

**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):
February 17, 2017

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.

Bank of America Corporation (“Bank of America” or the “Company”) today announced that its Board of Directors has awarded 2016 incentive compensation for Bank of America’s executive officers, including Chairman and Chief Executive Officer Brian T. Moynihan.

During 2016, Bank of America’s responsible growth strategy produced earnings of \$17.9 billion, 13% higher than 2015 and the second highest earnings in Company history. Revenue growth combined with expense decline increased operating leverage across the enterprise. The Company also achieved historically low credit losses. Total shareholder return was 33.3% in 2016 and was above the primary peer group on 1-, 3-, and 5-year bases, and Bank of America returned \$6.6 billion in capital to its common shareholders in 2016. The Company also made progress on its long-term return on assets, return on tangible common equity and efficiency goals.

Mr. Moynihan’s compensation continues to be composed of base salary, time-based restricted stock units (“RSUs”), and performance RSUs that will be paid only if Bank of America meets specific financial goals.

Mr. Moynihan’s annual base salary remains unchanged at \$1.5 million. The aggregate value of his 2016 equity incentive award is \$18.5 million - 50% of which is performance RSUs. Consistent with prior years, he received no cash bonus for 2016.

Under Bank of America’s pay-for-performance design, the executive must re-earn performance RSUs through the Company’s achievement of performance metrics over a three-year performance and vesting period. The goals for the 2017 performance RSUs are a three-year average return on assets of 0.80% and a three-year average growth of adjusted tangible book value of 8.5%. If Bank of America meets or exceeds both target goals, 100% of the previously earned performance RSUs will be paid, the maximum result. As with previous grants of performance RSUs, no performance RSUs will be re-earned if results are below the minimum goals. Any performance RSUs not re-earned will be forfeited.

Mr. Moynihan’s time-based RSUs consist of cash-settled RSUs that will vest monthly over the next 12 months (30% of the equity incentive award), and stock-settled RSUs that will vest annually over the next three years (20% of the equity incentive award).

Additionally, Mr. Moynihan’s equity incentive awards are subject to Bank of America’s stock ownership and retention requirements. Specifically, 50% of the net after-tax shares he receives from equity awards must be retained until one year after his retirement. These equity awards also are subject to Bank of America’s clawback policies.

Detail regarding Mr. Moynihan’s equity incentive awards described herein will be presented in a Form 4 filing with the Securities and Exchange Commission. Additional important information about Bank of America’s incentive compensation programs and governance, including an explanation of all material elements of the compensation for Mr. Moynihan and the other named executive officers, will be presented in Bank of America’s proxy statement for the 2017 annual meeting of stockholders, expected to be filed with the Securities and Exchange Commission in March 2017.

Forward-looking statements

Certain statements in this Form 8-K 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 forward-looking statements. You should not place undue reliance on any forward-looking statement and should consider all of the uncertainties and risks discussed under Item 1A. “Risk Factors” of Bank of America’s Annual Report on Form 10-K for the year ended December 31, 2015 and in any of Bank of America’s other subsequent Securities and Exchange Commission filings.

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/ Ross E. Jeffries, Jr.

Ross E. Jeffries, Jr.

Deputy General Counsel and Corporate Secretary

Dated: February 17, 2017