

**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):**  
October 24, 2018

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2). ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 24, 2018, the board of directors (the “Board”) of Bank of America Corporation (the “Corporation”) appointed Dr. Clayton S. Rose to serve on the Board effective immediately, and also appointed Dr. Rose to serve on the Board's Audit and Compensation and Benefits Committees. Dr. Rose is the president of Bowdoin College. Dr. Rose will receive compensation as a non-employee director in accordance with the Corporation’s non-employee director compensation program described under the caption “Director Compensation” in the Corporation’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on March 12, 2018. Under the non-employee director compensation program, Dr. Rose will be granted restricted stock and cash awards on October 24, 2018, the amount of 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 appointment of Dr. Rose is furnished 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.

<b>EXHIBIT NO.</b>	<b>DESCRIPTION OF EXHIBIT</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>News Release dated October 24, 2018</u></a>

## **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: October 24, 2018



October 24, 2018

### **Bank of America Names Clayton S. Rose to Board of Directors**

CHARLOTTE – Bank of America’s Board of Directors today appointed Clayton S. Rose as director, effective immediately. He is a member of the Audit and Compensation and Benefits committees.

Dr. Rose, 60, served as a director from 2013 until 2015, when he was named to his current position as president of Bowdoin College in Brunswick, Maine. He is a former senior executive with J.P. Morgan & Co. Inc. During his approximately two decades with the firm, he headed two of the five major lines of business – Global Investment Banking and Global Equities – and was a member of the senior management team. He was a founder of J.P. Morgan’s equities business, and had management roles in securities, derivatives, and corporate finance businesses.

A former professor at the Harvard Business School, Dr. Rose also taught at the Graduate School of Business at Columbia University and the Stern School of Business at New York University. His teaching and writings range from strategy to corporate responsibility, moral leadership and ethics, managerial values, and business engagement with societal challenges.

“We welcome Clayton back to our board,” said Chairman and Chief Executive Officer Brian Moynihan. “In every dimension of how we drive Responsible Growth – focusing on our clients, managing risk well, and ensuring that growth is sustainable – Clayton brings terrific perspective.”

“Clayton’s expertise in a range of financial and strategic disciplines, enhanced by his experience as an academic leader, will add important judgment and diverse insight to our board,” said Lead Independent Director Jack Bovender.

Dr. Rose received his Ph.D. in sociology from the University of Pennsylvania. He earned an A.B. and MBA from the University of Chicago, and an M.A. from the University of Pennsylvania. He is a trustee of the Howard Hughes Medical Institute, the nation’s largest private supporter of academic biomedical research.

The board is composed of 16 directors, 15 of whom are independent. Eleven of the independent directors joined the board since the company’s 2012 annual meeting.

#### **Bank of America**

Bank of America is one of the world’s leading 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 67 million consumer and small business clients with approximately 4,400 retail financial centers, approximately 16,100 ATMs, and award-winning digital banking with more than 36 million active users, including nearly 26 million mobile users. Bank of America is a global leader in wealth management, corporate and investment banking and trading across a broad range of asset classes, serving corporations, governments,

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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 across the United States, its territories and more than 35 countries. Bank of America Corporation stock (NYSE: BAC) is listed on the New York Stock Exchange.

For more Bank of America news, including dividend announcements and other important information, visit the [Bank of America newsroom](#). Click [here](#) to register for news email alerts.

[www.bankofamerica.com](http://www.bankofamerica.com)

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