

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):
January 23, 2013

BANK OF AMERICA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-6523
(Commission File Number)

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

**100 North Tryon Street
Charlotte, North Carolina 28255**
(Address of principal executive offices)

(704) 386-5681
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On January 23, 2013, the board of directors (the "Board") of Bank of America Corporation (the "Corporation") elected Arnold Donald and Lionel L. Nowell III to serve on the Board, effective immediately. At this time, the Board has not yet determined on which of the Board's committees the new directors will serve. Each new director will receive compensation as a non-employee director in accordance with the Corporation's non-employee director compensation practices and plans described in the Corporation's 2012 Proxy Statement filed with the U.S. Securities and Exchange Commission on March 28, 2012. Under the non-employee director compensation program, each new director will automatically be granted initial restricted stock and cash awards on February 1, 2013, which will be prorated from the date of appointment to the Corporation's next annual stockholders' meeting.

A copy of the Corporation's news release announcing the election of Messrs. Donald and Nowell is attached as Exhibit 99.1 and is incorporated in this report by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibit is filed herewith:

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	Press Release dated January 23, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANK OF AMERICA CORPORATION

By: /s/ Lauren A. Mogensen

Lauren A. Mogensen

Deputy General Counsel and Corporate Secretary

Dated: January 23, 2013

INDEX TO EXHIBITS

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99.1	Press Release dated January 23, 2013

January 23, 2013

Investors May Contact:

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Reporters May Contact:

Scott Silvestri, Bank of America, 1.980.388.9921

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Bank of America Board Appoints New Directors

CHARLOTTE - The Bank of America Corporation Board of Directors today appointed Arnold Donald, a former chairman and chief executive officer of Merisant Co., and Lionel L. Nowell III, a former treasurer of PepsiCo Inc., as new directors. The appointments are effective immediately.

"The board welcomes the extensive expertise and judgment Arnold and Lionel bring," said Charles O. Holliday, chairman of the Bank of America board. "We look forward to working with them."

"The management team will benefit from the perspectives and experience of these new board members," said Bank of America Chief Executive Officer Brian Moynihan.

Arnold Donald

Donald, 58, is an investor and management consultant operating through his private firm, AWD Group Plc, LLC. He previously served as president and chief executive officer of The Executive Leadership Council, a not-for-profit organization that provides African American executives at major U.S. companies with a professional network and a forum on business issues. Previously he was president and CEO of the Juvenile Diabetes Research Foundation International.

From 2000 to 2003, Donald served as chairman and CEO of Merisant, a privately held global manufacturer of tabletop sweeteners, and chairman until 2005. Prior to co-founding Merisant, he spent more than 20 years at Monsanto Co., where he held several senior leadership positions with global responsibilities including president of its Agricultural Group and president of its Nutrition and Consumer Sector. He joined Monsanto in 1977.

Donald received a bachelor's degree in economics from Carleton College, a bachelor's degree in mechanical engineering from Washington University and a master's in business administration from The University of Chicago Booth School of Business. He serves as a member of the boards of Carnival Corp. and an affiliate, Crown Holdings Inc. and The Laclede Group, Inc., as well as not-for-profit boards including Carleton College; Washington University; and BJC Healthcare.

More

Lionel L. Nowell III

Nowell, 58, served as treasurer of PepsiCo from 2001 to 2009. Previously he served as chief financial officer of The Pepsi Bottling Group, a position he assumed in 2000, and was PepsiCo's controller before joining Pepsi Bottling. He joined PepsiCo from RJR Nabisco Inc., where he was a Strategy and Business Development executive.

Prior to joining RJR Nabisco, Nowell held various senior financial roles at the Pillsbury division of Diageo Plc, including chief financial officer of its Pillsbury North America, Pillsbury Foodservice and Haagen-Dazs divisions. He also served as controller of the Pillsbury Company and was vice president of internal audit. Before Pillsbury, Nowell spent eight years as a finance executive at Pizza Hut, which at the time was a division of PepsiCo.

Nowell received a bachelor's degree in business administration from Ohio State University and is a certified public accountant. He serves on the boards of American Electric Power Co. and Reynolds American Inc., as well as the Dean's Advisory Board at Ohio State University Fisher College of Business.

Bank of America

Bank of America is one of the world's largest financial institutions, serving individual consumers, small- and middle-market businesses and large corporations with a full range of banking, investing, asset management and other financial and risk management products and services. The company provides unmatched convenience in the United States, serving approximately 53 million consumer and small business relationships with approximately 5,500 retail banking offices and approximately 16,300 ATMs and award-winning online banking with 30 million active users. Bank of America is among the world's leading wealth management companies and is a global leader in corporate and investment banking and trading across a broad range of asset classes, serving corporations, governments, institutions and individuals around the world. Bank of America offers industry-leading support to approximately 3 million small business owners through a suite of innovative, easy-to-use online products and services. The company serves clients through operations in more than 40 countries. Bank of America Corporation stock (NYSE: BAC) is a component of the Dow Jones Industrial Average and is listed on the New York Stock Exchange.

For more Bank of America news, visit the [Bank of America newsroom](#).

www.bankofamerica.com

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