

BofA Finance LLC
 Form 424B2
 January 02, 2018

This document amends and restates the term sheet for CUSIP 097097240 filed with the Securities and Exchange Commission on December 26, 2017.

**Filed Pursuant to Rule 424(b)(2)
 Registration Statement No. 333-213265
 (To Prospectus dated November 4, 2016,
 Prospectus Supplement dated November 4,
 2016 and
 Product Supplement EQUITY INDICES
 SUN-1 dated November 28, 2016)**

3,402,631 Units		
\$10 principal amount per unit	Pricing Date	December 21, 2017
CUSIP No. 097097240	Settlement Date	December 29, 2017
	Maturity Date	June 25, 2020

BofA Finance LLC

**Leveraged Market-Linked Step Up Notes Linked to the EURO STOXX 50® Index
 Fully and Unconditionally Guaranteed by Bank of America Corporation**

Maturity of approximately two and a half years

If the Index is flat or increases, but is below the Step Up Value, a return of 38.25%

If the Index increases to a level at or above the Step Up Value, 130% participation in increases in the Index

1-to-1 downside exposure to decreases in the Index, with up to 100% of your principal at risk

All payments occur at maturity and are subject to the credit risk of BofA Finance LLC, as issuer of the notes, and the credit risk of Bank of America Corporation, as guarantor of the notes

No periodic interest payments

In addition to the underwriting discount set forth below, the notes include a hedging-related charge of \$0.075 per unit. See Structuring the Notes

Limited secondary market liquidity, with no exchange listing

The notes are being issued by BofA Finance LLC (BofA Finance) and are fully and unconditionally guaranteed by Bank of America Corporation (BAC). There are important differences between the notes and a conventional debt security, including different investment risks and certain additional costs. See Risk Factors beginning on page TS-6 of this term sheet, page PS-7 of product supplement EQUITY INDICES SUN-1, page S-4 of the accompanying Series A MTN prospectus supplement and page 7 of the accompanying prospectus.

The initial estimated value of the notes as of the pricing date is \$9.609 per unit, which is less than the public offering price listed below. See Summary on the following page, Risk Factors beginning on page TS-6 of this term sheet and Structuring the Notes on page TS-10 of this term sheet for additional information. The actual value of your notes at any time will reflect many factors and cannot be predicted with accuracy.

None of the Securities and Exchange Commission (the SEC), any state securities commission, or any other regulatory body has approved or disapproved of these securities or determined if this Note Prospectus (as defined below) is truthful or complete. Any representation to the contrary is a criminal offense.

Per Unit Total

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Public offering price	\$10.00	\$34,026,310.00
Underwriting discount	\$0.20	\$680,526.20
Proceeds, before expenses, to BofA Finance	\$9.80	\$33,345,783.80

The notes and the related guarantee:

**Are Not FDIC
Insured**

**Are Not Bank
Guaranteed**

May Lose Value

Merrill Lynch & Co.
December 21, 2017

Leveraged Market-Linked Step Up Notes

Linked to the EURO STOXX 50® Index, due June 25, 2020

Summary

The Leveraged Market-Linked Step Up Notes Linked to the EURO STOXX 50® Index, due June 25, 2020 (the notes) are our senior unsecured debt securities. Payments on the notes are fully and unconditionally guaranteed by BAC. The notes and the related guarantee are not insured by the Federal Deposit Insurance Corporation or secured by collateral. **The notes will rank equally with all of BofA Finance’s other unsecured and unsubordinated debt, and the related guarantee will rank equally with all of BAC’s other unsecured and unsubordinated obligations. Any payments due on the notes, including any repayment of principal, will be subject to the credit risk of BofA Finance, as issuer, and BAC, as guarantor.** The notes provide you with a Step Up Payment if the Ending Value of the Market Measure, which is the EURO STOXX 50® Index (the Index), is equal to or greater than its Starting Value, but is less than the Step Up Value. If the Ending Value is equal to or greater than the Step Up Value, the notes provide you with a leveraged return. If the Ending Value is less than the Starting Value, you will lose all or a portion of the principal amount of your notes. Any payments on the notes will be calculated based on the \$10 principal amount per unit and will depend on the performance of the Index, subject to our and BAC’s credit risk. See Terms of the Notes below.

