# Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

### Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

P	art Reporting	ssuer			
1	Issuer's name				2 Issuer's employer identification number (EIN)
Ва	nk of America Corporat	ion			56-0906609
	Name of contact for add		4 Telephon	e No. of contact	5 Email address of contact
Ba	nk of America Investor	Relations		704-386-5681	i r@bankofamerica.com
			delivered to s	street address) of contact	7 City, town, or post office, state, and ZIP code of contact
150	N College Street NC1-	028-17-06			Charlotte, NC 28255
	Date of action		9 Class	sification and description	, constant, the same
De	cember 20, 2017		Fixed Ra	ate Senior Notes Exchanc	ged for Fixed/Floating Rate Senior Notes
	CUSIP number	11 Serial number(		12 Ticker symbol	13 Account number(s)
	See Attached	N/A		BAC	N/A
P			h additional		See back of form for additional questions.
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	the action ► See Att		ippiioabie, trie	date of the action of the c	ate against which shareholders ownership is measured for
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16	Describe the calculativaluation dates ► See	on of the change in be Attached	pasis and the	data that supports the calc	ulation, such as the market values of securities and the
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Par	t II	Organ	nizational	Action	(continue	d)						
17	List	the applica	able Internal	Revenue (	Code section	on(s) and subse	ction(s) upon w	hich the tax t	reatment	is based ▶	See At	ttached
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	1000	elief, it is tru	ie, correct, and	d complete.	. Declaration	of preparer (othe	r than officer) is b	ased on all infor	rmation of	which prepa	rer has any l	knowledge.
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#### Bank of America Corporation Attachment to Form 8937

## Date of Organizational Action: December 20, 2017 Recapitalization Resulting from an Exchange of Debt Instruments

The information contained herein does not constitute tax advice and does not purport to be complete to take into account any note holder's specific circumstances. Note holders are urged to consult their own tax advisors regarding U.S. tax consequences of the transaction described herein and the impact to tax basis resulting from the transaction.

#### Part I Box 10

Existing Note CUSIPs	New Note CUSIPs		
06051GDZ9	144A: 06051GGV5		
	Reg S: U0R8A1AA5		
06051GEC9	144A: 06051GGV5		
	Reg S: U0R8A1AA5		
06051GEE5	144A: 06051GGV5		
	Reg S: UOR8A1AA5		
06051GEX3	144A: 06051GGV5		
	Reg S: U0R8A1AA5		

Existing Note CUSIPs	New Note CUSIPs
06051GEM7	144A: 06051GGW3
	Reg S: U0R8A1AB3
06051GEH8	144A: 06051GGW3
	Reg S: U0R8A1AB3
590188JB5	144A: 06051GGW3
	Reg S: UOR8A1AB3
06051GFS3	144A: 06051GGW3
	Reg S: U0R8A1AB3
06051GFG9	144A: 06051GGW3
	Reg S: U0R8A1AB3
59018YTM3	144A: 06051GGW3
	Reg S: U0R8A1AB3
06051GFF1	144A: 06051GGW3
	Reg S: U0R8A1AB3

#### Part II Box 14

On December 4, 2017, Bank of America Corporation announced private offers to exchange existing Senior Notes ("Existing Notes") for new fixed/floating rate Senior Notes ("New Notes"). Certain information about the Existing Notes and the New Notes is set forth in the table below. The settlement date for Holders of Existing Notes that validly tendered their Existing Notes as of the early participation date of December 15, 2017 was December 20, 2017.

	Existing Notes	i	New Notes			
CUSIPs	Coupon	Maturity	CUSIPs	Coupon <sup>1</sup>	Maturity	
06051GDZ9	7.625%	06/01/2019				
06051GEC9	5.625%	07/01/2020	144A: 06051GGV5	3.004%,	12/20/2023	
06051GEE5	5.875%	01/05/2021	Reg S: U0R8A1AA5	3mL+79		
06051GEX3	2.600%	01/15/2019	I			
06051GEM7	5.700%	01/24/2022				
06051GEH8	5.000%	05/13/2021	1			
590188JB5	6.750%	06/01/2028	144A: 06051GGW3	3.419%,	12/20/2028	
06051GFS3	3.875%	08/01/2025	Reg S: U0R8A1AB3	3mL+104	10,79,000 10,700,000 00,000	
06051GFG9	4.875%	04/01/2044	1			
59018YTM3	6.050%	06/01/2034	1			
06051GFF1	4.000%	04/01/2024	1			

#### Part II Box 15

Bank of America Corporation (the Company) will treat the exchange of the Existing Notes for New Notes pursuant to the exchange offer as a significant modification for U.S. federal income tax purposes. Furthermore, the Company will treat Existing Notes and the New Notes exchanged therefor as securities.

