

BANK OF AMERICA CORP /DE/

Form 8-A12B

November 23, 2016

As filed with the Securities and Exchange Commission on November 22, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) or 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**BANK OF AMERICA CORPORATION**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**

**(State or incorporation or organization)**

**56-0906609**

**(I.R.S. Employer Identification No.)**

**100 North Tryon Street**

**Charlotte, North Carolina**

**BofA FINANCE LLC**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**

**(State or incorporation or organization)**

**81-3167494**

**(I.R.S. Employer Identification No.)**

(Address of principal executive offices)

28255

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Name of Each Exchange on Which**

**Title of Each Class to be so Registered**  
**Senior Medium-Term Notes, Series A,**

**Each Class is to be Registered**  
**New York Stock Exchange**

**Step Up Callable Notes, due November 28, 2031**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-213265

Securities to be registered pursuant to Section 12(g) of the Act: None

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered**

The securities to be registered hereby are the Senior Medium-Term Notes, Series A, Step Up Callable Notes, due November 28, 2031 (the Notes) of BofA Finance LLC (BofA Finance) and the guarantee of the Notes by Bank of America Corporation (Bank of America) and together with BofA Finance, the Registrants. A description of the Notes and a description of the related guarantee by Bank of America are contained in (i) the Registrants Prospectus, dated November 4, 2016, included in the Registrants registration statement on Form S-3 (File No. 333-213265) under the caption Description of Debt Securities and (ii) the Registrants Prospectus Supplement, dated November 4, 2016, under the caption Description of the Notes, each of which is incorporated herein by reference, and as further supplemented by the description of the Notes contained in the Pricing Supplement to be filed on or about November 23, 2016 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which contains the final terms and provisions of the Notes and is hereby deemed to be incorporated by reference into this Registration Statement and to be a part hereof.

**Item 2. Exhibits**

**Exhibit No.**

**Description**

1. Indenture, dated as of August 23, 2016 among BofA Finance LLC, as issuer, Bank of America Corporation, as guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee, incorporated herein by reference to Exhibit 4.1 to the Registrants Registration Statement on Form S-3 (No. 333-213265)
2. Form of Master Global Senior Medium-Term Note, Series A, of BofA Finance LLC, incorporated herein by reference to Exhibit 4.1 to the Registrants Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-213265)

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each of the Registrants has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: November 22, 2016

**BANK OF AMERICA CORPORATION**

By: /s/ Ross E. Jeffries, Jr.  
Ross E. Jeffries, Jr.  
Deputy General Counsel and Corporate  
Secretary

**BofA FINANCE LLC**

By: /s/ Angela C. Jones  
Angela C. Jones  
  
President and Manager

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
1.	Indenture, dated as of August 23, 2016 among BofA Finance LLC, as issuer, Bank of America Corporation, as guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee, incorporated herein by reference to Exhibit 4.1 to the Registrants' Registration Statement on Form S-3 (No. 333-213265)
2.	Form of Master Global Senior Medium-Term Note, Series A, of BofA Finance LLC, incorporated herein by reference to Exhibit 4.1 to the Registrants' Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-213265)