

BANK OF AMERICA CORP /DE/  
Form DEFA14A  
March 27, 2014

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)

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(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.

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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:

**2014 Annual Meeting Admission Ticket**

**2014 Annual Meeting of Stockholders**

**Wednesday, May 7, 2014, 10:00 am (EDT)**

**Charlotte Marriott City Center**

**100 West Trade Street**

**Charlotte, North Carolina 28202**

**(Enter via the Independence Center.)**

**Upon arrival, please present this admission ticket and valid government-issued photo identification at the registration desk.**

**Vote by Internet**

Go to [www.investorvote.com/bac](http://www.investorvote.com/bac)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Important Notice Regarding the Availability of Proxy Materials for the  
Annual Meeting of Stockholders to be Held on May 7, 2014**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the Bank of America Corporation 2014 annual meeting of stockholders are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the information contained in the proxy materials before voting. The proxy statement and 2013 annual report to stockholders are available at:**

**Easy Online Access A Convenient Way to View Proxy Materials and to submit a Proxy to Vote**

**When you go online to view materials, you can also vote your shares.**

**Step 1:** Go to [www.investorvote.com/bac](http://www.investorvote.com/bac).

**Step 2:** Click on the icon on the right to view current meeting materials.

**Step 3:** Return to the investorvote.com window and follow the instructions on the screen to log in.

**Step 4:** Make your selection as instructed on each screen to select delivery preferences and to submit a proxy to vote.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.**

**Obtaining a Copy of the Proxy Materials** If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 25, 2014 to facilitate timely delivery.

**The Bank of America Corporation 2014 Annual Meeting of Stockholders will be held at 10:00 am (EDT) on Wednesday, May 7, 2014, at Charlotte Marriott City Center, 100 West Trade Street, Charlotte, North Carolina 28202. (Enter via the Independence Center.)**

**Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.**

**The Board of Directors recommends a vote FOR all nominees and FOR Proposals 2, 3 and 4:**

1. Election of Directors.

01 - Sharon L. Allen	04 - Frank P. Bramble, Sr.	07 - Charles K. Gifford	10 - Monica C. Lozano	13 - Lionel L. Nowell, III
02 - Susan S. Bies	05 - Pierre J. P. de Weck	08 - Charles O. Holliday, Jr.	11 - Thomas J. May	14 - Clayton S. Rose
03 - Jack O. Bovender, Jr.	06 - Arnold W. Donald	09 - Linda P. Hudson	12 - Brian T. Moynihan	15 - R. David Yost
2. An Advisory (Non-Binding) Resolution to Approve Executive Compensation (Say on Pay).
3. Ratification of the Appointment of Our Registered Independent Public Accounting Firm for 2014.
4. Approval of Amendment to the Series T Preferred Stock.

**The Board of Directors recommends a vote AGAINST the following proposals:**

- |  |  |
|--|--|
| 5. Stockholder Proposal Cumulative Voting in Director Elections. | 7. Stockholder Proposal Climate Change Report. |
| 6. Stockholder Proposal Proxy Access.                            | 8. Stockholder Proposal Lobbying Report.       |

**Notice of Proposed Amendment to the Series T Preferred Stock**

In accordance with Section 242 of the Delaware General Corporation Law, we hereby provide notice that we are submitting to our stockholders for approval at our 2014 Annual Meeting of Stockholders an amendment (the Amendment) to the certificate of designations (the Certificate of Designations) for our 6% Cumulative Perpetual Preferred Stock, Series T (the Series T Preferred Stock).

In September 2011, we issued 50,000 shares of Series T Preferred Stock in a private transaction. The terms of the Series T Preferred Stock are set forth in the Certificate of Designations, which was filed with the Delaware Secretary of State. The material changes to the Series T Preferred Stock pursuant to the Amendment being submitted to stockholders for approval are: (1) dividends will no longer accrue on the shares of Series T Preferred Stock and will be paid only when, as and if declared by our Board of Directors (currently, dividends continue to accrue even if not declared by our Board of Directors); (2) the dividend rate of 6% per annum will be fixed with no possibility of increase (currently, the dividend rate increases to 8% per annum if dividends are not declared and paid when due); and (3) we may redeem the Series T Preferred Stock only after the fifth anniversary of the effective date of the Amendment for 105% of the issuing price (currently, we may redeem the Series T Preferred Stock at any time for 105% of the issuing price).

The foregoing summary of the Amendment is qualified in its entirety by reference to the text of the Amendment, which is attached as Exhibit A to the proxy statement and is incorporated into this summary by reference.

**PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To submit a proxy to vote your shares you must submit your proxy online or by telephone or request a paper copy of the proxy materials to receive a proxy card which can be completed and must be received by the company prior to the annual meeting. If you wish to attend and vote at the meeting, please bring this notice with you.**

**Information about attending and voting at the Bank of America 2014 Annual Meeting of Stockholders**

Attendance at the 2014 Annual Meeting of Stockholders is limited to stockholders or their legal proxies. Valid government-issued photo identification and either an admission ticket, proof of stock ownership or a legal proxy as of March 12, 2014, the record date for the meeting, are required to be admitted to the meeting. Failure to bring the required documentation may delay or prevent you from being admitted to the meeting.

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If you wish to vote in person at the 2014 Annual Meeting of Stockholders, you may either bring your proxy card or a legal proxy in your name provided by the record owner of the shares you intend to vote and request a ballot at the meeting.

For more information about attending and voting at the 2014 Annual Meeting of Stockholders, please refer to the proxy statement.

### **Here's how to order a copy of the proxy materials and select a future delivery preference:**

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials, you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- g **Internet** Go to [www.investorvote.com/bac](http://www.investorvote.com/bac). Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
  
- g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
  
- g **Email** Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with **Proxy Materials Bank of America Corporation** in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive an electronic or a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 25, 2014.

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