
**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 Deferred Compensation Plan
(formerly known as the Bank of America 401(k) Restoration 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.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participating employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. These document(s) and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus (the "Prospectus") that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation by Reference

The following documents filed by the Registrant with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2022;
- (b) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2023; and
- (c) The Registrant's Current Reports on Form 8-K filed [January 13, 2023](#), [February 3, 2023](#), [March 31, 2023](#), [April 18, 2023](#) and [April 28, 2023](#) (in each case, other than information that is furnished but that is deemed not to have been filed).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than any information that is furnished but that is deemed not to have been filed), prior to the filing of a post-effective amendment hereto that either indicates that all securities offered hereby have been sold or deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other contemporaneously or subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Under the Plan, the Registrant will provide eligible employees with the opportunity to agree to the deferral of a specified percentage of their base salary, commissions and eligible cash incentive awards. The following summary of the Plan is qualified in its entirety by reference to the Plan document.

The deferred compensation obligations are general unsecured obligations of the Registrant to pay the deferred compensation in the future in accordance with the terms of the Plan from the general assets of the Registrant and rank *pari passu* with other unsecured and unsubordinated indebtedness of the Registrant from time to time outstanding. The Registrant is under no obligation and does not intend to fully fund the deferred compensation obligations.

The Registrant is a separate and distinct legal entity from its bank subsidiaries and other subsidiaries. Because the Registrant is a holding company, the right of the Registrant, and consequently the right of the creditors of the Registrant (including participants in the Plan), to participate in a distribution of the assets of a subsidiary upon its liquidation or reorganization or otherwise, necessarily is subject to the claims of creditors of the subsidiary, except to the extent that claims of the Registrant as a creditor may be recognized.

The amount of compensation to be deferred by a participant is determined in accordance with such participant's deferral election and the provisions of the Plan. Compensation deferred pursuant to the Plan is credited by book entry to a participant's account, together with any company contributions, as set forth in the Plan. The Plan provides for the deemed investment of a participant's deferred compensation in such investments as a participant may have elected from among various election options in each Plan year. Each participant's account is a bookkeeping account only, the returns on which are measured by the performance of such participant's deemed investment vehicles, and will be adjusted to reflect the investment experience, whether positive or negative, of such participant's deemed investment vehicles, including any appreciation or depreciation.

A participant cannot sell, assign, hypothecate, alienate, encumber or in any way transfer or convey in advance of receipt any deferred compensation obligations. A participant's account balance will be payable in cash by the Registrant in a lump sum or in installments, generally following such date or dates, as selected by the participant in accordance with the terms of the Plan, or otherwise as provided in the Plan, subject to certain exceptions such as for payment upon the death of the participant.

The Registrant reserves the right to amend or terminate the Plan at any time, except that no amendment may adversely affect the rights of any participant with respect to amounts to which the participant is entitled prior to the date of amendment or termination.

The deferred compensation obligations are not convertible into any other security of the Registrant. The deferred compensation obligations will not have the benefit of a negative pledge or any other affirmative or negative covenant of the Registrant. No trustee has been appointed having the authority to take action with respect to the deferred compensation obligations and each participant will be responsible for acting independently with respect to the enforcement of any rights he or she may have.

Item 6. Indemnification of Directors and Officers.

Section 145(a) of the General Corporation Law of the State of Delaware ("Delaware Corporation Law") provides, in general, that a corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), because the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise. Such indemnity may be against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and if, with respect to any criminal action or proceeding, the person did not have reasonable cause to believe the person's conduct was unlawful.

Section 145(b) of the Delaware Corporation Law provides, in general, that a corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise, against any expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145(g) of the Delaware Corporation Law provides, in general, that a corporation has the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise, against any liability asserted against the person in any such capacity, or arising out of the person's status as such, regardless of whether the corporation would have the power to indemnify the person against such liability under the provisions of Section 145 of the Delaware Corporation Law.

Article VIII of the bylaws of Bank of America Corporation ("Bank of America") provides for indemnification to the fullest extent authorized by the Delaware Corporation Law for any person who is or was a director or officer of Bank of America who is or was involved or threatened to be made involved in any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer or employee of Bank of America or is or was serving at the request of Bank of America as a director, officer, manager or employee of any other enterprise. Such indemnification is provided only if the director, officer, manager or employee acted in good faith and in a manner that the director, officer, manager or employee reasonably believed to be in, or not opposed to, the best interests of Bank of America or other entity, and with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

The foregoing is only a general summary of certain aspects of the Delaware Corporation Law and Bank of America's bylaws dealing with indemnification of directors and officers, and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of Section 145 of the Delaware Corporation Law and Article VIII of the bylaws of Bank of America.

Pursuant to Bank of America's bylaws, Bank of America may maintain a directors' and officers' insurance policy which insures the directors and officers of Bank of America against liability asserted against such persons in such capacity whether or not Bank of America would have the power to indemnify such person against such liability under the Delaware Corporation Law.

Item 8. Exhibits.

