

BANK OF AMERICA CORP /DE/  
Form 8-A12B  
January 29, 2016

As filed with the Securities and Exchange Commission on January 29, 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** **56-0906609**  
**(State of incorporation or organization)** **(IRS Employer Identification No.)**  
**BANK OF AMERICA CORPORATION**

**Bank of America Corporate Center**

**100 North Tryon Street**

**Charlotte, North Carolina**

**(Address of principal executive offices)**

**28255**

**(Zip Code)**

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

| <b>Title of each class<br/>to be so registered</b>   | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>Depository Shares, each representing a<br/>1/1,000<sup>th</sup> interest in a share of 6.200%</b> |  |
| <b>Non-Cumulative Preferred Stock, Series CC</b>   | <b>New York Stock Exchange</b>   |

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: 333-202354

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 depositary shares (the **Depositary Shares**), each representing a 1/1,000 interest in a share of 6.200% Non-Cumulative Preferred Stock, Series CC (the **Preferred Stock**), of Bank of America Corporation (the **Registrant**). The descriptions of the Preferred Stock and the Depositary Shares are contained in (i) the Registrant's Prospectus, dated May 1, 2015 (the **Prospectus**), included in the Registrant's registration statement on Form S-3 (File No. 333-202354) under the captions **Description of Preferred Stock** and **Description of Depositary Shares** and (ii) the Registrant's Prospectus Supplement, dated January 21, 2016, under the captions **Description of the Preferred Stock** and **Description of the Depositary Shares**, and those sections are incorporated herein by reference.

**Item 2. Exhibits**

The following exhibits are filed herewith.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Certificate of Designations of the Preferred Stock, dated January 29, 2016  |
| 4.1                | Deposit Agreement, dated January 28, 2016, among the Registrant, Computershare Inc., Computershare Trust Company, N.A. and the Holders from time to time of the Depositary Receipts |
| 4.2                | Form of Depositary Receipt for the Depositary Shares (included in Exhibit 4.1)  |

**SIGNATURES**

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

Dated: January 29, 2016

**BANK OF AMERICA CORPORATION**

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

**INDEX TO EXHIBITS**

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