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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)\*

BLACKROCK MUNIHOLDINGS INVESTMENT QUALITY  
FUND

(Name of Issuer)

VARIABLE RATE DEMAND PREFERRED SHARES  
(Title of Class of Securities)

09254P702  
(CUSIP Number)

Bank of America Corporation  
Bank of America Corporate Center  
100 North Tryon Street  
Charlotte, North Carolina 28255

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 11, 2022

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 09254P702

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|--|---|--------------------------------------|
| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>Bank of America Corporation<br>56-0906609  |                                      |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/>   |                                      |
| <b>3</b>   | <b>SEC USE ONLY</b>   |                                      |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>WC   |                                      |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input checked="" type="checkbox"/> |                                      |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>Delaware   |                                      |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>7</b>  | <b>SOLE VOTING POWER</b><br>0        |
|  | <b>8</b>  | <b>SHARED VOTING POWER</b><br>0      |
|  | <b>9</b>  | <b>SOLE DISPOSITIVE POWER</b><br>0   |
|  | <b>10</b>   | <b>SHARED DISPOSITIVE POWER</b><br>0 |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>0  |                                      |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>          |                                      |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>0%   |                                      |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>HC  |                                      |

|  |   |                                      |
|--|---|--------------------------------------|
| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>Banc of America Preferred Funding Corporation<br>75-2939570                                |                                      |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |                                      |
| <b>3</b>   | <b>SEC USE ONLY</b>   |                                      |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>WC   |                                      |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>          |                                      |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>Delaware   |                                      |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>7</b>  | <b>SOLE VOTING POWER</b><br>0        |
|  | <b>8</b>  | <b>SHARED VOTING POWER</b><br>0      |
|  | <b>9</b>  | <b>SOLE DISPOSITIVE POWER</b><br>0   |
|  | <b>10</b>   | <b>SHARED DISPOSITIVE POWER</b><br>0 |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>0  |                                      |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>        |                                      |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>0%   |                                      |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>CO  |                                      |

**Item 1 Security and Issuer**

This Amendment No. 5 (this "**Amendment**") amends, as set forth below, amends, as set forth below, the statement on Schedule 13D, dated April 17, 2014 and filed with the SEC on April 28, 2014 (the "**Original Schedule 13D**"), as amended by Amendment No. 1 dated April 20, 2017 and filed with the SEC on April 24, 2017 ("**Amendment No. 1**"), as further amended by Amendment No. 2 dated February 12, 2020 and filed with the SEC on February 14, 2020 ("**Amendment No. 2**"), as further amended by Amendment No. 3 dated April 3, 2020 and filed with the SEC on April 7, 2020 ("**Amendment No. 3**"), as further amended by Amendment No. 4 dated January 1, 2022 and filed with the SEC on January 4, 2022 ("**Amendment No. 4**"), for Bank of America Corporation ("**BAC**") and Banc of America Preferred Funding Corporation ("**BAPFC**") (collectively, the "**Reporting Persons**") with respect to the variable rate demand preferred shares ("**VRDP Shares**") of Muniholdings Investment Quality Fund (the "**Issuer**").

This Amendment is being filed as a result of the reorganization of the Issuer into BlackRock Municipal Income Fund, Inc. ("**MUI**") on April 11, 2022 (the "**Reorganization**") pursuant to which BAPFC exchanged its 2,746 VRDP Shares of the Issuer (CUSIP No. 09254P702) for an equal number of VRDP Shares of MUI (CUSIP No. 09262J201).

**Item 2 Identity and Background**

Item 2 of the Original Schedule 13D is hereby amended by deleting Schedule I and Schedule II referenced therein and replacing them with Schedule I and Schedule II included with this Amendment.

