

**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): February 23, 2010

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
(Address of principal executive offices)

28255
(Zip Code)

(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 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On February 23, 2010, pursuant to stockholder approval, Bank of America Corporation (the “Corporation”) amended its Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to provide for an increase in the number of shares of the Corporation’s common stock authorized for issuance from 10 billion to 11.3 billion. A copy of the Certificate of Amendment to the Amended and Restated Certificate of Incorporation (the “Amendment”) is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

ITEM 8.01. OTHER EVENTS.

On February 23, 2010, the Corporation announced the results of its Special Meeting of Stockholders held on February 23, 2010 in Charlotte, North Carolina, at which the stockholders approved the Amendment. The Corporation also announced the automatic conversion in full, effective at 9:30 a.m. on February 24, 2010, of all the outstanding shares of the Corporation’s Common Equivalent Junior Preferred Stock, Series S, \$0.01 par value (the “Series S Preferred Stock”), into an aggregate of 1.286 billion shares of the Corporation’s common stock, pursuant to the terms of the Series S Preferred Stock. The Series S Preferred Stock was issued on December 9, 2009 in connection with the Corporation’s issuance of \$19.3 billion, or 1.286 billion, Common Equivalent Securities (the “Common Equivalent Securities”). Each Common Equivalent Security consisted of one depositary share representing a 1/1000th interest in a share of Series S Preferred Stock, and a warrant (the “Contingent Warrant”) to purchase a fractional share of the Corporation’s common stock. On February 24, 2010, the Contingent Warrants automatically expired without having become exercisable, the Series S Preferred Stock converted in full into shares of the Corporation’s Common Stock at the rate of 1,000 shares of Common Stock for each share of Series S Preferred Stock outstanding, and the Common Equivalent Securities ceased to exist. A copy of the news release announcing such results and the conversion of the Series S Preferred Stock is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibits are filed herewith:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBIT</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Bank of America Corporation
99.1	Press Release dated February 23, 2010

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: February 24, 2010

INDEX TO EXHIBITS

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBIT</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Bank of America Corporation
99.1	Press Release dated February 23, 2010

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BANK OF AMERICA CORPORATION**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

Bank of America Corporation, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by changing the number of shares of stock the Corporation is authorized to issue, so that, the first sentence of Article 3 thereof shall read as follows:

"3. The number of shares, par value \$.01 per share, the Corporation is authorized to issue is Eleven Billion Four Hundred Million (11,400,000,000), divided into the following classes:

<u>Class</u>	<u>Number of Shares</u>
Common	11,300,000,000
Preferred	100,000,000."

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by a duly authorized officer on this 23rd day of February, 2010.

By: /s/ TERESA M. BRENNER
Name: Teresa M. Brenner
Title: Associate General Counsel



February 23, 2010

Investors May Contact:

Kevin Stitt, Bank of America, 1.704.386.5667

Lee McEntire, Bank of America, 1.704.388.6780

Reporters May Contact:

Scott Silvestri, Bank of America, 1.980.388.9921

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Bank of America Shareholders Approve Increase in Authorized Common Shares

CHARLOTTE – Bank of America shareholders during a special meeting today approved a proposal to increase the number of authorized common shares to 11.3 billion from 10 billion.

Approximately 80 percent of the company's shares voted on the proposal, with more than 76 percent voting in favor of the proposal.

The approval means the common equivalent securities issued in December as part of the repayment of the U.S. government's investment in the company through the Troubled Asset Relief Program automatically will convert into 1.286 billion shares of common stock at 9:30 a.m. EST on Wednesday, February 24, 2010, and holders of the common equivalent securities will become holders of common stock on a one-for-one basis. At the same time, the related contingent warrants will expire without having become exercisable, and the common equivalent securities will cease to exist. Trading of the common equivalent securities on the New York Stock Exchange will be suspended before the market opens on February 24, 2010.

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 approximately 59 million consumer and small business relationships with 6,000 retail banking offices, more than 18,000 ATMs and award-winning online banking with nearly 30 million active users. Bank of America is among the world's leading wealth management companies and is a global leader in 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 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. 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

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