
**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 Equity Plan
(previously named the Bank of America Corporation Key Employee Equity Plan
and prior thereto 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.

Large accelerated filer
Non-accelerated filer

Accelerated filer
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.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 is being filed by Bank of America Corporation (the "Corporation") to register 75,000,000 shares of the Corporation's common stock to be offered and sold under the Bank of America Corporation Equity Plan (previously named the Bank of America Corporation Key Employee Equity Plan, and prior thereto the Bank of America 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), [December 21, 2004](#) (Registration No. 333-121513), [April 26, 2006](#) (Registration No. 333-133566), [February 3, 2009](#) (Registration Statement No. 333-157085), [June 25, 2010](#) (Registration No. 333-167797), [May 26, 2015](#) (Registration No. 333-204453), [April 29, 2019](#) (Registration No. 333-231107), [December 22, 2020](#) (Registration No. 333-251608) and [May 11, 2021](#) (Registration No. 333-256008) (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.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4(a)	Restated Certificate of Incorporation of the Corporation, as amended, incorporated herein by reference to Exhibit 3.1 to the Corporation's Quarterly Report on Form 10-Q (File No. 1-6523) filed on April 29, 2022
4(b)	Amended and Restated Bylaws of the Corporation, incorporated herein by reference to Exhibit 3.2 to the Corporation's Annual Report on Form 10-K (File No. 1-6523) filed on February 22, 2023
4(c)	Bank of America Corporation Equity Plan, as amended and restated on April 25, 2023, 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 28, 2023
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*
107	Filing Fee Table*

* 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 1st day of May, 2023.

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, President, Chair and Director (Principal Executive Officer)	May 1, 2023
<u>*</u> Alastair M. Borthwick	Chief Financial Officer (Principal Financial Officer)	May 1, 2023
<u>*</u> Rudolf A. Bless	Chief Accounting Officer (Principal Accounting Officer)	May 1, 2023
<u>*</u> Sharon L. Allen	Director	May 1, 2023
<u>*</u> José E. Almeida	Director	May 1, 2023
<u>*</u> Frank P. Bramble, Sr.	Director	May 1, 2023
<u>*</u> Pierre J.P. de Weck	Director	May 1, 2023
<u>*</u> Arnold W. Donald	Director	May 1, 2023
<u>*</u> Linda P. Hudson	Director	May 1, 2023
<u>*</u> Monica C. Lozano	Director	May 1, 2023
<u>*</u> Lionel L. Nowell III	Director	May 1, 2023

Signature	Title	Date
<hr/> * Denise Ramos	Director	May 1, 2023
<hr/> * Clayton S. Rose	Director	May 1, 2023
<hr/> * Michael D. White	Director	May 1, 2023
<hr/> * Thomas D. Woods	Director	May 1, 2023
<hr/> * Maria T. Zuber	Director	May 1, 2023

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

[LETTERHEAD OF MCGUIREWOODS LLP]

May 1, 2023

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

**Re: Registration Statement on Form S-8
75,000,000 Shares of Common Stock of Bank of America Corporation Pursuant to the Bank of America Corporation Equity Plan
(Original Effective Date: January 1, 2003; Amended and Restated Effective Date: April 25, 2023)**

Ladies and Gentlemen:

We have acted as special counsel to Bank of America Corporation, a Delaware corporation (the "Corporation"), in connection with the preparation and filing of a 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 75,000,000 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 Bank of America Corporation Equity Plan (Original Effective Date: January 1, 2003; Amended and Restated Effective Date: April 25, 2023) (the "Plan"), which was previously named the Bank of America Corporation Key Employee Equity Plan and prior thereto the Bank of America Corporation 2003 Key Associate Stock Plan.

In rendering the opinion set forth below, we have examined such corporate records and other documents, including the Registration Statement, the Corporation's Restated Certificate of Incorporation, as amended, the Corporation's Amended and Restated Bylaws and a copy of the Plan in the form included as Exhibit 10.1 to the Corporation's Current Report on Form 8-K filed on April 28, 2023, certificates of officers of the Corporation and of public officials, and other documents and records, as we have considered relevant and necessary as a basis for this opinion. In our examination, we have assumed, without independent investigation, the legal capacity and competency of all natural persons, the genuineness of all signatures on, and 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 the authenticity of the originals of such 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. We have also assumed that there are no agreements or understandings between or among the Corporation and any participants in the Plan that would expand, modify or otherwise affect the terms or the respective rights or obligations of the participants thereunder, and that the Plan is and will be administered in accordance with its terms.

Based solely on the foregoing, and in reliance thereon, we are of the opinion that the Shares have been validly authorized and, when issued and paid for in accordance with and upon the terms and conditions of the Plan, and when the Registration Statement has become effective under the Securities Act, 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 22, 2023 relating to the consolidated 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, 2022.

/s/ PricewaterhouseCoopers LLP

Charlotte, North Carolina
May 1, 2023

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 Lauren A. Mogensen 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 Equity Plan, as amended and restated, and any and all amendments to the Registration Statement (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, President Chair and Director (Principal Executive Officer)	April 24, 2023
<u>/S/ ALASTAIR M. BORTHWICK</u> Alastair M. Borthwick	Chief Financial Officer (Principal Financial Officer)	April 24, 2023
<u>/S/ RUDOLF A. BLESS</u> Rudolf A. Bless	Chief Accounting Officer (Principal Accounting Officer)	April 24, 2023
<u>/S/ SHARON L. ALLEN</u> Sharon L. Allen	Director	April 24, 2023
<u>/S/ JOSÉ E. ALMEIDA</u> José E. Almeida	Director	April 22, 2023
<u>/S/ FRANK P. BRAMBLE, SR.</u> Frank P. Bramble, Sr.	Director	April 25, 2023
<u>/S/ PIERRE J.P. DE WECK</u> Pierre J.P. de Weck	Director	April 26, 2023
<u>/S/ ARNOLD W. DONALD</u> Arnold W. Donald	Director	April 25, 2023
<u>/S/ LINDA P. HUDSON</u> Linda P. Hudson	Director	April 25, 2023
<u>/S/ MONICA C. LOZANO</u> Monica C. Lozano	Director	April 21, 2023

<u>/S/ LIONEL L. NOWELL III</u> Lionel L. Nowell III	Director	April 24, 2023
<u>/S/ DENISE L. RAMOS</u> Denise L. Ramos	Director	April 21, 2023
<u>/S/ CLAYTON S. ROSE</u> Clayton S. Rose	Director	April 22, 2023
<u>/S/ MICHAEL D. WHITE</u> Michael D. White	Director	April 21, 2023
<u>/S/ THOMAS D. WOODS</u> Thomas D. Woods	Director	April 25, 2023
<u>/S/ MARIA T. ZUBER</u> Maria T. Zuber	Director	April 25, 2023

Calculation of Filing Fee Tables

**Form S-8
(Form Type)**

**Bank of America Corporation
(Exact Name of Registrant as Specified in its Charter)**

Table 1-Newly Registered Securities

CALCULATION OF REGISTRATION FEE

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of registration fee
Equity	Common Stock, par value \$0.01 per share	Rules 457(c) and 457(h)	75,000,000 shares (1)	\$28.62 (2)	\$2,146,500,000 (2)	0.00011020	\$236,545
Total Offering Amounts					\$2,146,500,000		\$236,545
Total Fee Offsets							\$0.00
Net Fee Due							\$236,545

- (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, par value \$0.01 per share, of Bank of America Corporation that may become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or any other similar transaction.
- (2) Estimated in accordance with Rule 457(c) under the Securities Act 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 26, 2023, solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act.