The economic terms of the notes (including the Step Up Payment) are based on BAC’s internal funding rate, which is the rate it would pay to borrow funds through the issuance of market-linked notes and the economic terms of certain related hedging arrangements. BAC’s internal funding rate is typically lower than the rate it would pay when it issues conventional fixed or floating rate debt securities. This difference in funding rate, as well as the underwriting discount and the hedging related charge described below, reduced the economic terms of the notes to you and the initial estimated value of the notes on the pricing date. Due to these factors, the public offering price you pay to purchase the notes is greater than the initial estimated value of the notes.

On the cover page of this term sheet, we have provided the initial estimated value for the notes. This initial estimated value was determined based on our, BAC’s and our other affiliates’ pricing models, which take into consideration BAC’s internal funding rate and the market prices for the hedging arrangements related to the notes. For more information about the initial estimated value and the structuring of the notes, see Structuring the Notes on page TS-10.

Terms of the Notes

Redemption Amount Determination

Issuer:	BofA Finance LLC (BofA Finance)	On the maturity date, you will receive a cash payment per unit determined as follows:
Guarantor:	Bank of America Corporation (BAC)	
Principal Amount:	\$10.00 per unit	
Term:	Approximately two and a half years	
Market Measure:	The EURO STOXX 50® Index (Bloomberg symbol: SX5E), a price return index	
Starting Value:	3,570.78	
Ending Value:	The closing level of the Market Measure on the calculation day. The scheduled calculation day is subject to postponement in the event of Market Disruption Events, as described beginning on page PS-21 of product supplement	

Step Up Value:	EQUITY INDICES SUN-1. 4,936.60 (138.25% of the Starting Value, rounded to two decimal places).
Step Up Payment:	\$3.825 per unit, which represents a return of 38.25% over the principal amount.
Threshold Value:	3,570.78 (100% of the Starting Value).
Participation Rate:	130%
Calculation Day:	June 18, 2020
Fees and Charges:	The underwriting discount of \$0.20 per unit listed on the cover page and the hedging related charge of \$0.075 per unit described in Structuring the Notes on page TS-10.
Calculation Agent:	Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S), an affiliate of BofA Finance.

Leveraged Market-Linked Step Up Notes

TS-2

Leveraged Market-Linked Step Up Notes

Linked to the EURO STOXX 50® Index, due June 25, 2020

The terms and risks of the notes are contained in this term sheet and in the following:

Product supplement EQUITY INDICES SUN-1 dated November 28, 2016:

<https://www.sec.gov/Archives/edgar/data/70858/000119312516778291/d301449d424b5.htm>

Series A MTN prospectus supplement dated November 4, 2016 and prospectus dated November 4, 2016:

<https://www.sec.gov/Archives/edgar/data/70858/000119312516760144/d266649d424b3.htm>

These documents (together, the Note Prospectus) have been filed as part of a registration statement with the SEC, which may, without cost, be accessed on the SEC website as indicated above or obtained from MLPF&S by calling 1-800-294-1322. Before you invest, you should read the Note Prospectus, including this term sheet, for information about us, BAC and this offering. Any prior or contemporaneous oral statements and any other written materials you may have received are superseded by the Note Prospectus. Capitalized terms used but not defined in this term sheet have the meanings set forth in product supplement EQUITY INDICES SUN-1. Unless otherwise indicated or unless the context requires otherwise, all references in this document to we, us, our, or similar references are to BofA Finance, and not to BAC.

Investor Considerations

You may wish to consider an investment in the notes if:

The notes may not be an appropriate investment for you if:

You anticipate that the Index will not decrease from the Starting Value to the Ending Value.

