

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) On April 26, 2017, Bank of America Corporation (the “Corporation”) held its 2017 Annual Meeting of Stockholders.

(b) The Corporation’s stockholders elected all of the nominees for director; approved the advisory vote on executive compensation; and ratified the appointment of PricewaterhouseCoopers LLP as the Corporation’s independent registered public accounting firm for 2017. The Corporation’s stockholders did not approve the stockholder proposals listed below. With respect to all matters subject to a vote, holders of the Corporation’s common stock, Series B Preferred Stock, and Series 1 to 5 Preferred Stock voted together as a class.

1. Election of Directors:

| | Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|-----------------------|---------------|-------------------|-------------------|---------------------|
| Sharon L. Allen | 7,057,281,252 | 50,591,213 | 39,478,819 | 1,522,769,613 |
| Susan S. Bies | 7,055,751,956 | 52,300,617 | 39,288,223 | 1,522,769,613 |
| Jack O. Bovender, Jr. | 6,953,499,448 | 152,031,212 | 41,818,945 | 1,522,769,613 |
| Frank P. Bramble, Sr. | 7,007,895,932 | 97,618,028 | 41,837,032 | 1,522,769,613 |
| Pierre J.P. de Weck | 7,044,461,495 | 60,979,047 | 41,908,675 | 1,522,769,613 |
| Arnold W. Donald | 6,429,422,815 | 675,835,310 | 42,063,159 | 1,522,799,613 |
| Linda P. Hudson | 7,020,337,851 | 87,602,595 | 39,407,507 | 1,522,769,613 |
| Monica C. Lozano | 7,009,660,452 | 96,901,059 | 40,783,454 | 1,522,769,613 |
| Thomas J. May | 6,849,741,880 | 245,745,271 | 51,864,097 | 1,522,769,613 |
| Brian T. Moynihan | 6,842,814,025 | 234,004,892 | 70,524,388 | 1,522,769,613 |
| Lionel L. Nowell, III | 7,049,561,148 | 55,210,705 | 42,577,669 | 1,522,769,613 |
| Michael D. White | 7,042,134,487 | 63,000,579 | 42,208,218 | 1,522,777,613 |
| Thomas D. Woods | 7,055,172,390 | 50,142,709 | 42,036,071 | 1,522,769,613 |
| R. David Yost | 7,046,317,777 | 59,089,092 | 41,944,415 | 1,522,769,613 |

2. Approving the Corporation’s Executive Compensation (an Advisory, Non-binding “Say on Pay” Resolution):

| | |
|------------------|---------------|
| For | 6,748,773,608 |
| Against | 311,621,707 |
| Abstain | 86,980,262 |
| Broker Non-Votes | 1,522,739,613 |

3. A Vote on the Frequency of Future Advisory “Say on Pay” Resolutions (an Advisory, Non-binding “Say on Frequency” Resolution):

| | |
|------------------|---------------|
| Each Year | 6,294,554,794 |
| Every 2 Years | 47,966,351 |
| Every 3 Years | 753,253,513 |
| Abstain | 51,531,043 |
| Broker Non-Votes | 1,522,769,613 |

4. Ratifying the Appointment of the

Corporation's
Independent
Registered Public
Accounting Firm for
2017:

For 8,500,848,556
Against 121,051,558
Abstain 48,216,631

5. Stockholder Proposal - Clawback Amendment:

| | |
|------------------|---------------|
| For | 409,952,750 |
| Against | 6,667,665,545 |
| Abstain | 69,678,569 |
| Broker Non-Votes | 1,522,769,613 |

6. Stockholder Proposal - Divestiture & Division Study Sessions:

| | |
|------------------|---------------|
| For | 211,190,123 |
| Against | 6,835,952,543 |
| Abstain | 100,203,770 |
| Broker Non-Votes | 1,522,769,613 |

7. Stockholder Proposal - Independent Board Chairman:

| | |
|------------------|---------------|
| For | 2,338,428,105 |
| Against | 4,753,597,091 |
| Abstain | 55,275,426 |
| Broker Non-Votes | 1,522,769,613 |

8. Stockholder Proposal - Report Concerning Gender Pay Equity:

| | |
|------------------|---------------|
| For | 1,006,988,230 |
| Against | 5,803,509,425 |
| Abstain | 336,843,610 |
| Broker Non-Votes | 1,522,769,613 |

(d) In light of the vote on Proposal 3 and the Corporation's Board of Directors' recommendation that stockholders vote to hold future advisory votes on executive compensation each year, the Corporation will hold such vote each year until the next required vote on the frequency of stockholders votes on the compensation of executives.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BANK OF AMERICA
CORPORATION**

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

Dated: April 26, 2017