

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

☐ 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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Mensah Bernard A</u>			<u>BANK OF AMERICA CORP /DE/ [BAC]</u>		Director 10% Owner Officer (give title below) Other (specify below) <u>President, International</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
			<u>02/15/2024</u>		X Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			
<u>100 NORTH TRYON STREET</u>						
(City)						
<u>CHARLOTTE NC 28255</u>						
(State)						
(Zip)						

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			
Common Stock	02/15/2024		M		25,346	A	(1)	153,083	D	
Common Stock	02/15/2024		F		11,913 ⁽²⁾	D	\$34.07	141,170	D	
Common Stock	02/15/2024		M		29,763	A	(1)	170,933	D	
Common Stock	02/15/2024		F		13,989 ⁽²⁾	D	\$34.07	156,944	D	
Common Stock	02/15/2024		M		24,966	A	(1)	181,910	D	
Common Stock	02/15/2024		F		11,735 ⁽²⁾	D	\$34.07	170,175	D	

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				
2017 Restricted Stock Units	(1)	02/15/2024		M			33,788	(3)	(3)	Common Stock	33,788	(1)	0	D	
Vested Restricted Stock Units	(1)	02/15/2024		M		33,788		(3)	08/15/2024	Common Stock	33,788	(1)	33,788	D	
2018 Restricted Stock Units	(1)	02/15/2024		M			25,345	(4)	(4)	Common Stock	25,345	(1)	25,346	D	
Vested Restricted Stock Units	(1)	02/15/2024		M		25,345		(4)	02/15/2026	Common Stock	25,345	(1)	50,691	D	
Vested Restricted Stock Units	(1)	02/15/2024		M			25,346	(4)	02/15/2026	Common Stock	25,346	(1)	25,345	D	
2019 Restricted Stock Units	(1)	02/15/2024		M			29,764	(5)	(5)	Common Stock	29,764	(1)	59,527	D	
Vested Restricted Stock Units	(1)	02/15/2024		M		29,764		(5)	02/15/2027	Common Stock	29,764	(1)	59,527	D	
Vested Restricted Stock Units	(1)	02/15/2024		M			29,763	(5)	02/15/2027	Common Stock	29,763	(1)	29,764	D	
Restricted Stock Units	(1)	02/15/2024		M			18,000	(6)	(6)	Common Stock	18,000	(1)	72,000	D	
Vested Restricted Stock Units	(1)	02/15/2024		M		18,000		(6)	02/15/2029	Common Stock	18,000	(1)	18,000	D	

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				
2020 Restricted Stock Units	(I)	02/15/2024		M			24,966	(7)	(7)	Common Stock	24,966	(I)	74,898	D	
Vested Restricted Stock Units	(I)	02/15/2024		M		24,966		(7)	02/15/2028	Common Stock	24,966	(I)	49,932	D	
Vested Restricted Stock Units	(I)	02/15/2024		M			24,966	(7)	02/15/2028	Common Stock	24,966	(I)	24,966	D	
2021 Restricted Stock Units	(I)	02/15/2024		M			14,190	(8)	(8)	Common Stock	14,190	(I)	56,762	D	
Vested Restricted Stock Units	(I)	02/15/2024		M		14,190		(8)	02/15/2029	Common Stock	14,190	(I)	14,190	D	
2021 Restricted Stock Units	(I)	02/15/2024		M			16,435	(8)	(8)	Common Stock	16,435	(I)	65,741	D	
Vested Restricted Stock Units	(I)	02/15/2024		M		16,435		(8)	02/15/2029	Common Stock	16,435	(I)	16,435	D	
Restricted Stock Units	(I)	02/15/2024		M			10,000	(8)	(8)	Common Stock	10,000	(I)	40,000	D	
Vested Restricted Stock Units	(I)	02/15/2024		M		10,000		(8)	02/15/2029	Common Stock	10,000	(I)	10,000	D	

Explanation of Responses:

- Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.
- Disposition of shares to the issuer to satisfy a tax withholding obligation.
- On February 15, 2017, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2020. The net amount of each installment after any applicable tax withholding is subject to an additional six-month holding period after vesting.
- On February 15, 2018, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2021. The net amount of each installment after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
- On February 15, 2019, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2022. The net amount of each installment after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
- On February 15, 2019, the reporting person was granted units, with 40% vesting on February 15, 2022 and the remaining 60% vesting in five equal annual installments commencing on February 15, 2024. The net amount of each of the five installments after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
- On February 14, 2020, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2023. The net amount of each installment after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
- On February 12, 2021, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2024. The net amount of each installment after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.

Bernard A. Mensah / Michael P. Lapp POA 02/20/2024

** 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.

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