractual Terms" contained in the Form of Final Terms of the Notes entitled "*Additional Terms and Conditions for Index-Linked Contracts*" on page 177 of the Original Offering Circular shall be updated and amended by adding the following additional new line item 32(n)(v):

- (v) Index-Linked Contract: The [futures/options] contract related to the Applicable Index traded on the Derivatives Exchange for such Applicable Index, with the Applicable Delivery Month.

Update to the Form of Final Terms of the W&C Instruments

Line item 31(n) of "Part A – Contractual Terms" contained in the Form of Final Terms of the W&C Instruments entitled "*Additional Terms and Conditions for Index-Linked Contracts*" on page 326 of the Original Offering Circular shall be updated and amended by adding the following additional new line item 31(n)(v):

- (v) Index-Linked Contract: The [futures/options] contract related to the Applicable Index traded on the Derivatives Exchange for such Applicable Index, with the Applicable Delivery Month.

Amendments to terms relating to Index-Linked Futures Contracts

(i) All sections of the Offering Circular shall be amended as set out below:

- all references to "Index-Linked Futures Contract" shall be deleted and replaced with "Index-Linked Contract";
- all references to "Index Linked Futures Contract Adjustment Event" shall be deleted and replaced with "Index Linked Contract Adjustment Event";
- all references to "Index-Linked Futures Contract Conditions" shall be deleted and replaced with "Index-Linked Contract Conditions"; and
- all references to "Scheduled Valuation Date (Futures Contract)" shall be deleted and replaced with "Scheduled Valuation Date".

(ii) Amendments to Annex 16 entitled "Additional Terms and Conditions for Index-Linked Futures Contracts"

The section entitled "ADDITIONAL TERMS AND CONDITIONS FOR INDEX-LINKED FUTURES CONTRACTS" (on pages 757 to 760 of the Offering Circular) shall be amended as set out below:

- the definition of "Index-Linked Futures Contract" shall be deleted and replaced with ""**Index-Linked Contract**" in relation to an Applicable Index means the futures or options contract related to such Applicable Index traded on the Derivatives Exchange for such Applicable Index, with the Applicable Delivery Month, as specified in the applicable Final Terms";
- paragraph 4(a)(ii) shall be deleted and replaced with "if both the Final Settlement Price and the Daily Settlement Price in respect of the Valuation Date are not published or are unavailable for any reason on the Valuation Date (whether or not this results from trading in the Index-Linked Contract for such Applicable Index not commencing or being permanently discontinued at any time on or prior to the Valuation Date), as determined by the Calculation Agent, the Calculation Agent shall determine the Final Level using its good faith estimate as of the relevant time on the Valuation Date, taking into consideration all available information that in good faith it deems relevant, including, without limitation, any relevant price of any options contracts or futures contracts on the Applicable Index relevant for determining the official settlement price or any other relevant price of exchange traded futures or options contracts for the Applicable Index for the Valuation Date; or";
- paragraph 4(b) shall be deleted and replaced with ""Final Settlement Price", the "**Final Level**" shall be the Final Settlement Price for the Valuation Date, unless the Final Settlement Price for the Valuation Date is not published or is unavailable for any reason on the Valuation Date (whether or not this results from trading in the Index-Linked Contract for such Applicable Index not commencing or being permanently discontinued at any time on or prior to the Valuation Date), as determined by the Calculation Agent, in which case, the Calculation Agent shall determine the Final Level using its good faith estimate as of the relevant time on the Valuation Date, taking into consideration all available information that in good faith it deems relevant, including, without limitation, any relevant price of any options contracts or futures contracts on the Applicable Index relevant for determining the official settlement price or any other relevant price of exchange traded futures or options contracts for the Applicable Index for the Valuation Date; or"; and
- paragraph 4(c) shall be deleted and replaced with ""Daily Settlement Price", the "**Final Level**" shall be the Daily Settlement Price for the Valuation Date, unless the Daily Settlement Price for the Valuation Date is not published or is unavailable for any reason on the Valuation Date (whether or not this results from trading in the Index-Linked Contract for such Applicable Index not commencing or being permanently discontinued at any time on or prior to the Valuation Date), as

determined by the Calculation Agent, in which case, the Calculation Agent shall determine the Final Level using its good faith estimate as of the relevant time on the Valuation Date, taking into consideration all available information that in good faith it deems relevant, including, without limitation, any relevant price of any options contracts or futures contracts on the Applicable Index relevant for determining the official settlement price or any other relevant price of exchange traded futures or options contracts for the Applicable Index for the Valuation Date."

Amendments to the section entitled "Bank of America Corporation"

The section entitled "BANK OF AMERICA CORPORATION" shall be amended by removing reference to director Frank P. Bramble Sr., including his function and principal activities outside of BAC, from the subsection entitled "Board of Directors" (on pages 852 to 854 of the Offering Circular).

Amendments to the section entitled "Offering and Sale"

The section entitled "OFFERING AND SALE" shall be amended by replacing the subsection headed "PARAGUAY" (on pages 923-924 of the Offering Circular) with the following subsection:

"PARAGUAY"

The Instruments will only be offered either (a) in compliance with the following conditions: (1) Instruments are offered on a one-to one basis; (2) no solicitation takes place in the investor's jurisdiction; (3) all documents are executed outside Paraguay; and (4) settlement occurs through a clearing system outside Paraguay and Instruments are allocated to accounts located either abroad or in Paraguay, or (b) as a result of an approach made by a potential client on an unsolicited basis, regardless of whether the unsolicited counterparty is a retail client or professional client, and where the response to the request and subsequent offer occurs outside Paraguay. Offers made in the manner described either under (a) or (b) above do not constitute a public offering of securities or other financial products and services in Paraguay. The investor acknowledges that the securities and financial products offered herein were issued outside of Paraguay. The investor acknowledges that any legal matter arising from any offer of Instruments shall not be submitted to any Paraguayan government authority. The investor acknowledges that the Paraguayan Deposit Insurance legislation does not insure investments in the offered securities. The Paraguayan Central Bank (*Banco Central del Paraguay*), the Paraguayan National Stock Exchange Commission (*Superintendencia de Valores del Paraguay*), and the Paraguayan Banking Superintendency (*Superintendencia de Bancos del Banco Central del Paraguay*) do not regulate the offering of these securities or any obligations that may arise from such offering. The investor should make their own decision whether the offering meets their investment objectives and risk tolerance level.

Los Instrumentos sólo serán ofrecidos (a) en cumplimiento de las siguientes condiciones (1) los Instrumentos son ofrecidos en formal personal (uno a uno), (2) los ofrecimientos no son realizados en Paraguay, (3) todos los documentos son firmados fuera de Paraguay y (4) la liquidación ocurre a través de un sistema de compensación fuera de Paraguay y los Instrumentos son asignados a cuentas ubicadas ya sea en el extranjero o en Paraguay, o (b) como resultado de una aproximación hecha por un cliente potencial de forma no solicitada, independientemente de si la contraparte no solicitada es un cliente sofisticado o no sofisticado, y la respuesta a la solicitud y la oferta subsiguiente ocurren fuera de Paraguay. La oferta realizada de la forma (a) o (b) antes descripta no constituye el ofrecimiento público de valores u otros productos y servicios financieros en Paraguay. Ud. reconoce que los valores y los productos financieros ofrecidos por este medio fueron emitidos fuera del Paraguay. Ud. acepta que cualquier disputa o conflicto legal que surja en virtud de esta oferta no será sometida a autoridad paraguaya alguna. Asimismo, Ud. reconoce que la Ley de Garantía de Depósitos de su país de residencia no cubre los productos ofrecidos por este medio, ni los activos y fondos transferidos a estos efectos. El Banco Central del Paraguay, la Superintendencia de Valores del Paraguay, y la Superintendencia de Bancos del Banco Central del Paraguay no regulan ni son responsables de la oferta de estos productos o su aceptación. Ud. debe evaluar si la presente oferta cumple con sus objetivos de inversión y niveles de tolerancia de riesgos."