

BANK OF AMERICA CORP /DE/
Form 424B2
December 03, 2014

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Amount	Proposed Maximum Offering	Proposed Maximum Aggregate	Amount of
Securities to be Registered	to be Registered	Price Per Unit	Offering Price	Registration Fee⁽¹⁾
Commodity-Linked Notes Linked to the Bloomberg Commodity Index 2 Month Forward Total Return SM , due January 11, 2016	240	\$100,000	\$24,000,000	\$2,788.80

⁽¹⁾ Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

Pricing Supplement No. 1402

Filed Pursuant to Rule 424(b)(2)

(To Prospectus dated March 30, 2012, Series L Prospectus

Registration Statement No. 333-180488

Supplement dated March 30, 2012, and Product Supplement

CLN-3 dated April 4, 2012)

December 1, 2014

Commodity-Linked Notes Linked to the Bloomberg Commodity Index 2 Month Forward Total ReturnSM, due January 11, 2016

Issuer:	Bank of America Corporation (BAC)
Pricing Date:	December 1, 2014
Issue Date:	December 8, 2014
Stated Maturity Date:	January 11, 2016
Aggregate Principal Amount:	\$24,000,000
Underlying Index:	The Bloomberg Commodity Index 2 Month Forward Total Return SM (Bloomberg symbol: BCOMF2T), previously known as Dow Jones-UBS Commodity Index 2 Month Forward Total Return SM . See The Underlying Index below.
Starting Value:	498.0185
Ending Value:	The closing level of the Underlying Index on the Valuation Date. If it is determined that the scheduled Valuation Date is not an Index Business Day, or if a Market Disruption Event occurs on the scheduled Valuation Date, the Ending Value will be determined as more fully described beginning on page S-27 of product supplement CLN-3.
Leverage Factor:	3
Investor Fee:	The greater of (a) the fixed percentage of 0.00% and (b) a percentage equal to 0.18% per annum, as described on page S-19 of product supplement CLN-3 under Description of the Notes Payment at Maturity.
Treasury Rate Charge:	Applicable
Interest Rate Basis:	LIBOR
Designated Maturity:	Three Months
Interest Reset Dates:	The 8 th of each January, April, July and October during the term of the Notes, commencing on April 8, 2015, with a long period for the first and the last interest period.
Interest Payment Dates:	Unless the Notes are redeemed on an earlier date, interest will be payable only at maturity.
Spread:	Plus 0 basis points
Initial Optional Redemption Date:	December 8, 2014
Upper Mandatory Redemption Trigger Level:	Not Applicable
Lower Mandatory Redemption Trigger Level:	85% of the Starting Value
NPV Factor:	Not Applicable
Bear Note:	No
Calculation Agent:	Merrill Lynch Commodities, Inc.
Listing:	No listing on any securities exchange.
CUSIP:	06048WQB9

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	Per Note	Total
Public Offering Price ⁽¹⁾	\$100,000	\$24,000,000
Underwriting Discount	\$ 0	\$ 0
Proceeds, before expenses, to BAC	\$100,000	\$24,000,000

⁽¹⁾ Plus accrued interest from December 8, 2014 if settlement occurs after that date.

The Notes are unsecured and are not savings accounts, deposits, or other obligations of a bank. The Notes are not guaranteed by Bank of America, N.A. or any other bank, are not insured by the Federal Deposit Insurance Corporation or any other governmental agency and involve investment risks. Potential purchasers of the Notes should consider the information in Risk Factors beginning on page S-8 of the accompanying product supplement, page S-5 of the prospectus supplement, and page 8 of the prospectus.

None of the Securities and Exchange Commission (the SEC), any state securities commission, or any other regulatory body has approved or disapproved of these Notes or passed upon the adequacy or accuracy of this term sheet, the product supplement, the prospectus supplement, or the prospectus. Any representation to the contrary is a criminal offense.

In connection with this offering, Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S) is acting in its capacity as principal for your account. We will deliver the Notes in book-entry form only through The Depository Trust Company on December 8, 2014 against payment in immediately available funds.

