
**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):

May 13, 2019

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
(IRS 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. ☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	BAC	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of Floating Rate Non-Cumulative Preferred Stock, Series E	BAC PrE	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 6.625% Non-Cumulative Preferred Stock, Series W	BAC PrW	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 6.500% Non-Cumulative Preferred Stock, Series Y	BAC PrY	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 6.200% Non-Cumulative Preferred Stock, Series CC	BAC PrC	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 6.000% Non-Cumulative Preferred Stock, Series EE	BAC PrA	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 6.000% Non-Cumulative Preferred Stock, Series GG	BAC PrB	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 5.875% Non-Cumulative Preferred Stock, Series HH	BAC PrK	New York Stock Exchange
7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L	BAC PrL	New York Stock Exchange
Depository Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 1	BML PrG	New York Stock Exchange
Depository Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 2	BML PrH	New York Stock Exchange
Depository Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 4	BML PrJ	New York Stock Exchange
Depository Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 5	BML PrL	New York Stock Exchange
Floating Rate Preferred Hybrid Income Term Securities of BAC Capital Trust XIII (and the guarantee related thereto)	BAC/PF	New York Stock Exchange
5.63% Fixed to Floating Rate Preferred Hybrid Income Term Securities of BAC Capital Trust XIV (and the guarantee related thereto)	BAC/PG	New York Stock Exchange
Income Capital Obligation Notes initially due December 15, 2066 of Bank of America Corporation	MER PrK	New York Stock Exchange
Senior Medium-Term Notes, Series A, Step Up Callable Notes, due November 28, 2031 of BofA Finance LLC (and the guarantee of the Registrant with respect thereto)	BAC/31B	New York Stock Exchange

ITEM 8.01. Other Events.

Effective May 13, 2019, the U.S. brokerage operations of Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPF&S”), an indirect wholly-owned subsidiary of Bank of America Corporation (“BAC”), have been reorganized into two separate legal entities (the “Reorganization”). In the Reorganization, BofA Securities, Inc., a Delaware corporation formed on September 1, 2015 (“BofA Securities”), will be the new legal entity providing institutional services that were previously provided by MLPF&S. As such, the institutional services previously provided by MLPF&S, including, but not limited to, acting as an underwriter, selling agent, calculation agent, quotation agent or other agent, in connection with the offering and sale of securities of BAC or certain of its subsidiaries, including BofA Finance LLC (“BofA Finance”), will now be provided by BofA Securities. Retail broker-dealer services will continue to be provided by MLPF&S.

In connection with the Reorganization, effective on May 13, 2019, MLPF&S has assigned to BofA Securities, and BofA Securities has assumed, all of the rights and obligations of MLPF&S (a) as selling agent or agent under the distribution agreement or selling agent agreement, as the case may be, for the securities offering programs under which BAC issues its Senior and Subordinated Medium-Term Notes, Series N (the “Series N MTN Program”) and its Senior and Subordinated InterNotes® (the “InterNotes® Program”), and BofA Finance issues its Senior Medium-Term Notes, Series A (the “Series A Program” and together with the Series N Program and the InterNotes® Program, the “SEC-Registered MTN Programs”) and (b) under any other similar agreement pursuant to which MLPF&S acts as selling agent or initial purchaser in connection with the offer and sale of securities by BAC or any of its subsidiaries that are exempt from or not subject to registration under the Securities Act of 1933, as amended.

A copy of the Assignment and Assumption Agreement between MLPF&S and BofA Securities with respect to the SEC-Registered MTN Programs is attached hereto as Exhibit 1.1.

BofA Securities (formerly known as BofAML Securities, Inc.), an indirect wholly-owned subsidiary of BAC and an affiliate of BofA Finance, is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (“FINRA”). The registration of BofA Securities as a broker-dealer was filed with the Securities and Exchange Commission on April 29, 2016, and became effective on January 23, 2018. The new member application for BofA Securities was filed with FINRA on August 15, 2016, and became effective on January 23, 2018.

Unless otherwise disclosed, BAC will receive the net proceeds of any offering of its securities in which BofA Securities participates as an underwriter, dealer or agent, and in the case of an offering of securities of BofA Finance, BofA Finance will receive the net proceeds of any offering of its securities in which BofA Securities participates as an underwriter, dealer or agent.

ITEM 9.01. Financial Statements and Exhibits

BAC has filed a Registration Statement on Form S-3 (Registration No. 333-224523, effective June 29, 2018) (the “BAC Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), registering the offer and sale of, among other securities, BAC’s Medium-Term Notes, Series N and BAC’s InterNotes®. BofA Finance and BAC have filed a Registration Statement on Form S-3 (Registration Nos. 333-213265 and 333-213265-01, effective November 4, 2016) (the “BofA Finance Registration Statement”) under the Securities Act, registering the offering of, among other securities, BofA Finance’s Medium Term Notes, Series A. A copy of the Assignment and Assumption Agreement relating to the distribution or selling agent agreements for the SEC-Registered MTN Programs filed as exhibits to these Registration Statements is being filed as Exhibit 1.1 to this report.

