

Subject to Completion  
Preliminary Term Sheet dated  
December 26, 2018

Filed Pursuant to Rule 424(b)(2)  
Registration Statement No. 333-213265  
(To Prospectus dated November 4, 2016,  
Prospectus Supplement dated November 4, 2016 and  
Product Supplement STOCK OL-1  
dated January 24, 2017)

Units  
\$10 principal amount per unit  
CUSIP No.

Pricing Date\* December , 2018  
Settlement Date\* December , 2018  
Maturity Date\* January , 2020

\*Subject to change based on the actual date the notes are priced for initial sale to the public (the "pricing date")



## BofA Finance LLC

# Notes Linked to the Linked to the Common Stock of NVIDIA Corporation

### Fully and Unconditionally Guaranteed by Bank of America Corporation

- Maturity of approximately one year
- A conditional payment of [\$3.10 - \$3.50] per unit if the Underlying Stock is flat or increases above the Starting Value
- 1-to-1 downside exposure to decreases in the Underlying Stock with up to 100% of your investment at risk
- All payments occur at maturity and are subject to the credit risk of BofA Finance LLC, as issuer of the notes, and the credit risk of Bank of America Corporation, as guarantor of the notes
- No periodic interest payments
- In addition to the underwriting discount set forth below, the notes include a hedging-related charge of \$0.075 per unit. See "Structuring the Notes".
- Limited secondary market liquidity, with no exchange listing



The notes are being issued by BofA Finance LLC ("BofA Finance") and are fully and unconditionally guaranteed by Bank of America Corporation ("BAC"). There are important differences between the notes and a conventional debt security, including different investment risks and certain additional costs. See "Risk Factors" beginning on page TS-6 of this term sheet, page PS-6 of product supplement STOCK OL-1, page S-4 of the accompanying Series A MTN prospectus supplement and page 7 of the accompanying prospectus.

The initial estimated value of the notes as of the pricing date is expected to be between \$9.35 and \$9.84 per unit, which is less than the public offering price listed below. See "Summary" on the following page, "Risk Factors" beginning on page TS6 of this term sheet and "Structuring the Notes" on page TS11 of this term sheet for additional information. The actual value of your notes at any time will reflect many factors and cannot be predicted with accuracy.

None of the Securities and Exchange Commission (the "SEC"), any state securities commission, or any other regulatory body has approved or disapproved of these securities or determined if this Note Prospectus (as defined below) is truthful or complete. Any representation to the contrary is a criminal offense.

|  | <u>Per Unit</u> | <u>Total</u> |
|--|-----------------|--------------|
| Public offering price                      | \$10.00         | \$           |
| Underwriting discount                      | \$0.125         | \$           |
| Proceeds, before expenses, to BofA Finance | \$9.875         | \$           |

**The notes and the related guarantee:**

|                             |                                |                       |
|-----------------------------|--------------------------------|-----------------------|
| <b>Are Not FDIC Insured</b> | <b>Are Not Bank Guaranteed</b> | <b>May Lose Value</b> |
|-----------------------------|--------------------------------|-----------------------|

Merrill Lynch & Co.

December , 2018

## Linked to the Common Stock of NVIDIA Corporation, due January , 2020

### Summary

The Notes Linked to the Common Stock of NVIDIA Corporation, due January , 2020 (the “notes”) are our senior unsecured debt securities. Payments on the notes are fully and unconditionally guaranteed by BAC. The notes and the related guarantee are not insured by the Federal Deposit Insurance Corporation or secured by collateral. **The notes will rank equally with all of BofA Finance’s other unsecured and unsubordinated debt, and the related guarantee will rank equally with all of BAC’s other unsecured and unsubordinated obligations. Any payments due on the notes, including any repayment of principal, will be subject to the credit risk of BofA Finance, as issuer, and BAC, as guarantor.** If the Ending Value of the Market Measure, which is the common stock of NVIDIA Corporation (the “Underlying Stock”), is at or above the Starting Value, the notes will provide a payment at maturity of the principal amount per unit plus an additional fixed payment of [\$3.10 to \$3.50] per unit. If the Ending Value is less than the Starting Value, the Redemption Amount will be less than the principal amount of your notes, and may be as low as zero. Payments on the notes, including the amount you receive at maturity, will be calculated based on the \$10 principal amount per unit and will depend on the performance of the Underlying Stock, subject to our and BAC’s credit risk. See “Terms of the Notes” below.

