

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Bank of America Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255
(Address of principal executive offices, including zip code)

56-0906609
(I.R.S. Employer
Identification No.)

Bank of America Corporation Key Employee Equity Plan
(formerly known as the Bank of America Corporation 2003 Key Associate Stock Plan)
(Full title of the plan)

ROSS E. JEFFRIES, JR.
Deputy General Counsel and Corporate Secretary
Bank of America Corporation
Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255
(704) 386-5681
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

RICHARD W. VIOLA
McGuireWoods LLP
201 North Tryon Street
Charlotte, North Carolina 28202

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock	150,000,000 shares	\$29.94	\$4,491,000,000	\$544,309.20

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock that become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction.
- (2) Determined on the basis of the average of the high and low prices of the Common Stock reported on the New York Stock Exchange on April 22, 2019 in accordance with Rule 457(c) under the Securities Act, solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 registers 150,000,000 shares of the common stock of Bank of America Corporation (the “Corporation”) to be offered and sold under the Bank of America Corporation Key Employee Equity Plan (formerly known as the Bank of America Corporation 2003 Key Associate Stock Plan) (the “Plan”). These shares are in addition to the shares previously registered on the Corporation’s Registration Statements on Form S-8 with respect to the Plan filed with the Securities and Exchange Commission on December 20, 2002 (Registration No. 333-102043 registering 100,000,000 shares), December 21, 2004 (Registration No. 333-121513 registering 141,600,000 shares), April 26, 2006 (Registration No. 333-133566 registering 180,000,000 shares), February 3, 2009 (Registration Statement No. 333-157085 registering 105,000,000 shares), June 25, 2010 (Registration No. 333-167797 registering 500,000,000 shares) and May 26, 2015 (Registration No. 333-204453 registering 124,876,441 shares) (collectively, the “Prior Registration Statements”). This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is filed in accordance with General Instruction E to Form S-8. Accordingly, pursuant to General Instruction E, the Corporation hereby incorporates by reference herein the contents of the Prior Registration Statements and hereby deems such contents to be a part hereof, except as otherwise updated or modified by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference in this Registration Statement.

Exhibit No.	Description of Exhibit
4(a)	Amended and Restated Certificate of Incorporation of the Corporation, incorporated herein by reference to Exhibit 3(a) to the Corporation’s Quarterly Report on Form 10-Q (File No. 1-6523) filed on July 30, 2018
4(b)	Amended and Restated Bylaws of the Corporation, incorporated herein by reference to Exhibit 3.1 to the Corporation’s Current Report on Form 8-K (File No. 1-6523) filed on March 20, 2015
4(c)	Bank of America Corporation Key Employee Equity Plan (formerly known as the Bank of America Corporation 2003 Key Associate Stock Plan), originally effective January 1, 2003, as amended and restated effective May 6, 2015, incorporated herein by reference to Exhibit 10.2 of the Corporation’s Current Report on Form 8-K (File No. 1-6523) filed on May 7, 2015
4(d)	First Amendment to the Bank of America Corporation Key Employee Equity Plan, incorporated herein by reference to Exhibit 10(mm) of the Corporation’s Annual Report on Form 10-K (File No. 1-6523) filed on February 26, 2019
4(e)	Second Amendment to the Bank of America Corporation Key Employee Equity Plan, incorporated herein by reference to Exhibit 10.1 of the Corporation’s Current Report on Form 8-K (File No. 1-6523) filed on April 24, 2019
5(a)	Opinion of McGuireWoods LLP as to the legality of the securities being registered*
23(a)	Consent of McGuireWoods LLP (included in Exhibit 5(a))*
23(b)	Consent of PricewaterhouseCoopers LLP*
24(a)	Power of Attorney*

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on this 29th day of April, 2019.

BANK OF AMERICA CORPORATION

By: /s/ Ross E. Jeffries, Jr.
Ross E. Jeffries, Jr.
Deputy General Counsel and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Brian T. Moynihan	Chief Executive Officer, Chairman and Director (Principal Executive Officer)	April 29, 2019
<u>*</u> Paul M. Donofrio	Chief Financial Officer (Principal Financial Officer)	April 29, 2019
<u>*</u> Rudolf A. Bless	Chief Accounting Officer (Principal Accounting Officer)	April 29, 2019
<u>*</u> Sharon L. Allen	Director	April 29, 2019
<u>*</u> Susan S. Bies	Director	April 29, 2019
<u>*</u> Jack O. Bovender, Jr.	Director	April 29, 2019
<u>*</u> Frank P. Bramble, Sr.	Director	April 29, 2019
<u>*</u> Pierre J. P. de Weck	Director	April 29, 2019
<u>*</u> Arnold W. Donald	Director	April 29, 2019
<u>*</u> Linda P. Hudson	Director	April 29, 2019
<u>*</u> Monica C. Lozano	Director	April 29, 2019
<u>*</u> Thomas J. May	Director	April 29, 2019
<u>*</u> Lionel L. Nowell, III	Director	April 29, 2019

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Clayton S. Rose	Director	April 29, 2019
* Michael D. White	Director	April 29, 2019
* Thomas D. Woods	Director	April 29, 2019
* R. David Yost	Director	April 29, 2019
* Maria T. Zuber	Director	April 29, 2019

*By: /s/ Ross E. Jeffries, Jr.
Ross E. Jeffries, Jr.
Attorney-in-Fact

[LETTERHEAD OF MCGUIREWOODS LLP]

April 29, 2019

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

Re: Registration Statement on Form S-8**150,000,000 Shares of Common Stock of Bank of America Corporation Pursuant to the Bank of America Corporation Key Employee Equity Plan (formerly known as the Bank of America Corporation 2003 Key Associate Stock Plan)**

Ladies and Gentlemen:

We have acted as special counsel to Bank of America Corporation, a Delaware corporation (the "Corporation"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") that is being filed on the date hereof with the Securities and Exchange Commission by the Corporation pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 150,000,000 shares (the "Shares") of the Corporation's common stock, par value \$0.01 per share (the "Common Stock"), which may be issued pursuant to the Corporation's Key Employee Equity Plan (formerly known as the Corporation's 2003 Key Associate Stock Plan) (the "Plan").