U.S. Holders will recognize gain equal to the lesser of (i) any cash received as part of the Total Exchange Consideration or Exchange Considerations, as applicable (not including any accrued interest) plus the fair market value of the "excess principal" amount received (the "boot") and (ii) the gain realized by the U.S. Holder. The excess principal amount is the excess of the principal amount of New Notes received over the principal amount of Existing Notes surrendered for those New Notes. The gain realized by a U.S. Holder is equal to the excess of (i) the issue price of the New Notes received in exchange for Existing Notes, plus any cash received as part of the Total Exchange Consideration or Exchange Considerations, as applicable (not including any accrued interest) over (ii) the U.S. Holder's adjusted tax basis in the Existing Notes surrendered in the exchange. Any cash received in exchange for accrued interest will be subject to tax as ordinary interest income to the extent not previously included in income. A U.S. Holder that receives an excess principal amount of New Notes in the Exchange Offers may recognize significant gain.

A U.S. Holder's initial tax basis in the portion of New Notes that are not treated as boot will be the same as the U.S. Holder's tax basis in the Existing Notes allocated thereto, increased by the amount of gain recognized by the U.S. Holder in the exchange, if any, and decreased by the amount of boot that is received by the U.S. Holder. A U.S. Holder's holding period for this portion of the New Notes will include its holding period for the Existing Notes surrendered therefor. The portion of the New Notes treated as boot will have an initial tax basis in a U.S. Holder's hands equal to the fair market value of those New Notes and will have a holding period that begins the day after the consummation of the Exchange Offers. Therefore, a U.S. Holder exchanging Existing Notes for New Notes may have split basis and holding periods in its New Notes.

<sup>&</sup>lt;sup>1</sup> Amounts shown indicate coupon payable during the Fixed Rate Period, followed by coupon payable during the Floating Rate Period, each as defined in the confidential offering memorandum dated December 4, 2017, with respect to the exchange.

In the case of a U.S. Holder that purchased Existing Notes with market discount and has not elected to include market discount in income on a current basis, gain recognized by the U.S. Holder under the rules will be treated as ordinary income to the extent of the market discount that has accrued at the time when those Existing Notes are exchanged for New Notes. Any accrued market discount on the Existing Notes that is not recognized as described in the preceding sentence will carry over to the New Notes, other than the portion of the New Notes treated as boot.

A U.S. Holder should consult its tax advisors about the possibility that the IRS would require the holder to recognize gain on the exchange on the ground that the exchange is a taxable disposition of the Existing Notes, or deny the recognition of loss on the exchange on the ground that the exchange should be treated as a recapitalization.

#### Part II Box 16

A U.S. Holder's initial tax basis in the portion of New Notes that are not treated as boot will be the same as the U.S. Holder's tax basis in the Existing Notes allocated thereto, increased by the amount of gain recognized by the U.S. Holder in the exchange, if any, and decreased by the amount of boot that is received by the U.S. Holder.

The portion of the New Notes treated as boot will have an initial tax basis in a U.S. Holder's hands equal to the fair market value of those New Notes and will have a holding period that begins the day after the consummation of the Exchange Offers.

The total exchange consideration for the exchange offers was paid in a principal amount of the applicable series of New Notes per each \$1,000 principal amount of the Existing Notes validly tendered as of the early participation date of December 15, 2017. If a holder of Existing Notes was entitled, pursuant to the applicable Exchange Offer, to receive the applicable series of New Notes in an aggregate principal amount that is at least \$1,000 but not an integral multiple of \$1,000 in excess of \$1,000, the principal amount of such New Notes was rounded down to the nearest multiple of \$1,000 and such Eligible Holder was paid an amount in cash equal to the fractional portion of such aggregate principal amount of New Notes not issued as a result of such rounding down.

Existing Note CUSIPs	Total Exchange Consideration per \$1,000 Existing Notes Tendered		
06051GDZ9	\$1,079.80		
06051GEC9	\$1,085.26		
06051GEE5	\$1,105.58		
06051GEX3	\$1,007.72		
06051GEM7	\$1,127.77		
06051GEH8	\$1,087.59		
590188JB5	\$1,270.34		
06051GFS3	\$1,052.94		
06051GFG9	\$1,221.06		
59018YTM3	\$1,228.75		
06051GFF1	\$1,059.82		

#### Part II Box 17

Section 354, 356, 358, 1001 and 1012 of the Internal Revenue Code as amended. Treasury Regulations Section 1.1001-3 addressed deemed exchanges resulting from modifications of debt instruments.

#### Part II Box 18

Recapitalizations generally do not result in the recognition of loss.

#### Part II Box 19

The reportable taxable year is the taxable year that includes December 20, 2017.

Bank of America has determined that the New Notes are "traded on an established market," and the issue price of the New Notes is \$1,000 per \$1,000 principal amount for the New Notes due December 2023 and \$1,000 per \$1,000 principal amount for the New Notes due December 2028.