The economic terms of the notes (including the “Conditional Payment”) are based on BAC’s internal funding rate, which is the rate it would pay to borrow funds through the issuance of market-linked notes and the economic terms of certain related hedging arrangements. BAC’s internal funding rate is typically lower than the rate it would pay when it issues conventional fixed or floating rate debt securities. This difference in funding rate, as well as the underwriting discount and the hedging related charge described below, will reduce the economic terms of the notes to you and the initial estimated value of the notes on the pricing date. Due to these factors, the public offering price you pay to purchase the notes will be greater than the initial estimated value of the notes.

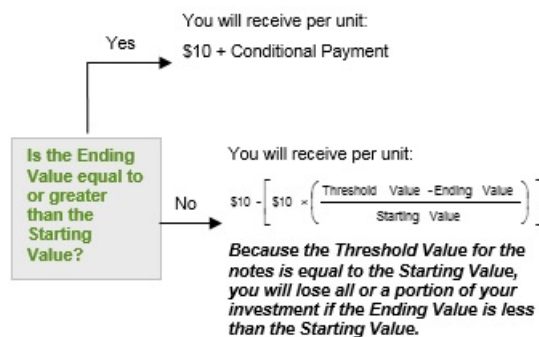
On the cover page of this term sheet, we have provided the initial estimated value range for the notes. This initial estimated value range was determined based on our, BAC’s and our other affiliates’ pricing models, which take into consideration BAC’s internal funding rate and the market prices for the hedging arrangements related to the notes. The initial estimated value of the notes calculated on the pricing date will be set forth in the final term sheet made available to investors in the notes. For more information about the initial estimated value and the structuring of the notes, see “Structuring the Notes” on page TS-11.

### Terms of the Notes

|                                       |  |
|---------------------------------------|--|
| <b>Issuer:</b>                        | BofA Finance LLC (“BofA Finance”)  |
| <b>Guarantor:</b>                     | Bank of America Corporation (“BAC”)  |
| <b>Principal Amount:</b>              | \$10.00 per unit   |
| <b>Term:</b>                          | Approximately one year   |
| <b>Underlying Stock:</b>              | Common Stock of NVIDIA Corporation (the “Underlying Company”) (NASDAQ symbol: NVDA)  |
| <b>Starting Value:</b>                | The Volume Weighted Average Price on the pricing date  |
| <b>Volume Weighted Average Price:</b> | The volume weighted average price (rounded to two decimal places) shown on page “AQR” on Bloomberg L.P. for trading in shares of the Underlying Stock taking place from approximately 9:30 a.m. to 4:05 p.m. on all U.S. exchanges.  |
| <b>Ending Value:</b>                  | The Closing Market Price of the Underlying Stock on the calculation day, multiplied by the Price Multiplier. The calculation day is subject to postponement in the event of Market Disruption Events, as described beginning on page PS-19 of product supplement STOCK OL-1. |
| <b>Calculation Day:</b>               | Approximately the fifth scheduled trading day immediately preceding the maturity date.   |
| <b>Conditional Payment:</b>           | [\$3.10 to \$3.50] per unit, which represents a return of [31.00% to 35.00%] over the principal amount. The actual Conditional Payment will be determined on the pricing date.   |
| <b>Threshold Value:</b>               | 100% of the Starting Value   |
| <b>Price Multiplier:</b>              | 1, subject to adjustment for certain corporate events relating to the Underlying Stock described beginning on page PS-20 of product supplement STOCK OL-1.   |
| <b>Fees and Charges:</b>              | The underwriting discount of \$0.125 per unit listed on the cover page and the hedging related charge of \$0.075 per unit described in “Structuring the Notes” on page TS-11.  |
| <b>Calculation Agent:</b>             | Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPF&S”), an affiliate of BofA Finance.   |

### Redemption Amount Determination

On the maturity date, you will receive a cash payment per unit determined as follows:



## Linked to the Common Stock of NVIDIA Corporation, due January , 2020

The terms and risks of the notes are contained in this term sheet and in the following:

- Product supplement STOCK OL-1 dated January 24, 2017:  
<https://www.sec.gov/Archives/edgar/data/70858/000119312517016284/d523982d424b5.htm>
- Series A MTN prospectus supplement dated November 4, 2016 and prospectus dated November 4, 2016:  
<https://www.sec.gov/Archives/edgar/data/70858/000119312516760144/d266649d424b3.htm>

These documents (together, the "Note Prospectus") have been filed as part of a registration statement with the SEC, which may, without cost, be accessed on the SEC website as indicated above or obtained from MLPF&S by calling 1-800-294-1322.