Bank of America Merrill Lynch

Selling Agent

THE UNDERLYING INDEX

All disclosures contained in this term sheet regarding the Underlying Index, including, without limitation, its make up, method of calculation, and changes in its components, have been derived from publicly available sources. The information reflects the policies of, and is subject to change by, Bloomberg Finance L.P. Bloomberg Finance L.P. has no obligation to continue to publish, and may discontinue publication of, the Underlying Index. The consequences of Bloomberg Finance L.P. discontinuing publication of the Underlying Index are discussed in the section of product supplement CLN-3 entitled "Description of the Notes Discontinuance of an Underlying Index" beginning on page S-28. None of us, the calculation agent, or MLPF&S accepts any responsibility for the calculation, maintenance, or publication of the Underlying Index or any successor index.

On April 10, 2014, Bloomberg Finance L.P. acquired the Dow Jones-UBS Commodity IndexesSM. The indexes were renamed from the "Dow Jones-UBS Commodity Index Family" to the "Bloomberg Commodity Index Family" on July 1, 2014, and their tickers were changed from "DJUBS" tickers to "BCOM" tickers. Both sets of tickers were available until July 31, 2014, and DJUBS tickers were discontinued thereafter.

The Bloomberg Commodity Index 2 Month Forward Total ReturnSM reflects the return on a fully collateralized investment in the Bloomberg Commodity Index 2 Month ForwardSM ("BCOMF2"), which is a two-month forward version of the Bloomberg Commodity IndexSM. The Underlying Index is fully collateralized because it combines the returns of the BCOMF2 with the returns on cash collateral invested in U.S. Treasury Bills. The Bloomberg Commodity IndexSM ("BCOM") is a proprietary index that was established on July 14, 1998 by Dow Jones & Company, Inc. ("Dow Jones") and UBS AG ("UBS") to provide a liquid and diversified benchmark for commodities investments. The Underlying Index is also designed to be a "tradable" index that is readily accessible to market participants. The BCOMF2 tracks the returns of rolling commodities futures contracts. The BCOMF2 is currently comprised of futures contracts on 22 physical commodities. The 22 commodities that currently comprise the Underlying Index (the "Index Commodities") are: aluminum, Brent crude oil, coffee, copper, corn, cotton, gasoline RBOB, gold, heating oil, Kansas wheat, lean hogs, live cattle, natural gas, nickel, silver, soybean meal, soybean oil, soybeans, sugar, wheat, WTI crude oil and zinc.

License Agreement

Bloomberg® and Bloomberg Commodity Index 2 Month Forward Total ReturnSM are service marks of Bloomberg Finance L.P. and its affiliates (collectively, "Bloomberg") and have been licensed for use for certain purposes by us.

The Notes are not sponsored, endorsed, sold or promoted by Bloomberg, UBS AG, UBS Securities LLC ("UBS Securities") or any of their subsidiaries or affiliates. None of Bloomberg, UBS AG, UBS Securities or any of their subsidiaries or affiliates makes any representation or warranty, express or implied, to the owners of or counterparties to the Notes or any member of the public regarding the advisability of investing in securities or commodities generally or in the Notes particularly. The only relationship of Bloomberg, UBS AG, UBS Securities or any of their subsidiaries or affiliates to the Licensee is the licensing of certain trademarks, trade names and service marks and of the Underlying Index, which is determined, composed and calculated by Bloomberg in conjunction with UBS Securities without regard to BAC or the Notes. Bloomberg and UBS Securities have no obligation to take the needs of BAC or the owners of the Notes into consideration in determining, composing or calculating the Underlying Index. None of Bloomberg, UBS AG, UBS Securities or any of their respective subsidiaries or affiliates is responsible for or has participated in the determination of the timing of, prices at, or quantities of the Notes to be issued or in the determination or calculation of the equation by which the Notes are to be converted into cash. None of Bloomberg, UBS AG, UBS Securities or any of their subsidiaries or affiliates shall have any obligation or liability, including, without limitation, to Notes customers, in connection with the administration, marketing or trading of the Notes. Notwithstanding the foregoing, UBS AG, UBS Securities and their respective subsidiaries and affiliates may independently issue and/or sponsor financial products unrelated to the Notes currently being issued by Licensee, but which may be similar to and competitive with the Notes. In addition, UBS AG, UBS Securities and their subsidiaries and affiliates actively trade commodities, commodity indexes and commodity futures (including the Bloomberg Commodity IndexSM and the Underlying Index), as well as swaps, options and derivatives which are linked to the performance of such commodities, commodity indexes and commodity futures. It is possible that this trading activity will affect the value of the Underlying Index and the Notes.

