

BANK OF AMERICA CORP /DE/  
Form DEFA14A  
May 04, 2015

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:

May 4, 2015

Dear Bank of America stockholders:

In October 2014, the Board of Directors appointed Brian Moynihan Chairman. Jack Bovender was appointed as Lead Independent Director, a new position with roles and responsibilities consistent with the duties of an independent board chair.

In taking this action, the Board amended Bank of America's bylaw provision on board leadership structure that had been amended by stockholder vote in 2009. A thorough discussion of the timing and process of the Board's decision is in our 2015 proxy statement.

We also reached out to many stockholders to learn of their views, particularly as we have solicited proxies for our annual stockholders' meeting on May 6. A number of stockholders have expressed the view that stockholders should have been given the opportunity to vote to ratify the Board's bylaw change.

To be responsive to what we have heard, we will ask stockholders to vote to ratify the Board's decision to amend the bylaw on board leadership structure. This vote will occur no later than our 2016 annual meeting of stockholders.

We appreciate the candor with which stockholders have shared their insights, both in support of the decision and in expressing reservations about the process. We look forward to continuing to engage on this and other issues important to you at our annual meeting in Charlotte this week.

Thank you for your investment in Bank of America.

**On behalf of the Bank of America Corporation Board of Directors**

**Jack Bovender**  
*Lead Independent Director*

**Brian Moynihan**  
*Chairman of the Board and Chief Executive Officer*