Before you invest, you should read the Note Prospectus, including this term sheet, for information about us/BAC and this offering. Any prior or contemporaneous oral statements and any other written materials you may have received are superseded by the Note Prospectus. Capitalized terms used but not defined in this term sheet have the meanings set forth in product supplement STOCK OL-1. Unless otherwise indicated or unless the context requires otherwise, all references in this document to "we," "us," "our," or similar references are to BofA Finance, and not to BAC.

## Investor Considerations

### You may wish to consider an investment in the notes if:

- You anticipate that the Ending Value will be equal to or greater than the Starting Value.
- You accept that the return on the notes will be limited to the return represented by the Conditional Payment even if the percentage change in the price of the Underlying Stock is significantly greater than the Conditional Payment.
- You accept that your investment will result in a loss, which could be significant, if the Ending Value is below the Threshold Value.
- You are willing to forgo the interest payments that are paid on conventional interest bearing debt securities.
- You are willing to forgo dividends or other benefits of owning shares of the Underlying Stock.
- You are willing to accept a limited or no market for sales prior to maturity, and understand that the market prices for the notes, if any, will be affected by various factors, including our and BAC's actual and perceived creditworthiness, BAC's internal funding rate and fees and charges on the notes.
- You are willing to assume our credit risk, as issuer of the notes, and BAC's credit risk, as guarantor of the notes, for all payments under the notes, including the Redemption Amount.

### The notes may not be an appropriate investment for you if:

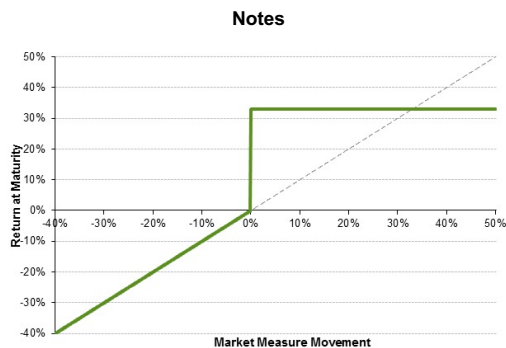
- You believe that the price of the Underlying Stock will decrease from the Starting Value to the Ending Value.
- You seek an uncapped return on your investment
- You seek principal repayment or preservation of capital.
- You seek interest payments or other current income on your investment.
- You want to receive dividends or other distributions paid on the Underlying Stock.
- You seek an investment for which there will be a liquid secondary market.
- You are unwilling or are unable to take market risk on the notes, to take our credit risk as issuer of the notes or to take BAC's credit risk, as guarantor of the notes.

We urge you to consult your investment, legal, tax, accounting, and other advisors before you invest in the notes.

Linked to the Common Stock of NVIDIA Corporation, due January , 2020

## Hypothetical Payout Profile

The below graph is based on **hypothetical** numbers and values.



This graph reflects the returns on the notes, based on a Conditional Payment of \$3.30 per unit, the midpoint of the Conditional Payment range of [\$3.10 to \$3.50]. The green line reflects the returns on the notes, while the dotted gray line reflects the returns of a direct investment in the Underlying Stock, excluding dividends.

This graph has been prepared for purposes of illustration only.

## Hypothetical Payments at Maturity

The following table and examples are for purposes of illustration only. They are based on **hypothetical** values and show **hypothetical** returns on the notes. **The actual amount you receive and the resulting total rate of return will depend on the actual Starting Value, Threshold Value, Ending Value, Conditional Payment, and term of your investment.**

The following table is based on a hypothetical Starting Value of 100 and a Conditional Payment of \$3.30 per unit. It illustrates the effect of a range of Ending Values on the Redemption Amount per unit of the notes and the total rate of return to holders of the notes. The following examples do not take into account any tax consequences from investing in the notes.