The term sheet relates only to the Notes and does not relate to the exchange-traded physical commodities underlying any of the Underlying Index components. Purchasers of the Notes should not conclude that the inclusion of a futures contract in the Underlying Index is any form of investment recommendation of the futures contract or the underlying exchange-traded physical commodity by Bloomberg, UBS AG, UBS Securities or any of their subsidiaries or affiliates. The information in the term sheet regarding the Underlying Index components has been derived solely from publicly available documents. None of Bloomberg, UBS AG, UBS Securities or any of their subsidiaries or affiliates has made any due diligence inquiries with respect to the Underlying Index components in connection with the Notes. None of Bloomberg, UBS AG, UBS Securities or any of their subsidiaries or affiliates makes any representation that these publicly available documents or any other publicly available information regarding the Underlying Index components, including without limitation a description of factors that affect the prices of such components, are accurate or complete.

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HISTORICAL INFORMATION

The following graph sets forth the daily historical performance of the Underlying Index in the period from January 2008 through November 2014. This historical data on the Underlying Index is not necessarily indicative of the future performance of the Underlying Index or what the value of the Notes may be. Any historical upward or downward trend in the level of the Underlying Index during any period set forth below is not an indication that the level of the Underlying Index is more or less likely to increase or decrease at any time over the term of the Notes.

VALIDITY OF THE NOTES

In the opinion of McGuireWoods LLP, as counsel to Bank of America Corporation, when the trustee has made an appropriate entry on Schedule 1 to the Master Registered Global Senior Note, dated March 30, 2012 (the "Master Note") identifying the Notes offered hereby as supplemental obligations thereunder in accordance with the instructions of Bank of America Corporation, and the Notes have been delivered against payment therefore as contemplated in this pricing supplement and the accompanying product supplement, prospectus supplement and prospectus, all in accordance with the provisions of the Senior Indenture, such Notes will be legal, valid and binding obligations of Bank of America Corporation, subject to applicable bankruptcy, reorganization, insolvency, moratorium, fraudulent conveyance or other similar laws affecting the rights of creditors now or hereafter in effect, and to equitable principles that may limit the right to specific enforcement of remedies, and further subject to 12 U.S.C. §1818(b)(6)(D) (or any successor statute) and any bank regulatory powers now or hereafter in effect and to the application of principles of public policy. This opinion is given as of the date hereof and is limited to the Federal laws of the United States, the laws of the State of New York and the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). In addition, this opinion is subject to the assumption that the trustee's certificate of authentication of the Master Note has been manually signed by one of the trustee's authorized officers and to customary assumptions about the trustee's authorization, execution and delivery of the Senior Indenture, the validity, binding nature and enforceability of the Senior Indenture with respect to the trustee, the legal capacity of natural persons, the genuineness of signatures, the authenticity of all documents submitted to McGuireWoods LLP as originals, the conformity to original documents of all documents submitted to McGuireWoods LLP as photocopies thereof, the authenticity of the originals of such copies and certain factual matters, all as stated in the letter of McGuireWoods LLP dated March 30, 2012, which has been filed as an exhibit to our Registration Statement relating to the Notes filed with the SEC filed on March 30, 2012.

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