**Item 3 Source and Amount of Funds or Other Consideration**

Item 3 of the Original Schedule 13D is hereby amended by adding the following paragraph at the end thereof:

"In connection with the Reorganization of the Issuer into MUI, BAPFC exchanged its 2,746 VRDP Shares of the Issuer (CUSIP No. 09254P702) for an equal number of VRDP Shares of MUI (CUSIP No. 09262J201). As a result of the Reorganization, the Reporting Persons no longer own any VRDP Shares of the Issuer."

**Item 4 Purpose of Transaction**

Item 4 of the Original Schedule 13D is hereby amended by adding the following paragraph at the end thereof:

"As a result of the Reorganization, the Reporting Persons no longer own any VRDP Shares of the Issuer."

**Item 5 Interest in Securities of the Issuer**

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

"(d) Not Applicable.

(e) On April 11, 2022, as a result of the Reorganization, the Reporting Persons ceased to be the beneficial owner of more than five percent of the class of securities."

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**Item 6                    Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

"The responses of the Reporting Persons in Item 3 and Item 4 hereof are incorporated herein by reference. All voting arrangements relating to the VRDP Shares have been terminated as a result of the redemption of the VRDP Shares."

**Item 7                    Material to be Filed as Exhibits**

Item 7 of the Original Schedule 13D is hereby amended by deleting Exhibit 99.1 and Exhibit 99.2 thereto and inserting the following exhibits in their place:

"Exhibit                    Description of Exhibit

99.1                    Joint Filing Agreement

99.2                    Limited Power of Attorney"

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 13, 2022

**BANK OF AMERICA CORPORATION**

By: /s/ Michael Jentis  
Name: Michael Jentis  
Title: Attorney-in-fact

**BANC OF AMERICA PREFERRED FUNDING CORPORATION**

By: /s/ Michael Jentis  
Name: Michael Jentis  
Title: Authorized Signatory

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LIST OF EXHIBITS

| Exhibit              | Description of Exhibit    |
|----------------------|---------------------------|
| <a href="#">99.1</a> | Joint Filing Agreement    |
| <a href="#">99.2</a> | Limited Power of Attorney |

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**SCHEDULE I**

**EXECUTIVE OFFICERS AND DIRECTORS OF  
REPORTING PERSONS**

The following sets forth the name and present principal occupation of each executive officer and director of Bank of America Corporation. The business address of each of the executive officers and directors of Bank of America Corporation is Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255.

| <u>Name</u>        | <u>Position with Bank of<br/>America Corporation</u>       | <u>Principal Occupation</u>  |
|--------------------|--|--|
| Brian T. Moynihan  | Chairman of the Board and Chief Executive Officer          | Chairman of the Board and Chief Executive Officer of Bank of America Corporation             |
| Paul M. Donofrio   | Vice Chair   | Vice Chair of Bank of America Corporation  |
| Thong M. Nguyen    | Vice Chair, Head of Global Strategy & Enterprise Platforms | Vice Chair, Head of Global Strategy & Enterprise Platforms of Bank of America Corporation    |
| Bruce R. Thompson  | Vice Chair, Head of Enterprise Credit                      | Vice Chair, Head of Enterprise Credit of Bank of America Corporation                         |
| Dean C. Athanasia  | President, Regional Banking                                | President, Regional Banking of Bank of America Corporation                                   |
| James P. DeMare    | President, Global Markets                                  | President, Global Markets of Bank of America Corporation                                     |
| Kathleen A. Knox   | President, The Private Bank                                | President, The Private Bank of Bank of America Corporation                                   |
| Matthew M. Koder   | President, Global Corporate and Investment Banking         | President, Global Corporate and Investment Banking of Bank of America Corporation            |
| Bernard A. Mensah  | President, International; CEO, Merrill Lynch International | President, International of Bank of America Corporation and CEO, Merrill Lynch International |
| Andrew M. Sieg     | President, Merrill Wealth Management                       | President, Merrill Wealth Management   |
| Aditya Bhasin      | Chief Technology and Information Officer                   | Chief Technology and Information Officer of Bank of America Corporation                      |
| D. Steve Boland    | Chief Administrative Officer                               | Chief Administrative Officer of Bank of America Corporation                                  |
| Alastair Borthwick | Chief Financial Officer                                    | Chief Financial Officer of Bank of America Corporation                                       |
| Sheri Bronstein    | Chief Human Resources Officer                              | Chief Human Resources Officer of Bank of America Corporation                                 |
| Geoffrey Greener   | Chief Risk Officer   | Chief Risk Officer of Bank of America Corporation  |