(d) Exhibits.

The following exhibit is filed herewith and is incorporated by reference into the BAC Registration Statement (No. 333-224523) and the BofA Finance Registration Statement (Nos. 333-213265 and 333-213265-01) as an exhibit to each such Registration Statement.

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
<u>1.1</u>	<u>Assignment and Assumption Agreement between MLPF&S and BofA Securities dated May 10, 2019.</u>

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.
Name: Ross E. Jeffries, Jr.
Title: Deputy General Counsel and Corporate Secretary

Dated: May 13, 2019

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (this “Agreement”) is dated as of May 10, 2019 and is made by and between Merrill Lynch, Pierce, Fenner & Smith Incorporated, a Delaware corporation (the “Assignor”), and BofA Securities, Inc., a Delaware corporation (the “Assignee”).

WHEREAS, the Assignor is a party to certain agreements (the “Assigned Agreements”) set forth on Schedule 1 attached hereto, as agent or selling agent in connection with the issuance of senior and subordinated notes of Bank of America Corporation, a Delaware corporation, or BofA Finance LLC, a Delaware limited liability company, as applicable (collectively, the “Issuers” and each, an “Issuer”);

WHEREAS, the Assignor seeks to assign its rights and obligations under each of the Assigned Agreements to the Assignee, effective on May 13, 2019 (the “Effective Date”), in connection with the restructuring of the Assignor’s investment banking business; and

WHEREAS, the Assignor has entered into consent agreements with each of the Issuers for the assignment of the Assignor’s rights, title and interest and obligations under each of the Assigned Agreements to the Assignee to the extent required by the applicable Assigned Agreement;

NOW, THEREFORE, in consideration of the mutual agreements of the Assignor and the Assignee herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Assignment of Rights. The Assignor hereby assigns to the Assignee, and the Assignee hereby accepts assignment from the Assignor (the “Assignment”) of, all of the Assignor’s rights, title and interest under each of the Assigned Agreements, to have and to hold the same for the use and enjoyment of the Assignee and its successors and assigns, effective on the Effective Date.

2. Assumption of Obligations. The Assignor hereby delegates to the Assignee, and the Assignee hereby assumes from Assignor and agrees to hereafter perform, discharge and satisfy in accordance with their respective terms (the “Assumption”), all of the Assignor’s duties, obligations and liabilities under each of the Assigned Agreements, whether any such obligations arose on or prior to, or arise after, the Effective Date.

3. Effectiveness of Assignment and Assumption. The Assignment and the Assumption shall be effective as of the Effective Date.

4. Assigned Agreements. The Assignee hereby agrees that as of the Effective Date any and all references in each of the Assigned Agreements to the Assignor shall refer to the Assignee. For the avoidance of doubt, all references to the Assignor in the administrative procedures attached as an annex to an Assigned Agreement (if applicable) shall as of the Effective Date refer to the Assignee.

5. Governing Law. This Agreement shall be governed by and construed under the laws of the State of New York, without regard to conflict of laws principles.

6. Amendments and Waivers. This Agreement may be amended, modified, supplemented or restated only by a written instrument executed by the parties hereto.

7. Successors and Assigns; No Third Party Beneficiaries. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. Nothing in this Agreement shall confer upon any person (other than the relevant Issuer or its successors or assigns), any right or remedy of any nature or kind whatsoever under or by reason of this Agreement.

8. Integration. This Agreement constitutes the entire agreement between the parties hereto pertaining to the subject matter hereof and thereof and supersedes all prior agreements and understandings pertaining thereto.

9. Counterparts. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same agreement, and all signatures need not appear on any one counterpart.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Assignment and Assumption Agreement as of the date first above written.

Merrill Lynch, Pierce, Fenner & Smith Incorporated

By: /s/ Allison Gladstone
Name: Allison Gladstone
Title: Managing Director

BofA Securities, Inc.

By: /s/ Yuriko Mita
Name: Yuriko Mita
Title: Managing Director

Acknowledged, accepted and agreed to as of the date first written above:

Bank of America Corporation

By: /s/ Andrei Magasiner
Name: Andrei Magasiner
Title: Treasurer

BofA Finance LLC

By: /s/ Min Zhang
Name: Min Zhang
Title: Vice President

[SIGNATURE PAGE - ASSIGNMENT AND ASSUMPTION AGREEMENT
(BAC & BofA FINANCE LLC, AS ISSUERS)]

Schedule 1

Assigned Agreements

1. Distribution Agreement, dated June 29, 2018, by and between Bank of America Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated
2. Amended and Restated Selling Agent Agreement, dated June 29, 2018, by and among Bank of America Corporation, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Incapital LLC, Citigroup Global Markets Inc., Morgan Stanley & Co. LLC and Wells Fargo Clearing Services, LLC
3. Distribution Agreement, dated November 4, 2016, by and among BofA Finance LLC, Bank of America Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated