

**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):
April 1, 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 8.01 Other
Events.**

On April 1, 2013, Bank of America Corporation (the “Corporation”) issued a news release announcing that it had submitted redemption notices for the following securities:

- the Corporation's 8.20% Non-Cumulative Preferred Stock, Series H (the “Series H Preferred Stock”), including the depositary shares representing 1/1,000th interest in one share of the Series H Preferred Stock,
- the Corporation's 8.625% Non-Cumulative Preferred Stock, Series 8 (the “Series 8 Preferred Stock”), including the depositary shares representing 1/1,200th interest in one share of the Series 8 Preferred Stock, and
- the Progress Capital Trust II 11.445% Preferred Securities.

The news release contains additional information about the securities to be redeemed, including the redemption prices, the redemption dates, payment of dividends, trading symbols, CUSIP numbers, and procedures for redemption. A copy of the news release is attached hereto as Exhibit 99.1 and incorporated by reference into this Item 8.01.

**ITEM 9.01. FINANCIAL STATEMENTS AND
EXHIBITS.**

(d) Exhibits.

The following exhibit is filed herewith.

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	News Release dated April 1, 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: April 1, 2013

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	News Release dated April 1, 2013

April 1, 2013

Investors May Contact:

Jonathan G. Blum, Bank of America, 1.212.449.3112

Reporters May Contact:

Jerry Dubrowski, Bank of America, 1.980.388.2840

jerome.f.dubrowski@bankofamerica.com

Bank of America Announces Redemption of All Outstanding Depositary Shares Representing Interests in Its 8.20% Non-Cumulative Preferred Stock, Series H, and Its 8.625% Non-Cumulative Preferred Stock, Series 8

CHARLOTTE - Bank of America Corporation announced today that it has submitted redemption notices for its 8.20% Non-Cumulative Preferred Stock, Series H (the Series H Preferred Stock), and the corresponding depositary shares representing fractional interests in the Series H Preferred Stock (the Series H Depositary Shares), and its 8.625% Non-Cumulative Preferred Stock, Series 8 (the Series 8 Preferred Stock), and the corresponding depositary shares representing fractional interests in the Series 8 Preferred Stock (the Series 8 Depositary Shares).

The Series H Depositary Shares (NYSE: BAC.PrH) (CUSIP No. 060505765), each representing a 1/1,000th interest in one share of the Series H Preferred Stock, and the Series 8 Depositary Shares (NYSE: BML.PrQ) (CUSIP No. 060505559), each representing a 1/1,200th interest in one share of the Series 8 Preferred Stock, will be redeemed at a redemption price of \$25 per depositary share.

All 114,482,182 Series H Depositary Shares currently outstanding will be redeemed on May 1, 2013 for an aggregate redemption price of \$2,862,054,550, and all 106,920,000 Series 8 Depositary Shares currently outstanding will be redeemed on May 28, 2013 for an aggregate redemption price of \$2,673,000,000.

Since the redemption dates for the Series H Depositary Shares and the Series 8 Depositary Shares are also dividend payment dates, the applicable redemption price of \$25 per depositary share does not include any declared and unpaid dividends. Dividends on the Series H Depositary Shares for the full current quarterly dividend period from and including February 1, 2013 to but excluding May 1, 2013 (which have not yet been declared) will be paid separately in the customary manner on May 1, 2013 to holders of record on April 15, 2013. Dividends on the Series 8 Depositary Shares for the full current quarterly dividend period from and including February 28, 2013 to but excluding May 28, 2013 (which have not yet been declared) will be paid separately in the customary manner on May 28, 2013 to holders of record on the record date fixed by Bank of America's Board of Directors.

The depositary shares are held through the Depository Trust Company (DTC) and will be redeemed in accordance with the procedures of DTC. Payment to DTC for the Series H Depositary Shares will be made by Computershare Inc. and Computershare Trust Company, N.A., collectively as redemption agent, in accordance with the Deposit Agreement governing the Series H Depositary Shares. Payment to DTC for the Series 8 Depositary Shares will be made by The Bank of New York Mellon, as redemption agent, in accordance with the Deposit Agreement governing the Series 8 Depositary Shares. The addresses for the redemption agents are as follows:

Series H Depositary Shares:
Computershare Trust Company, N.A.
Attn: Corporate Actions
250 Royall St.
Canton, MA 02021

Series 8 Depositary Shares:
The Bank of New York Mellon
Global Corporate Trust
111 Sanders Creek Parkway
East Syracuse, NY 13057

Bank of America has received all necessary approvals for these redemptions.

In addition, Bank of America announced that it will submit a redemption notice to the property trustee for Progress Capital Trust II, which will result in the redemption of \$6 million aggregate liquidation amount outstanding of the 11.445% Preferred Securities (CUSIP No. NC0005842) of Progress Capital Trust II. The redemption date for these securities will be May 1, 2013, and the cash redemption price to be paid on the redemption date will be \$1,045.78 plus accumulated and unpaid distributions per preferred security to the redemption date of \$32.4275.

Bank of America

Bank of America is one of the world's largest financial institutions, serving individual consumers, small- and middle-market businesses, institutional investors, large corporations and governments with a full range of banking, investing, asset management and other financial and risk management products and services. We serve 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.

Forward-looking statements

Certain statements in this news release represent the current expectations, plans or forecasts of Bank of America based on available information and are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements often use words like “expects,” “anticipates,” “believes,” “estimates,” “targets,” “intends,” “plans,” “predict,” “goal” and other similar expressions or future or conditional verbs such as “will,” “may,” “might,” “should,” “would” and “could.” Forward-looking statements speak only as of the date they are made, and Bank of America undertakes no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made.

These statements are not guarantees of future results or performance and involve certain risks, uncertainties and assumptions that are difficult to predict and are often beyond Bank of America's control. Actual outcomes and results may differ materially from those expressed in, or implied by, any of these forward-looking statements. You should not place undue reliance on any forward-looking statement and should consider all of the following uncertainties and risks, as well as those discussed under Item 1A. “Risk Factors” of Bank of America's Annual Report on Form 10-K for the year ended December 31, 2012 and in any of Bank of America's other subsequent Securities and Exchange Commission filings.

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