| Ending Value             | Percentage Change from the Starting Value | Redemption Amount per Unit | Total Rate of       |
|--------------------------|---|----------------------------|---------------------|
|                          | to the Ending Value                       |                            | Return on the Notes |
| 50.00                    | -50.00%                                   | \$5.00                     | -50.00%             |
| 60.00                    | -40.00%                                   | \$6.00                     | -40.00%             |
| 70.00                    | -30.00%                                   | \$7.00                     | -30.00%             |
| 80.00                    | -20.00%                                   | \$8.00                     | -20.00%             |
| 90.00                    | -10.00%                                   | \$9.00                     | -10.00%             |
| 95.00                    | -5.00%                                    | \$9.50                     | -5.00%              |
| 98.00                    | -2.00%                                    | \$9.80                     | -2.00%              |
| 100.00 <sup>(1)(2)</sup> | 0.00%                                     | \$13.30 <sup>(3)</sup>     | 33.00%              |
| 102.00                   | 2.00%                                     | \$13.30                    | 33.00%              |
| 105.00                   | 5.00%                                     | \$13.30                    | 33.00%              |
| 110.00                   | 10.00%                                    | \$13.30                    | 33.00%              |
| 120.00                   | 20.00%                                    | \$13.30                    | 33.00%              |
| 130.00                   | 30.00%                                    | \$13.30                    | 33.00%              |
| 140.00                   | 40.00%                                    | \$13.30                    | 33.00%              |
| 150.00                   | 50.00%                                    | \$13.30                    | 33.00%              |

(1) The **hypothetical** Starting Value of 100 used in these examples has been chosen for illustrative purposes only, and does not represent a likely actual Starting Value for the Underlying Stock. For recent actual prices of the Underlying Stock, see "The Underlying Stock" section below. In addition, all payments on the notes are subject to issuer credit risk.

(2) This is the **hypothetical** Threshold Value.

(3) The Redemption Amount per unit cannot exceed the sum of the principal amount and the **hypothetical** Conditional Payment.

## Linked to the Common Stock of NVIDIA Corporation, due January , 2020

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### Redemption Amount Calculation Examples

#### Example 1

The Ending Value is 80.00, or 80.00% of the Starting Value:

Starting Value: 100.00

Ending Value: 80.00

= **\$8.00** Redemption Amount per unit

#### Example 2

The Ending Value is 105.00, or 105.00% of the Starting Value:

Starting Value: 100.00

Ending Value: 105.00

\$10 + \$3.30 = **\$13.30** Redemption Amount per unit

#### Example 3

The Ending Value is 140.00, or 140.00% of the Starting Value:

Starting Value: 100.00

Ending Value: 140.00

\$10 + \$3.30 = **\$13.30** Redemption Amount per unit

In this example, even though the Ending Value is significantly higher than the Starting Value, your return on the notes will be limited to the return represented by the Conditional Payment.

## Risk Factors

*There are important differences between the notes and a conventional debt security. An investment in the notes involves significant risks, including those listed below. You should carefully review the more detailed explanation of risks relating to the notes in the "Risk Factors" sections beginning on page PS-6 of product supplement STOCK OL-1, page S-4 of the Series A MTN prospectus supplement, and page 7 of the prospectus identified above. We also urge you to consult your investment, legal, tax, accounting, and other advisors before you invest in the notes.*

