

BANK OF AMERICA CORP /DE/
Form DEFA14A
March 15, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Bank of America Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

***** Exercise Your *Right to Vote* *****

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Stockholders to Be Held on April 26, 2017**

Meeting Information

BANK OF AMERICA

Meeting Type: Annual Meeting

For holders as of: March 2, 2017

Date: April 26, 2017 **Time:** 10:00 am Eastern Time

Location: Hilton Charlotte Center City
222 East Third Street
Charlotte, North Carolina 28202

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or request a paper copy (see reverse side).

We encourage you to access and review all of the information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT ENVIRONMENTAL, SOCIAL & GOVERNANCE HIGHLIGHTS

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- | | |
|-------------------------|----------------------------------------------------------------------------|
| 1) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | sendmaterial@proxyvote.com |

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 14, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Stockholder Meeting Registration: To vote and/or obtain an admission ticket to attend the meeting, go to the Register for Meeting link at www.proxyvote.com.

Vote In Person: If you choose to vote your shares in person at the meeting, you must request a legal proxy. To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. The possession of proof of stock ownership, or an attendance ticket, and valid, government-issued identification are required to be admitted to the meeting. Please check the meeting materials for the meeting attendance requirements.

Voting Items

The Board of Directors recommends you vote FOR the election of each director:

1. Election of Directors:
Nominees:

1a. Sharon L. Allen

1b. Susan S. Bies

1c. Jack O. Bovender, Jr.

1d. Frank P. Bramble, Sr.

1e. Pierre J.P. de Weck

1f. Arnold W. Donald

1g. Linda P. Hudson

1h. Monica C. Lozano

1i. Thomas J. May

1j. Brian T. Moynihan

1k. Lionel L. Nowell, III

1l. Michael D. White

1m. Thomas D. Woods

1n. R. David Yost

The Board of Directors recommends you vote FOR the following proposal:

2. Approving Our Executive Compensation (an Advisory, Non-binding Say on Pay Resolution)

The Board of Directors recommends you vote for EACH YEAR on the following proposal:

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

The Board of Directors recommends you vote FOR the following proposal:

4. Ratifying the Appointment of Our Independent Registered Public Accounting Firm for 2017

The Board of Directors recommends you vote AGAINST the following proposals:

5. Stockholder Proposal Clawback Amendment

6. Stockholder Proposal Divestiture & Division Study Sessions

7. Stockholder Proposal Independent Board Chairman

8. Stockholder Proposal Report Concerning Gender Pay Equity

Voting Instructions