

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):
December 5, 2008

BANK OF AMERICA CORPORATION
(Exact name of registrant as specified in its charter)

Delaware **1-6523** **56-0906609**
(State or Other Jurisdiction (Commission File Number) (IRS Employer Identification
of Incorporation) No.)

100 North Tryon Street **28255**
Charlotte, North Carolina (Zip Code)
(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))

=====

ITEM 8.01. OTHER EVENTS.

On December 5, 2008, Bank of America Corporation (the "Registrant") announced that its shareholders approved, at a special shareholders meeting, the acquisition of Merrill Lynch & Co., Inc. by authorizing shares of common stock to be issued in the merger.

A copy of the press release relating to the shareholders' meeting is attached hereto as Exhibit 99.1 and incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibit is filed herewith:

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	Press Release issued by the Registrant dated December 5, 2008

=====

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/ TERESA M. BRENNER
Teresa M. Brenner
Associate General Counsel

Dated: December 5, 2008

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	Press Release issued by the Registrant dated December 5, 2008

December 5, 2008

Investors May Contact:

Kevin Stitt, Bank of America, 704.386.5667

Lee McEntire, Bank of America, 704.388.6780

Reporters May Contact:

Scott Silvestri, Bank of America, 980.388.9921

scott.silvestri@bankofamerica.com

Bank of America Shareholders Approve Merrill Lynch Purchase

CHARLOTTE - Bank of America Corporation shareholders during a special meeting today approved the acquisition of Merrill Lynch & Co., Inc. by authorizing the shares of common stock to be issued in the merger.

"When this transaction closes, Bank of America will have the premier financial services franchise anchored by the cornerstone relationship products and services of deposits, credit and debit cards, mortgages and wealth management," said Bank of America Chairman and Chief Executive Officer Kenneth D. Lewis. "With Merrill Lynch, we also will significantly add to our global footprint in several businesses, including investment banking and sales and trading, enabling us to deepen existing client relationships and create greater opportunity to establish new ones."

Bank of America will have the largest wealth management business in the world with nearly 20,000 financial advisors and approximately \$2.5 trillion in client assets. Global investment management capabilities will include approximately 50 percent ownership in BlackRock Inc. which had \$1.26 trillion in assets under management at September 30. Bank of America had \$564 billion in assets under management at September 30.

The combination also adds strengths in global debt underwriting, global equities and global merger and acquisition advice. After the acquisition, Bank of America would be the number one global debt underwriter, the top underwriter of global equity and the fourth-largest adviser on announced global mergers and acquisitions based on pro forma 2008 results through November 30.

Proposals to approve the issuance of shares of Bank of America common stock for the purposes of the transaction; to approve an amendment to the 2003 Key Associate Stock Plan, as amended and restated; to adopt an amendment to the Bank of America amended and restated certificate of incorporation to increase the number of authorized shares of Bank of America common stock; and to adjourn the meeting, were approved at the special meeting. The acquisition is expected to close by the end of the year, pending the satisfaction of customary approvals and closing conditions.

More

Page 2

Bank of America

Bank of America is one of the world's largest 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 more than 59 million consumer and small business relationships with more than 6,100 retail banking offices, more than 18,000 ATMs and award-winning online banking with more than 25 million active users. Bank of America offers industry leading support to more than 4 million small business owners through a suite of innovative, easy-to-use online products and services. The company serves clients in more than 150 countries and has relationships with 99 percent of the U.S. Fortune 500 companies and 83 percent of the Fortune Global 500. Bank of America Corporation stock (NYSE: BAC) is a component of the Dow Jones Industrial Average and is listed on the New York Stock Exchange.

www.bankofamerica.com

###