- Depending on the performance of the Underlying Stock as measured shortly before the maturity date your investment may result in a loss; there is no guaranteed return of principal.
- Your return on the notes may be less than the yield you could earn by owning a conventional fixed or floating rate debt security of comparable maturity.
- Your investment return is limited to the return represented by the Conditional Payment and may be less than a comparable investment directly in the Underlying Stock.
- Payments on the notes are subject to our credit risk, and the credit risk of BAC, and actual or perceived changes in our or BAC's creditworthiness are expected to affect the value of the notes. If we and BAC become insolvent or are unable to pay our respective obligations, you may lose your entire investment.
- We are a finance subsidiary and, as such, will have limited assets and operations.
- BAC's obligations under its guarantee of the notes will be structurally subordinated to liabilities of its subsidiaries
- The notes issued by us will not have the benefit of any cross-default or cross-acceleration with other indebtedness of BofA Finance or BAC: events of bankruptcy or insolvency or resolution proceedings relating to BAC and covenant breach by BAC will not constitute an event of default with respect to the notes
- The initial estimated value of the notes considers certain assumptions and variables and relies in part on certain forecasts about future events, which may prove to be incorrect. The initial estimated value of the notes is an estimate only, determined as of a particular point in time by reference to our and our affiliates' pricing models. These pricing models consider certain assumptions and variables, including our credit spreads and those of BAC, BAC's internal funding rate on the pricing date, mid-market terms on hedging transactions, expectations on interest rates and volatility, price-sensitivity analysis, and the expected term of the notes. These pricing models rely in part on certain forecasts about future events, which may prove to be incorrect.
- The public offering price you pay for the notes will exceed the initial estimated value. If you attempt to sell the notes prior to maturity, their market value may be lower than the price you paid for them and lower than the initial estimated value. This is due to, among other things, changes in the price of the Underlying Stock, BAC's internal funding rate, and the inclusion in the public offering price of the underwriting discount and the hedging related charge, all as further described in "Structuring the Notes" on page TS-11. These factors, together with various credit, market and economic factors over the term of the notes, are expected to reduce the price at which you may be able to sell the notes in any secondary market and will affect the value of the notes in complex and unpredictable ways.
- The initial estimated value does not represent a minimum or maximum price at which we, BAC, MLPF&S or any of our other affiliates would be willing to purchase your notes in any secondary market (if any exists) at any time. The value of your notes at any time after issuance will vary based on many factors that cannot be predicted with accuracy, including the performance of the Underlying Stock, our and BAC's creditworthiness and changes in market conditions.
- A trading market is not expected to develop for the notes. None of us, BAC or MLPF&S is obligated to make a market for, or to repurchase, the notes. There is no assurance that any party will be willing to purchase your notes at any price in any secondary market.
- BAC and its affiliates' hedging and trading activities (including trades in shares of the Underlying Stock) and any hedging and trading activities BAC or its affiliates engage in that are not for your account or on your behalf may affect the market value and return of the notes and may create conflicts of interest with you.
- The Underlying Company will have no obligations relating to the notes, and neither we nor MLPF&S will perform any due diligence procedures with respect to the Underlying Company in connection with this offering.
- You will have no rights of a holder of the Underlying Stock, and you will not be entitled to receive shares of the Underlying Stock or dividends or other distributions by the Underlying Company.
- While BAC and our affiliates may from time to time own securities of the Underlying Company, we, BAC and our other affiliates do not control the Underlying Company, and have not verified any disclosure made by the Underlying Company.
- The payment on the notes will not be adjusted for all corporate events that could affect the Underlying Stock. See "Description of the Notes—Ant-Dilution Adjustments" beginning on page PS-20 of product supplement STOCK OL-1.
- There may be potential conflicts of interest involving the calculation agent, which is an affiliate of ours. We have the right to appoint and remove the calculation agent.

## Linked to the Common Stock of NVIDIA Corporation, due January , 2020

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- The U.S. federal income tax consequences of the notes are uncertain, and may be adverse to a holder of the notes. See “Summary Tax Consequences” below and “U.S. Federal Income Tax Summary” beginning on page PS-30 of product supplement STOCK OL-1.

## Linked to the Common Stock of NVIDIA Corporation, due January , 2020

### The Underlying Stock

Because the Underlying Stock is registered under the Securities Exchange Act of 1934, the Underlying Company is required to file periodically certain financial and other information specified by the SEC. Information provided to or filed with the SEC by the Underlying Company can be located at the Public Reference Section of the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549 or through the SEC's website at <http://www.sec.gov> by reference to SEC CIK number 0001045810.

This term sheet relates only to the notes and does not relate to the Underlying Stock or to any other securities of the Underlying Company. Neither we nor any of our affiliates have participated or will participate in the preparation of the Underlying Company's publicly available documents. Neither we nor any of our affiliates have made any due diligence inquiry with respect to the Underlying Company in connection with the offering of the notes. Neither we nor any of our affiliates make any representation that the publicly available documents or any other publicly available information regarding the Underlying Company are accurate or complete. Furthermore, there can be no assurance that all events occurring prior to the date of this term sheet, including events that would affect the accuracy or completeness of these publicly available documents that would affect the trading price of the Underlying Stock, have been or will be publicly disclosed. Subsequent disclosure of any events or the disclosure of or failure to disclose material future events concerning the Underlying Company could affect the price of the Underlying Stock and therefore could affect your return on the notes. The selection of the Underlying Stock is not a recommendation to buy or sell the Underlying Stock.

The Underlying Stock trades on the NASDAQ Global Select Market under the symbol NVDA."

