

BANK OF AMERICA CORP /DE/  
 Form FWP  
 October 23, 2014

**Filed Pursuant to Rule 433**

**Registration No. 333-180488**

**ACCELERATED RETURN NOTES® (ARNs®)**

	<b>Accelerated Return Notes® Linked to the S&amp;P Oil &amp; Gas Exploration and Production Select Industry Index</b>
<b>Issuer</b>	Bank of America Corporation ( BAC )
<b>Principal Amount</b>	\$10.00 per unit
<b>Term</b>	Approximately 14 months
<b>Market Measure</b>	S&P Oil & Gas Exploration and Production Select Industry Index (Bloomberg symbol: SPSIOP )
<b>Payout Profile at Maturity</b>	3-to-1 upside exposure to increases in the Market Measure, subject to the Capped Value
<b>Capped Value</b>	1-to-1 downside exposure to decreases in the Market Measure, with 100% of your investment at risk [\$12.00 - \$12.40] per unit, a [20% - 24%] return over the principal amount, to be determined on the pricing date
<b>Investment Considerations</b>	This investment is designed for investors who anticipate that the Market Measure will increase moderately over the term of the notes, and are willing to accept a capped return, take full downside risk and forgo interim interest payments.
<b>Preliminary Offering Documents</b>	<a href="http://www.sec.gov/Archives/edgar/data/70858/000119312514379727/d808074dfwp.htm">http://www.sec.gov/Archives/edgar/data/70858/000119312514379727/d808074dfwp.htm</a>
<b>Exchange Listing</b>	No

*You should read the relevant Preliminary Offering Documents before you invest.*

*Click on the Preliminary Offering Documents hyperlink above or call your Financial Advisor for a hard copy.*

**Risk Factors**

Please see the Preliminary Offering Documents for a description of certain risks related to this investment, including, but not limited to, the following:

Depending on the performance of the Market Measure as measured shortly before the maturity date, your investment may result in a loss; there is no guaranteed return of principal. Payments on the notes are subject to the credit risk of BAC, and actual or perceived changes in the creditworthiness of BAC are expected to affect the value of the notes. If BAC becomes

insolvent or is unable to pay its obligations, you may lose your entire investment.

Your investment return, if any, is limited to the return represented by the Capped Value and may be less than a comparable investment directly in the stocks included in the Market Measure.

The initial estimated value of the notes on the pricing date will be less than their public offering price.

If you attempt to sell the notes prior to maturity, their market value may be lower than both the public offering price and the initial estimated value of the notes on the pricing date.

You will have no rights of a holder of the securities represented by the Market Measure, and you will not be entitled to receive securities or dividends or other distributions by the issuers of those securities.

The securities included in the Market Measure are concentrated in a single sector; the Market Measure is heavily concentrated in a small number of index components.

*Final terms will be set on the pricing date within the given range for the specified Market-Linked Investment. Please see the Preliminary Offering Documents for complete product disclosure, including related risks and tax disclosure.*