

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

(a) On April 25, 2018, Bank of America Corporation (the “Corporation”) held its 2018 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 2018. The Corporation’s stockholders did not approve the stockholder proposal 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:

	For	Against	Abstain	Broker Non-Votes
Sharon L. Allen	7,481,729,008	51,891,924	35,324,154	1,448,446,655
Susan S. Bies	7,481,840,623	51,856,984	35,247,479	1,448,446,655
Jack O. Bovender, Jr.	7,483,181,857	48,054,504	37,708,725	1,448,446,655
Frank P. Bramble, Sr.	7,426,624,079	104,607,897	37,713,110	1,448,446,655
Pierre J.P. de Weck	7,472,942,381	58,223,891	37,778,814	1,448,446,655
Arnold W. Donald	6,705,919,440	800,885,528	62,140,118	1,448,446,655
Linda P. Hudson	7,486,468,522	46,739,324	35,737,240	1,448,446,655
Monica C. Lozano	7,427,686,127	105,234,956	36,024,003	1,448,446,655
Thomas J. May	7,310,570,036	221,463,320	36,911,730	1,448,446,655
Brian T. Moynihan	7,282,839,707	228,707,656	57,397,723	1,448,446,655
Lionel L. Nowell, III	7,474,775,234	56,471,545	37,698,307	1,448,446,655
Michael D. White	7,481,492,558	48,720,912	38,731,616	1,448,446,655
Thomas D. Woods	7,468,962,034	62,557,802	37,425,250	1,448,446,655
R. David Yost	7,472,553,863	59,041,000	37,350,223	1,448,446,655
Maria T. Zuber	7,486,676,842	46,436,947	35,831,297	1,448,446,655

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

For	7,120,492,596
Against	394,577,689
Abstain	53,874,801
Broker Non-Votes	1,448,446,655

3. Ratifying the Appointment of the Corporation’s Independent Registered Public Accounting Firm for 2018:

For	8,743,388,111
Against	230,175,263
Abstain	43,828,367

4. Stockholder Proposal - Independent Board Chair:

For	2,299,321,764
Against	5,190,440,714
Abstain	79,182,608
Broker Non-Votes	1,448,446,655

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 25, 2018