The following table shows the quarterly high and low Closing Market Prices of the shares of the Underlying Stock on its primary exchange from the first quarter of 2008 through December 19, 2018. We obtained this historical data from Bloomberg L.P. We have not independently verified the accuracy or completeness of the information obtained from Bloomberg L.P. These historical trading prices may have been adjusted to reflect certain corporate actions such as stock splits and reverse stock splits.

|                | High (\$) | Low (\$) |
|----------------|-----------|----------|
| 2008           |           |          |
| First Quarter  | 33.01     | 17.66    |
| Second Quarter | 24.85     | 17.91    |
| Third Quarter  | 18.75     | 9.29     |
| Fourth Quarter | 10.41     | 5.90     |
| 2009           |           |          |
| First Quarter  | 10.56     | 7.21     |
| Second Quarter | 12.30     | 8.40     |
| Third Quarter  | 16.47     | 10.09    |
| Fourth Quarter | 18.68     | 11.96    |
| 2010           |           |          |
| First Quarter  | 18.88     | 15.39    |
| Second Quarter | 18.01     | 10.21    |
| Third Quarter  | 12.28     | 8.88     |
| Fourth Quarter | 15.40     | 10.70    |
| 2011           |           |          |
| First Quarter  | 25.69     | 15.77    |
| Second Quarter | 20.50     | 15.41    |
| Third Quarter  | 16.15     | 11.73    |
| Fourth Quarter | 15.82     | 11.81    |
| 2012           |           |          |
| First Quarter  | 16.45     | 13.52    |
| Second Quarter | 15.33     | 11.73    |
| Third Quarter  | 14.81     | 12.37    |
| Fourth Quarter | 13.62     | 11.38    |
| 2013           |           |          |
| First Quarter  | 13.16     | 11.98    |
| Second Quarter | 14.92     | 12.13    |
| Third Quarter  | 16.00     | 14.09    |
| Fourth Quarter | 16.22     | 14.54    |
| 2014           |           |          |
| First Quarter  | 18.88     | 15.36    |
| Second Quarter | 19.61     | 17.98    |
| Third Quarter  | 20.03     | 17.46    |



## Linked to the Common Stock of NVIDIA Corporation, due January , 2020

|  |        |        |
|--|--------|--------|
| Fourth Quarter                             | 21.14  | 16.79  |
| 2015                                       |        |        |
| First Quarter                              | 23.47  | 19.14  |
| Second Quarter                             | 22.76  | 20.11  |
| Third Quarter                              | 24.65  | 19.31  |
| Fourth Quarter                             | 33.75  | 24.17  |
| 2016                                       |        |        |
| First Quarter                              | 35.76  | 25.22  |
| Second Quarter                             | 48.49  | 34.76  |
| Third Quarter                              | 68.52  | 46.66  |
| Fourth Quarter                             | 117.32 | 65.35  |
| 2017                                       |        |        |
| First Quarter                              | 119.13 | 97.67  |
| Second Quarter                             | 159.94 | 95.49  |
| Third Quarter                              | 187.55 | 139.33 |
| Fourth Quarter                             | 216.96 | 179.00 |
| 2018                                       |        |        |
| First Quarter                              | 250.48 | 199.35 |
| Second Quarter                             | 266.91 | 214.25 |
| Third Quarter                              | 283.70 | 236.84 |
| Fourth Quarter (through December 19, 2018) | 289.36 | 138.51 |

**This historical data on the Underlying Stock is not necessarily indicative of the future performance of the Underlying Stock or what the value of the notes may be. Any historical upward or downward trend in the price per share of the Underlying Stock during any period set forth above is not an indication that the price per share of the Underlying Stock is more or less likely to increase or decrease at any time over the term of the notes.**

Before investing in the notes, you should consult publicly available sources for the prices of the Underlying Stock.

## Linked to the Common Stock of NVIDIA Corporation, due January , 2020

### Supplement to the Plan of Distribution; Conflicts of Interest

Under our distribution agreement with MLPF&S, MLPF&S will purchase the notes from us as principal at the public offering price indicated on the cover of this term sheet, less the indicated underwriting discount.

The current business of MLPF&S is being reorganized into two affiliated broker-dealers: MLPF&S and a new broker-dealer, BofAML Securities, Inc. ("BofAML"). BofAML will be the new legal entity for the institutional services that are now provided by MLPF&S.

MLPF&S will be assigning its rights and obligations as selling agent for the notes under our distribution agreement to BofAML effective on the "Transfer Date". Accordingly, if the pricing date of the notes occurs on or after the Transfer Date, BofAML will be responsible for the pricing of the notes. If the settlement date of the notes occurs on or after the Transfer Date, BofAML will, subject to the terms and conditions of the distribution agreement, purchase the notes from us as principal on the settlement date. MLPF&S will in turn purchase the notes from BofAML for resale, and it will receive a selling concession in connection with the sale of the notes in an amount up to the full amount of underwriting discount set forth on the cover of this term sheet.