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

Exhibit No.	Description of Exhibit
4(a)	Bank of America Deferred Compensation Plan (formerly known as the Bank of America 401(k) Restoration Plan) as amended and restated effective January 1, 2015, incorporated herein by reference to Exhibit 10(c) to the Corporation's Annual Report on Form 10-K (File No. 1-6523) filed on February 25, 2015
4(b)	First Amendment to the Bank of America Deferred Compensation Plan (formerly known as the Bank of America 401(k) Restoration Plan), as amended and restated effective January 1, 2015, incorporated herein by reference to Exhibit 10(vv) to the Corporation's Annual Report on Form 10-K (File No. 1-6523) filed on February 24, 2016
4(c)	Second Amendment to the Bank of America Deferred Compensation Plan (formerly known as the Bank of America 401(k) Restoration Plan), as amended and restated effective January 1, 2015, incorporated herein by reference to Exhibit 4(c) to the Corporation's Registration Statement on Form S-8 (Registration No. 333-234780) filed on November 19, 2019
4(d)	Third Amendment to the Bank of America Deferred Compensation Plan (formerly known as the Bank of America 401(k) Restoration Plan), as amended and restated effective January 1, 2015, incorporated herein by reference to Exhibit 10.14 to the Corporation's Annual Report on Form 10-K (File No. 1-6523) filed on February 19, 2020
4(e)	Fourth Amendment to the Bank of America Deferred Compensation Plan (formerly known as the Bank of America 401(k) Restoration Plan), as amended and restated effective January 1, 2015, incorporated herein by reference to Exhibit 10.15 to the Corporation's Annual Report on Form 10-K (File No. 1-6523) filed on February 24, 2021
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.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act"); (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement (notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement); and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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

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

\$1,000,000,000 of Deferred Compensation Obligations of Bank of America Corporation pursuant to the Bank of America Deferred Compensation Plan (formerly known as the Bank of America 401(k) Restoration Plan)

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 by the Corporation of up to \$1,000,000,000 of the Corporation's deferred compensation obligations (the "Deferred Compensation Obligations"), which represent unsecured obligations of the Corporation to pay deferred compensation in the future in accordance with the terms of the Bank of America Deferred Compensation Plan (formerly known as the Bank of America 401(k) Restoration Plan), as amended.

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 By-Laws, certificates of officers of the Corporation and of public officials, the copy of the Bank of America Deferred Compensation Plan (formerly known as the Bank of America 401(k) Restoration Plan) as amended and restated effective January 1, 2015 (the "Amended and Restated Plan"), in the form incorporated by reference into the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "2022 Form 10-K") as Exhibit 10.11, the copy of the First Amendment to the Amended and Restated Plan (the "First Amendment"), in the form incorporated by reference into the Corporation's 2022 Form 10-K as Exhibit 10.12, the copy of the Second Amendment to the Amended and Restated Plan (the "Second Amendment"), in the form incorporated by reference into the Corporation's 2022 Form 10-K as Exhibit 10.13, the copy of the Third Amendment to the Amended and Restated Plan (the "Third Amendment"), in the form incorporated by reference into the Corporation's 2022 Form 10-K as Exhibit 10.14, and the copy of the Fourth Amendment to the Amended and Restated Plan (the "Fourth Amendment," and together with the Amended and Restated Plan, the First Amendment, the Second Amendment, and the Third Amendment, the "Plan"), in the form incorporated by reference into the Corporation's 2022 Form 10-K as Exhibit 10.15, and such other documents and records, as we have considered relevant and necessary as a basis for this opinion.

In our examinations, 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, it is our opinion that the Deferred Compensation Obligations being offered under the Plan, when issued in accordance with the terms of the Plan, and when the Registration Statement has become effective under the Securities Act, will be valid and binding obligations of the Corporation, enforceable in accordance with their terms, subject to applicable bankruptcy, reorganization, insolvency, moratorium, fraudulent conveyance or other similar laws affecting the rights of creditors now or hereafter in effect, and to equitable principles that may limit the right to specific enforcement of remedies, and further subject to 12. U.S.C. §1818(b)(6)(D) and any bank regulatory powers now or hereafter in effect and to the application of principles of public policy.

In rendering this opinion, we are not expressing an opinion as to any matters governed by the laws of any jurisdiction other than the State of North Carolina and 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 Deferred Compensation Obligations 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 the attorneys who passed upon the legality of the Deferred Compensation Obligations, 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 under the Securities Act of 1933, as amended, with respect to the registration of unsecured obligations of the Corporation to pay deferred compensation under the Bank of America Corporation Deferred Compensation Plan (formerly known as the Bank of America 401(k) Restoration Plan), as amended and restated effective January 1, 2015 and as subsequently amended, 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 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 RAMOS</u> Denise 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
Other	Deferred Compensation Obligations	Rule 457(h)	\$1,000,000,000(1)	\$100%	\$1,000,000,000(2)	0.00011020	\$110,200
Total Offering Amounts						\$1,000,000,000	\$110,200
Total Fee Offsets							\$0.00
Net Fee Due							\$110,200

- (1) The Deferred Compensation Obligations are unsecured obligations to pay deferred compensation in the future in accordance with the terms of the Bank of America Deferred Compensation Plan.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, as amended.