

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>BANK OF AMERICA CORP /DE/</u> (Last) (First) (Middle) <u>BANK OF AMERICA CORPORATE CENTER</u> <u>100 N TRYON ST</u> (Street) <u>CHARLOTTE NC 28255</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PIMCO Income Strategy Fund II [PFN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <u>X</u> Other (specify below) <u>Former 10% Owner</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/18/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series M Auction-Rate Preferred Shares ⁽¹⁾	09/18/2023	09/18/2023	J ⁽⁶⁾		453	D	\$23,562.5	0	I	By Subsidiary ⁽⁷⁾
Series T Auction-Rate Preferred Shares ⁽²⁾	09/18/2023	09/18/2023	J ⁽⁶⁾		458	D	\$23,562.5	0	I	By Subsidiary ⁽⁷⁾
Series W Auction-Rate Preferred Shares ⁽³⁾	09/18/2023	09/18/2023	J ⁽⁶⁾		355	D	\$23,562.5	0	I	By Subsidiary ⁽⁷⁾
Series TH Auction-Rate Preferred Shares ⁽⁴⁾	09/18/2023	09/18/2023	J ⁽⁶⁾		318	D	\$23,562.5	0	I	By Subsidiary ⁽⁷⁾
Series F Auction-Rate Preferred Shares ⁽⁵⁾	09/18/2023	09/18/2023	J ⁽⁶⁾		316	D	\$23,562.5	0	I	By Subsidiary ⁽⁷⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person *		
<u>BANK OF AMERICA CORP /DE/</u>		
(Last)	(First)	(Middle)
<u>BANK OF AMERICA CORPORATE CENTER</u>		
<u>100 N TRYON ST</u>		
(Street)		
<u>CHARLOTTE</u>	<u>NC</u>	<u>28255</u>
(City) (State) (Zip)		

1. Name and Address of Reporting Person *

BANK OF AMERICA NA

(Last) (First) (Middle)

100 N. TRYON STREET

(Street)

CHARLOTTE NC 28255

(City) (State) (Zip)

Explanation of Responses:

1. CUSIP 72201J500
2. CUSIP 72201J203
3. CUSIP 72201J302
4. CUSIP 72201J401
5. CUSIP 72201J609
6. The shares were purchased by the Issuer per the tender offer statement on Schedule TO filed by PIMCO Income Strategy Fund II on August 15, 2023.
7. The Auction Rate Preferred Stocks reported in Table I represent shares beneficially owned by Bank of America N.A. ("BANA"). BANA is a wholly owned subsidiary of Bank of America Corporation.

Andres Ortiz, Authorized
Signatory, on behalf of Bank of 09/20/2023
America Corporation

Andres Ortiz, Authorized
Signatory, on behalf of Bank of 09/20/2023
America, N.A.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

BANK OF AMERICA CORPORATION

LIMITED POWER OF ATTORNEY

BANK OF AMERICA CORPORATION, a Delaware corporation (the "Corporation"), does hereby make, constitute, and appoint each of Szabina Biro, Hannah Chae, Andres Ortiz Custodio, Kamil Dziedzic, Krishnan Harihanran, Kelvin Kwok, Frank Lui, James Todd, Michelle Wong, and Monica Yako as an attorney-in-fact for the Corporation acting for the Corporation and in the Corporation's name, place and stead, for the Corporation's use and benefit, to bind the Corporation by their execution of those agreements, forms and documents related specifically to Section 13 and Section 16 of the Securities Exchange Act of 1934, and other large shareholder and short position regulatory reporting requirements in other jurisdictions.

Any documents executed by an attorney-in-fact in accordance with this Limited Power of Attorney shall fully bind and commit the Corporation and all other parties to such documents may rely upon the execution thereof by the attorney-in fact as if executed by the Corporation and as the true and lawful act of the Corporation.

This Limited Power of Attorney shall automatically terminate as to the authority of Szabina Biro, Hannah Chae, Andres Ortiz Custodio, Kamil Dziedzic, Krishnan Harihanran, Kelvin Kwok, Frank Lui, James Todd, Michelle Wong, and Monica Yako upon the earlier of the date period of 12 months from the date hereof or the attorney-in-fact's resignation or termination from or transfer out of the Global Markets Non-Financial Regulatory Reporting Department; however, any such resignation, termination or transfer shall have no impact on any documents or instruments executed by any attorney-in-fact named above for the Corporation prior to such resignation, termination or transfer.

This Limited Power of Attorney shall revoke the Limited Power of Attorney executed by the Corporation on May 4, 2022; however, such revocation shall have no impact on any actions taken pursuant to that Power of Attorney.

IN WITNESS WHEREOF, this Power of Attorney has been executed and delivered by the Corporation to the Attorney-in-Fact on this 11th day of May, 2023.

BANK OF AMERICA CORPORATION

By: Ellen A. Perrin
Ellen A. Perrin
Assistant General Counsel, Senior
Vice President and Assistant Secretary

JOINT FILING AGREEMENT

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of September 20, 2023.

BANK OF AMERICA CORPORATION

By: /s/ Andres Ortiz

Name: Andres Ortiz

Title: Authorized Signatory

BANK OF AMERICA, NATIONAL ASSOCIATION

By: /s/ Andres Ortiz

Name: Andres Ortiz

Title: Authorized Signatory