MLPF&S, a broker-dealer subsidiary of BAC, is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA") and will participate as selling agent in the distribution of the notes. Accordingly, offerings of the notes will conform to the requirements of Rule 5121 applicable to FINRA members. MLPF&S may not make sales in this offering to any of its discretionary accounts without the prior written approval of the account holder.

We may deliver the notes against payment therefor in New York, New York on a date that is greater than two business days following the pricing date. Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, if the initial settlement of the notes occurs more than two business days from the pricing date, purchasers who wish to trade the notes more than two business days prior to the original issue date will be required to specify alternative settlement arrangements to prevent a failed settlement.

The notes will not be listed on any securities exchange. In the original offering of the notes, the notes will be sold in minimum investment amounts of 100 units. If you place an order to purchase the notes, you are consenting to MLPF&S acting as a principal in effecting the transaction for your account.

MLPF&S may repurchase and resell the notes, with repurchases and resales being made at prices related to then-prevailing market prices or at negotiated prices and these will include MLPF&S's trading commissions and mark-ups. MLPF&S may act as principal or agent in these market-making transactions; however, it is not obligated to engage in any such transactions. At MLPF&S's discretion, for a short, undetermined initial period after the issuance of the notes, MLPF&S may offer to buy the notes in the secondary market at a price that may exceed the initial estimated value of the notes. Any price offered by MLPF&S for the notes will be based on then-prevailing market conditions and other considerations, including the performance of the Underlying Stock and the remaining term of the notes. However, neither we nor any of our affiliates is obligated to purchase your notes at any price, or at any time, and we cannot assure you that we or any of our affiliates will purchase your notes at a price that equals or exceeds the initial estimated value of the notes.

The value of the notes shown on your account statement will be based on MLPF&S's estimate of the value of the notes if MLPF&S or another of our affiliates were to make a market in the notes, which it is not obligated to do. That estimate will be based upon the price that MLPF&S may pay for the notes in light of then-prevailing market conditions and other considerations, as mentioned above, and will include transaction costs. At certain times, this price may be higher than or lower than the initial estimated value of the notes.

An investor's household, as referenced on the cover of this term sheet, will generally include accounts held by any of the following, as determined by MLPF&S in its discretion and acting in good faith based upon information then available to MLPF&S:

- the investor's spouse (including a domestic partner), siblings, parents, grandparents, spouse's parents, children and grandchildren, but excluding accounts held by aunts, uncles, cousins, nieces, nephews or any other family relationship not directly above or below the individual investor;
- a family investment vehicle, including foundations, limited partnerships and personal holding companies, but only if the beneficial owners of the vehicle consist solely of the investor or members of the investor's household as described above; and
- a trust where the grantors and/or beneficiaries of the trust consist solely of the investor or members of the investor's household as described above; provided that, purchases of the notes by a trust generally cannot be aggregated together with any purchases made by a trustee's personal account.

Purchases in retirement accounts will not be considered part of the same household as an individual investor's personal or other non-retirement account, except for individual retirement accounts ("IRAs"), simplified employee pension plans ("SEPs"), savings incentive match plan for employees ("SIMPLEs"), and single-participant or owners only accounts (i.e., retirement accounts held by self-employed individuals, business owners or partners with no employees other than their spouses).

Please contact your Merrill Lynch financial advisor if you have any questions about the application of these provisions to your specific circumstances or think you are eligible.

## Structuring the Notes

The notes are our debt securities, the return on which is linked to the performance of the Underlying Stock. The related guarantees are BAC's obligations. As is the case for all of our debt securities, including our and BAC's respective market-linked notes, the economic terms of the notes reflect our and BAC's actual or perceived creditworthiness at the time of pricing. In addition, because market-linked notes result in increased operational, funding and liability management costs to us and BAC, BAC typically borrows the funds under these types of notes at a rate that is more favorable to BAC than the rate that it might pay for a conventional fixed or floating rate debt security. This rate, which we refer to in this term sheet as BAC's internal funding rate, is typically lower than the rate BAC would pay when it issues conventional fixed or floating rate debt securities. This generally relatively lower internal funding rate, which is reflected in the economic terms of the notes, along with the fees and charges associated with market-linked notes, typically results in the initial estimated value of the notes on the pricing date being less than their public offering price.

At maturity, we are required to pay the Redemption Amount to holders of the notes, which will be calculated based on the performance of the Underlying Stock and the \$10 per unit principal amount. In order to meet these payment obligations, at the time we issue the notes, we may choose to enter into certain hedging arrangements (which may include call options, put options or other derivatives) with MLPF&S or one of our other affiliates. The terms of these hedging arrangements are determined by seeking bids from market participants, including MLPF&S and its affiliates, and take into account a number of factors, including our and BAC's creditworthiness, interest rate movements, the volatility of the Underlying Stock, the tenor of the notes and the tenor of the hedging arrangements. The economic terms of the notes and their initial estimated value depend in part on the terms of these hedging arrangements.

MLPF&S has advised us that the hedging arrangements will include a hedging related charge of approximately \$0.075 per unit, reflecting an estimated profit to be credited to MLPF&S from these transactions. Since hedging entails risk and may be influenced by unpredictable market forces, additional profits and losses from these hedging arrangements may be realized by MLPF&S or any third party hedge providers.

For further information, see "Risk Factors—General Risks Relating to the Notes" beginning on page PS-6 and "Use of Proceeds" on page PS-16 of product supplement STOCK OL-1.

## MLPF&S Reorganization

As discussed above under "Supplement to the Plan of Distribution; Conflicts of Interest", the current business of MLPF&S is being reorganized into two affiliated broker-dealers. Effective on the Transfer Date, BofAMLS will be the new legal entity for the institutional services that are now provided by MLPF&S. As such, beginning on the Transfer Date, the institutional services currently being provided by MLPF&S, including acting as selling agent for the notes, acting as calculation agent for the notes, acting as principal or agent in secondary market-making transactions for the notes, estimating the value of the notes using pricing models, and entering into hedging arrangements with respect to the notes, are expected to be provided by BofAMLS. Accordingly, references to MLPF&S in this term sheet as such references relate to MLPF&S's institutional services, such as those described above, should be read as references to BofAMLS to the extent these services are to be performed on or after the Transfer Date.

Linked to the Common Stock of NVIDIA Corporation, due January , 2020

## Summary Tax Consequences

You should consider the U.S. federal income tax consequences of an investment in the notes, including the following:

- There is no statutory, judicial, or administrative authority directly addressing the characterization of the notes.
- You agree with us (in the absence of an administrative determination, or judicial ruling to the contrary) to characterize and treat the notes for all tax purposes as a callable single financial contract with respect to the Underlying Stock.
- Under this characterization and tax treatment of the notes, a U.S. Holder (as defined beginning on page 50 of the prospectus) generally will recognize capital gain or loss upon maturity or upon a sale, exchange, or redemption of the notes prior to maturity. This capital gain or loss generally will be long-term capital gain or loss if you held the notes for more than one year.
- No assurance can be given that the IRS or any court will agree with this characterization and tax treatment.

**You should consult your own tax advisor concerning the U.S. federal income tax consequences to you of acquiring, owning, and disposing of the notes, as well as any tax consequences arising under the laws of any state, local, foreign, or other tax jurisdiction and the possible effects of changes in U.S. federal or other tax laws. You should review carefully the discussion under the section entitled “U.S. Federal Income Tax Summary” beginning on page PS-30 of product supplement STOCK OL-1. In addition, any reference to “Morrison & Foerster LLP” in the aforementioned tax discussions in product supplement STOCK OL-1 should be read as a reference to “Sidley Austin LLP.”**

## Where You Can Find More Information

We and BAC have filed a registration statement (including a productsupplement, a prospectus supplement, and a prospectus) with the SEC for the offering to which this term sheet relates. Before you invest, you should read the Note Prospectus, including this term sheet, and the other documents relating to this offering that we and BAC have filed with the SEC, for more complete information about us, BAC and this offering. You may get these documents without cost by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, we, any agent, or any dealer participating in this offering will arrange to send you these documents if you so request by calling MLPF&S toll-free at 1-800-294-1322.

## Market-Linked Investments Classification



*MLPF&S classifies certain market-linked investments (the “Market-Linked Investments”) into categories, each with different investment characteristics. The following description is meant solely for informational purposes and is not intended to represent any particular Enhanced Return Market-Linked Investment or guarantee any performance.*

Enhanced Return Market-Linked Investments are short- to medium-term investments that offer you a way to enhance exposure to a particular market view without taking on a similarly enhanced level of market downside risk. They can be especially effective in a flat to moderately positive market (or, in the case of bearish investments, a flat to moderately negative market). In exchange for the potential to receive better-than market returns on the linked asset, you must generally accept market downside risk and capped upside potential. As these investments are not market downside protected, and do not assure full repayment of principal at maturity, you need to be prepared for the possibility that you may lose all or part of your investment.

