

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On April 24, 2019, Bank of America Corporation (the “Corporation”) held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Corporation’s stockholders approved the Second Amendment (the “Amendment”) to the Bank of America Corporation Key Employee Equity Plan (as amended, the “Plan”) to, among other things, increase the number of shares of the Corporation’s common stock available for awards under the Plan by 150 million shares. The Plan’s terms are substantially unchanged other than the increase in the shares available for awards and provisions regarding minimum vesting requirements and tax withholding. In addition, the expiration date of the Plan was extended from May 5, 2025 to April 23, 2029.

A description of the material terms and conditions of the Plan appears on pages 72-79 of the Corporation’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on March 13, 2019 (the “2019 Proxy Statement”). That description, a copy of which is filed as Exhibit 99.1 hereto and is incorporated into this Item 5.02(e) by reference, does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan, which is included as Appendix B to the 2019 Proxy Statement. The Amendment is attached as Exhibit 10.1 to this report and is incorporated into this Item 5.02(e) by reference.

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

(a) The Annual Meeting was held on April 24, 2019.

(b) The Corporation’s stockholders elected all of the nominees for director; approved the advisory vote on executive compensation; ratified the appointment of PricewaterhouseCoopers LLP as the Corporation’s independent registered public accounting firm for 2019; and approved the Amendment. The Corporation’s stockholders did not approve the stockholder proposals 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, 2, 4 and 5 Preferred Stock voted together as a class.

1. Election of Directors:

	For	Against	Abstain	Broker Non-Votes
Sharon L. Allen	6,994,624,670	64,444,889	28,621,092	1,347,093,596
Susan S. Bies	7,008,408,198	50,485,671	28,796,782	1,347,093,596
Jack O. Bovender, Jr.	7,003,498,383	53,069,416	31,122,851	1,347,093,596
Frank P. Bramble, Sr.	6,945,433,850	111,201,184	31,055,616	1,347,093,596
Pierre J.P. de Weck	6,987,286,196	68,945,255	31,459,200	1,347,093,596
Arnold W. Donald	6,982,417,422	73,680,284	31,592,945	1,347,093,596
Linda P. Hudson	7,008,184,879	49,749,669	29,756,102	1,347,093,596
Monica C. Lozano	6,915,998,843	142,486,516	29,205,293	1,347,093,596
Thomas J. May	6,858,802,176	189,165,606	39,722,869	1,347,093,596
Brian T. Moynihan	6,803,592,180	229,177,853	54,920,617	1,347,093,596
Lionel L. Nowell, III	6,991,901,113	64,431,622	31,357,916	1,347,093,596
Clayton S. Rose	7,005,281,574	50,924,485	31,484,592	1,347,093,596
Michael D. White	7,002,379,067	53,794,213	31,517,370	1,347,093,596
Thomas D. Woods	7,010,995,049	45,212,580	31,483,022	1,347,093,596
R. David Yost	6,986,403,038	69,743,398	31,544,214	1,347,093,596
Maria T. Zuber	7,010,890,386	47,627,698	29,172,567	1,347,093,596

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

For	6,752,218,622
Against	285,755,283
Abstain	49,716,745
Broker Non-Votes	1,347,093,596

3. Ratifying the Appointment of the Corporation's Independent Registered Public Accounting Firm for 2019:

For 8,115,543,894
 Against 281,813,690
 Abstain 37,426,662

4. Approving the Amendment of the Bank of America Corporation Key Employee Equity Plan:

For	6,788,409,177
Against	254,664,592
Abstain	44,616,881
Broker Non-Votes	1,347,093,596

5. Stockholder Proposal - Report Concerning Gender Pay Equity:

For 608,331,746
 Against 380,260,458
 Abstain 80,028,447
 Broker Non-Votes 1,347,093,596

6. Stockholder Proposal - Right to Act by Written Consent:

For 854,633,131
 Against 372,332,961
 Abstain 60,724,558
 Broker Non-Votes 1,347,093,596

7.
Stockholder
Proposal
-
Enhance
Shareholder
Proxy
Access:

~~For~~ 25,607,424
~~Against~~ 1,599
~~Abstain~~ 627
Broker
1,347,093,596
Non-Votes

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibits are filed herewith.

EXHIBIT NO. DESCRIPTION OF EXHIBIT

10.1 Second Amendment to the Bank of America Corporation Key Employee Equity Plan
99.1 Description of Bank of America Corporation Key Employee Equity Plan

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 24, 2019