

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

**FORM 8-K**

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

**Date of Report (Date of earliest event reported):**  
July 25, 2019

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**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)

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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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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
Depository Shares, each representing 1/1,000th interest in a share of 5.375% Non-Cumulative Preferred Stock, Series KK	BAC PrM	New York Stock Exchange

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 July 25, 2019, the board of directors (the “Board”) of Bank of America Corporation (the “Corporation”) appointed Ms. Denise L. Ramos to serve on the Board effective immediately, and also appointed Ms. Ramos to serve on the Board’s Audit Committee and Compensation and Benefits Committee. Ms. Ramos is the former chief executive officer, president and director of ITT Inc. and serves on the boards of directors of Phillips 66 and United Technologies Corporation. Ms. Ramos 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 13, 2019. Under the non-employee director compensation program, Ms. Ramos will be granted restricted stock and cash awards on July 25, 2019, 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 Ms. Ramos 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 July 25, 2019</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: July 25, 2019

July 25, 2019

**Bank of America Names Denise Ramos to Board of Directors**

CHARLOTTE - The Bank of America Corporation Board of Directors today appointed Denise L. Ramos as a director, effective immediately.

Ramos, 62, retired in 2019 as the CEO, president and a director of ITT, Inc., after serving in those roles since 2011. She joined the company in 2007, serving as the senior vice president and CFO before becoming CEO. Under her tenure as CEO, market capitalization for the company increased nearly three times to more than \$5 billion.

Currently, Ramos is on the boards of directors for Phillips 66 and United Technologies Corp. She previously served on the board of Praxair, Inc. from 2014 to 2016.

“Denise’s leadership in multiple industries - engineering, aerospace and technology, energy and sustainability - brings additional diversity and executive perspective to our board,” said Brian Moynihan, chairman and chief executive officer.

Ramos has been appointed to the Audit and Compensation and Benefits Committees of the Bank of America Board of Directors .

“Denise will bring great insights across a wide range of experiences and deep business acumen to the board,” said Jack Bovender, lead independent director.

Ramos was named fifth by Fortune on its 2014 Businessperson of the Year list, and that same year was honored by the New York Hall of Science with its Distinguished Leadership Award for her leadership in 21<sup>st</sup>-century STEM learning, workforce development, and commitment to establishing diversity throughout the STEM fields.

For more than two decades prior to joining ITT, Ramos held leadership positions in the oil and gas industry and also has significant retail and customer-centric experience. Her career began at Atlantic Richfield Company (ARCO), and she also served as senior vice president and corporate treasurer for Yum! Brands, CFO for the U.S. Division of KFC Corporation and CFO for Furniture Brands International.

She is a member of Phi Beta Kappa and received an MBA from the University of Chicago.

**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

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approximately 66 million consumer and small business clients with approximately 4,300 retail financial centers, including approximately 2,200 lending centers, 2,400 financial centers with a Consumer Investment Financial Solutions Advisor and 1,700 business centers; approximately 16,600 ATMs; and award winning digital banking with more than 37 million active users, including approximately 28 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, 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 approximately 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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