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|----------------------------------|---------------------------|--|
| Thomas M. Scrivener              | Chief Operations Officer  | Chief Operations Officer of Bank of America Corporation  |
| Lauren Anne Mogensen             | Global General Counsel    | Global General Counsel of Bank of America Corporation  |
| Lionel L. Nowell, III            | Lead Independent Director | Lead Independent Director, Bank of America Corporation; Former Senior Vice President and Treasurer, PepsiCo, Inc.                  |
| Sharon L. Allen                  | Director                  | Former Chairman of Deloitte LLP  |
| Susan S. Bies                    | Director                  | Former Member, Board of Governors of the Federal Reserve System  |
| Frank P. Bramble, Sr.            | Director                  | Former Executive Vice Chairman, MBNA Corporation   |
| Pierre J.P. de Weck <sup>1</sup> | Director                  | Former Chairman and Global Head of Private Wealth Management, Deutsche Bank AG   |
| Arnold W. Donald                 | Director                  | President and Chief Executive Officer, Carnival Corporation & Carnival plc   |
| Linda P. Hudson                  | Director                  | Former Executive Officer, The Cardea Group, LLC and Former President and Chief Executive Officer of BAE Systems, Inc.              |
| Monica C. Lozano                 | Director                  | Chief Executive Officer, College Futures Foundation and Former Chairman, US Hispanic Media Inc.                                    |
| Thomas J. May                    | Director                  | Former Chairman, President, and Chief Executive Officer of Eversource Energy   |
| Denise L. Ramos                  | Director                  | Former Chief Executive Officer and President of ITT Inc.   |
| Clayton S. Rose                  | Director                  | President of Bowdoin College   |
| Michael D. White                 | Director                  | Lead Director of Kimberly-Clark Corporation; Former Chairman, President, and Chief Executive Officer of DIRECTV                    |
| Thomas D. Woods <sup>2</sup>     | Director                  | Former Vice Chairman and Senior Executive Vice President of Canadian Imperial Bank of Commerce; Former Chairman, Hydro One Limited |
| R. David Yost                    | Director                  | Former Chief Executive Officer of AmerisourceBergen Corp.  |
| Maria T. Zuber                   | Director                  | Vice President for Research and E.A., Griswold Professor of Geophysics, MIT  |

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<sup>1</sup> Mr. de Weck is a citizen of Switzerland.

<sup>2</sup> Mr. Woods is a citizen of Canada.

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The following sets forth the name and present principal occupation of each executive officer and director of Banc of America Preferred Funding Corporation. The business address of each of the executive officers and directors of Banc of America Preferred Funding Corporation is 214 North Tryon Street, Charlotte, North Carolina 28255.

