

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * <u>Mensah Bernard A</u> (Last) (First) (Middle) <u>100 NORTH TRYON STREET</u> (Street) <u>CHARLOTTE NC 28255</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>BANK OF AMERICA CORP /DE/ [BAC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>President, International</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2023</u> | |
| | | 4. If Amendment, Date of Original Filed (Month/Day/Year) |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/15/2023 | | M | | 25,345 | A | (1) | 105,969 | D | |
| Common Stock | 02/15/2023 | | F | | 11,913 ⁽²⁾ | D | \$35.56 | 94,056 | D | |
| Common Stock | 02/15/2023 | | M | | 29,763 | A | (1) | 123,819 | D | |
| Common Stock | 02/15/2023 | | F | | 13,989 ⁽²⁾ | D | \$35.56 | 109,830 | D | |
| Common Stock | 02/15/2023 | | M | | 40,000 | A | (3) | 149,830 | D | |
| Common Stock | 02/15/2023 | | D | | 40,000 | D | \$35.56 | 109,830 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| 2017 Restricted Stock Units | (1) | 02/15/2023 | | M | | | 33,788 | (4) | (4) | Common Stock | 33,788 | (1) | 33,788 | D | |
| Vested Restricted Stock Units | (1) | 02/15/2023 | | M | | 33,788 | | (4) | 08/15/2024 | Common Stock | 33,788 | (1) | 33,788 | D | |
| 2018 Restricted Stock Units | (1) | 02/15/2023 | | M | | 25,346 | | (5) | (5) | Common Stock | 25,346 | (1) | 50,691 | D | |
| Vested Restricted Stock Units | (1) | 02/15/2023 | | M | | 25,346 | | (5) | 02/15/2026 | Common Stock | 25,346 | (1) | 50,691 | D | |
| Vested Restricted Stock Units | (1) | 02/15/2023 | | M | | 25,345 | | (5) | 02/15/2026 | Common Stock | 25,345 | (1) | 25,346 | D | |
| 2019 Restricted Stock Units | (1) | 02/15/2023 | | M | | 29,763 | | (6) | (6) | Common Stock | 29,763 | (1) | 89,291 | D | |
| Vested Restricted Stock Units | (1) | 02/15/2023 | | M | | 29,763 | | (6) | 02/15/2027 | Common Stock | 29,763 | (1) | 59,526 | D | |
| Vested Restricted Stock Units | (1) | 02/15/2023 | | M | | 29,763 | | (6) | 02/15/2027 | Common Stock | 29,763 | (1) | 29,763 | D | |
| 2020 Restricted Stock Units | (1) | 02/15/2023 | | M | | 24,966 | | (7) | (7) | Common Stock | 24,966 | (1) | 99,864 | D | |
| Vested Restricted Stock Units | (1) | 02/15/2023 | | M | | 24,966 | | (7) | 02/15/2028 | Common Stock | 24,966 | (1) | 24,966 | D | |
| Phantom Stock Units | (3) | 02/15/2023 | | M | | 40,000 | | (8) | (8) | Common Stock | 40,000 | (3) | 60,000 | D | |

Explanation of Responses:

1. Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.

2. Disposition of shares to the issuer to satisfy a tax withholding obligation.
3. Each phantom stock unit is the economic equivalent of one share of Bank of America Corporation common stock.
4. On February 15 2017, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2020. The net amount of each installment after any applicable tax withholding is subject to an additional six-month holding period after vesting.
5. On February 15, 2018, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2021. The net amount of each installment after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
6. On February 15, 2019, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2022. The net amount of each installment after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
7. On February 14, 2020, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2023. The net amount of each installment after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
8. On February 12, 2021, the reporting person was granted phantom units, with 40% vesting on February 15, 2023 and the remaining 60% vesting in five equal annual installments commencing on February 15, 2025. The net amount of each of the five installments after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.

[Bernard A. Mensah / Michael P. Lapp POA](#) [02/17/2023](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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