In rendering the opinion set forth below, we have examined such corporate records, certificates of officers of the Corporation and of public officials, and other instruments and documents, including the Registration Statement, the Corporation's Amended and Restated Certificate of Incorporation, the Corporation's Bylaws, the Plan in the form included as Exhibit 10.2 to the Corporation's Current Report on Form 8-K filed on May 7, 2015, the First Amendment to the Plan in the form included as Exhibit 10(mm) to the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, and the Second Amendment to the Plan in the form included as Exhibit 10.1 to the Corporation's Current Report on Form 8-K filed on April 24, 2019, as we have considered relevant and necessary as a basis for this opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies, and, to the extent we have received and relied upon certificates of the Corporation or authorized representatives thereof and certificates and assurances from public officials, all of such certificates, representations and assurances are accurate with respect to factual matters.

Based on the foregoing, we are of the opinion that the Shares were validly authorized and, when issued and paid for in accordance with and upon the terms and conditions of the Plan, will be validly issued, fully paid and non-assessable.

In rendering this opinion, we are not expressing an opinion as to any matters governed by the laws of any jurisdiction other than the Delaware General Corporation Law (including statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing), and we assume no responsibility as to the applicability of the laws of any other jurisdiction to the Shares or to the effects of such laws thereon.

The foregoing opinion is being furnished only for the purpose referred to in the first paragraph of this opinion letter. We hereby consent to be named in the Registration Statement as attorneys who passed upon the legality of the Shares and to the filing of a copy of this opinion as Exhibit 5(a) to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ MCGUIREWOODS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on FormS-8 of Bank of America Corporation of our report dated February 26, 2019 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Bank of America Corporation's Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP

Charlotte, North Carolina
April 29, 2019

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of Bank of America Corporation (the "Corporation"), whose signatures appear below, hereby makes, constitutes and appoints David G. Leitch and Ross E. Jeffries, Jr., and each of them acting individually, his or her true and lawful attorneys-in-fact and agents with power to act without the other and with full power of substitution, to prepare, execute, deliver and file with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in his or her name and on his or her behalf, and in each of the undersigned's capacity or capacities as shown below, a Registration Statement on Form S-8 registering the Corporation's common stock for issuance under the Bank of America Corporation Key Employee Equity Plan, and any and all amendments thereto (including post-effective amendments), granting unto said attorneys-in-fact and agents full power and authority to do and perform every act and thing necessary or incidental to the performance and execution of the powers granted herein, and ratifying and confirming all acts and things which said attorneys-in-fact and agents might do or cause to be done by virtue hereof. This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, each of the undersigned officers and directors has executed this Power of Attorney as of the date indicated below.

Signature	Title	Date
<u>/s/ Brian T. Moynihan</u> Brian T. Moynihan	Chief Executive Officer, Chairman and Director (Principal Executive Officer)	April 23, 2019
<u>/s/ Paul M. Donofrio</u> Paul M. Donofrio	Chief Financial Officer (Principal Financial Officer)	April 26, 2019
<u>/s/ Rudolf A. Bless</u> Rudolf A. Bless	Chief Accounting Officer (Principal Accounting Officer)	April 26, 2019
<u>/s/ Sharon L. Allen</u> Sharon L. Allen	Director	April 23, 2019
<u>/s/ Susan S. Bies</u> Susan S. Bies	Director	April 23, 2019
<u>/s/ Jack O. Bovender, Jr.</u> Jack O. Bovender, Jr.	Director	April 23, 2019
<u>/s/ Frank P. Bramble, Sr.</u> Frank P. Bramble, Sr.	Director	April 23, 2019
<u>/s/ Pierre de Weck</u> Pierre de Weck	Director	April 23, 2019
<u>/s/ Arnold W. Donald</u> Arnold W. Donald	Director	April 23, 2019
<u>/s/ Linda P. Hudson</u> Linda P. Hudson	Director	April 23, 2019
<u>/s/ Monica C. Lozano</u> Monica C. Lozano	Director	April 23, 2019
<u>/s/ Thomas J. May</u> Thomas J. May	Director	April 23, 2019

<u>/s/ Lionel L. Nowell, III</u> Lionel L. Nowell, III	Director	April 24, 2019
<u>/s/ Clayton S. Rose</u> Clayton S. Rose	Director	April 23, 2019
<u>/s/ Michael D. White</u> Michael D. White	Director	April 23, 2019
<u>/s/ Thomas D. Woods</u> Thomas D. Woods	Director	April 23, 2019
<u>/s/ R. David Yost</u> R. David Yost	Director	April 23, 2019
<u>/s/ Maria T. Zuber</u> Maria T. Zuber	Director	April 22, 2019