| <u>Name</u>       | <u>Position with Banc of America Preferred Funding Corporation</u> | <u>Principal Occupation</u>  |
|-------------------|--|--|
| John J. Lawlor    | Director and President   | Managing Director, Municipal Markets and Public Sector Banking Executive of BofA Securities, Inc. and Bank of America, National Association          |
| Edward H. Curland | Director and Managing Director                                     | Managing Director, Municipal Markets Executive for Trading of BofA Securities, Inc. and Bank of America, National Association                        |
| James Duffy       | Managing Director  | Director; MBAM BFO, The CFO Group of Bank of America, National Association   |
| Michael I. Jentis | Managing Director  | Managing Director, Head of Sales – Public Finance of BofA Securities, Inc. and Bank of America, National Association                                 |
| Mona Payton       | Managing Director  | Managing Director, Municipal Markets Executive for Short-Term Trading of BofA Securities, Inc. and Bank of America, National Association             |
| Edward J. Sisk    | Director and Managing Director                                     | Managing Director, Public Finance Executive of BofA Securities, Inc. and Bank of America, National Association                                       |
| John B. Sprung    | Director   | Corporate Director   |
| David A. Stephens | Director and Managing Director                                     | Managing Director, Executive for Public Finance and Public Sector Credit Products of BofA Securities, Inc. and Bank of America, National Association |

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**SCHEDULE II**

**LITIGATION SCHEDULE**

New York Attorney General Investor Protection Bureau Masking Settlement 3/22/2018

On March 22, 2018, the Attorney General of the State of New York Investor Protection Bureau ("NYAG") alleged that Bank of America Corporation ("BAC") and Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S") (1) concealed from its institutional clients that orders were routed to and executed by "electronic liquidity providers," (2) misstated the composition of orders and trades in its dark pool, and (3) did not accurately describe its use of a proprietary "venue ranking" analysis, in violation of the Martin Act and Executive Law § 63(12). In connection with the agreement, BAC and MLPF&S agreed (1) not to engage, or attempt to engage, in conduct in violation of any applicable laws, including but not limited to the Martin Act and Executive Law § 63(12); (2) to pay a penalty in the amount of \$42,000,000; and (3) provide the NYAG a summary of the review of its electronic trading policies and procedures.

**NOTE:** In addition, Bank of America Corporation and certain of its affiliates, including MLPF&S and BANA, have been involved in a number of civil proceedings and regulatory actions which concern matters arising in connection with the conduct of its business. Certain of such proceedings have resulted in findings of violations of federal or state securities laws. Such proceedings are reported and summarized in the MLPF&S Form BD as filed with the SEC, which descriptions are hereby incorporated by reference.

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JOINT FILING AGREEMENT

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date set forth below.

Date: April 13, 2022

BANK OF AMERICA CORPORATION

By: /s/ Michael Jentis

Name: Michael Jentis

Title: Attorney-in-fact

BANC OF AMERICA PREFERRED FUNDING CORPORATION

By: /s/ Michael Jentis

Name: Michael Jentis

Title: Authorized Signatory

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**BANK OF AMERICA CORPORATION**

**LIMITED POWER OF ATTORNEY**

**BANK OF AMERICA CORPORATION**, a Delaware corporation (the "Corporation"), does hereby make, constitute, and appoint Michael Jentis as an attorney-in-fact for the Corporation acting for the Corporation and in the Corporation's name, place and stead, for the Corporation's use and benefit, to bind the Corporation by his execution of those agreements, forms and documents related specifically to Section 13 and Section 16 of the Securities Exchange Act of 1934.

Any documents executed by the attorney-in-fact in accordance with this Limited Power of Attorney shall fully bind and commit the Corporation and all other parties to such documents may rely upon the execution thereof by the attorney-in-fact as if executed by the Corporation and as the true and lawful act of the Corporation.

This Limited Power of Attorney shall automatically terminate as to the authority of Michael Jentis upon the earlier of the attorney-in-fact's resignation or termination from or transfer out of Global Banking and Markets – Municipal Banking and Markets; however, any such resignation, termination or transfer shall have no impact on any documents or instruments executed by the attorney-in-fact named above for the Corporation prior to such resignation, termination or transfer.

**IN WITNESS WHEREOF**, this Power of Attorney has been executed and delivered by the Corporation to the Attorney-in-Fact on this 27th day of May, 2020.

**BANK OF AMERICA CORPORATION**

By: /s/ Ellen A. Perrin  
Ellen A. Perrin  
Associate General Counsel and Senior Vice President

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