You believe that the Index will decrease from the Starting Value to the Ending Value.

You are willing to risk a loss of principal and return if the Index decreases from the Starting Value to the Ending Value.

You seek principal repayment or preservation of capital.

You are willing to forgo the interest payments that are paid on conventional interest bearing debt securities.

You seek interest payments or other current income on your investment.

You want to receive dividends or other distributions paid on the stocks included in the Index.

You are willing to forgo dividends or other benefits of owning the stocks included in the Index.

You seek an investment for which there will be a liquid secondary market.

You are willing to accept a limited or no market for sales prior to maturity, and understand that the market prices for the notes, if any, will be affected by various factors, including our and BAC's actual and perceived creditworthiness, BAC's internal funding rate and fees and charges on the notes.

You are unwilling or are unable to take market risk on the notes, to take our credit risk as issuer of the notes, or to take BAC's credit risk, as guarantor of the notes.

You are willing to assume our credit risk, as issuer of the notes, and BAC's credit risk, as guarantor of the notes, for all payments under the notes, including the Redemption Amount.

We urge you to consult your investment, legal, tax, accounting, and other advisors before you invest in the notes.

Leveraged Market-Linked Step Up Notes

Linked to the EURO STOXX 50® Index, due June 25, 2020

Hypothetical Payout Profile and Examples of Payments at Maturity

Leveraged Market-Linked Step Up Notes

This graph reflects the returns on the notes, based on the Participation Rate of 130%, the Threshold Value of 100% of the Starting Value, the Step Up Payment of \$3.825 per unit and the Step Up Value of 138.25% of the Starting Value. The green line reflects the returns on the notes, while the dotted gray line reflects the returns of a direct investment in the stocks included in the Index, excluding dividends. This graph has been prepared for purposes of illustration only.

The following table and examples are for purposes of illustration only. They are based on **hypothetical** values and show **hypothetical** returns on the notes. They illustrate the calculation of the Redemption Amount and total rate of return based on a hypothetical Starting Value of 100, a Threshold Value of 100, a Step Up Value of 138.25, the Step Up Payment of \$3.825 per unit, the Participation Rate of 130% and a range of hypothetical Ending Values. **The actual amount you receive and the resulting total rate of return will depend on the actual Starting Value, Step Up Value, Threshold Value, Ending Value, and whether you hold the notes to maturity.** The following examples do not take into account any tax consequences from investing in the notes.

For recent actual levels of the Market Measure, see The Index section below. The Index is a price return index and as such the Ending Value will not include any income generated by dividends paid on the stocks included in the Index, which you would otherwise be entitled to receive if you invested in those stocks directly. In addition, all payments on the notes are subject to issuer and guarantor credit risk.

Ending Value	Percentage Change from the Starting Value to the Ending Value	Redemption Amount per Unit	Total Rate of Return on the Notes
0.00	-100.00%	\$0.0000	-100.000%
50.00	-50.00%	\$5.0000	-50.000%
80.00	-20.00%	\$8.0000	-20.000%
90.00	-10.00%	\$9.0000	-10.000%
94.00	-6.00%	\$9.4000	-6.000%
97.00	-3.00%	\$9.7000	-3.000%
100.00 ⁽¹⁾⁽²⁾	0.00%	\$13.8250 ⁽³⁾	38.250%
102.00	2.00%	\$13.8250	38.250%
105.00	5.00%	\$13.8250	38.250%
110.00	10.00%	\$13.8250	38.250%
120.00	20.00%	\$13.8250	38.250%
130.00	30.00%	\$13.8250	38.250%
138.25 ⁽⁴⁾	38.25%	\$14.9725	49.725%
140.00	40.00%	\$15.2000	52.000%
150.00	50.00%	\$16.5000	65.000%
160.00	60.00%	\$17.8000	78.000%

(1) The **hypothetical** Starting Value of 100 used in these examples has been chosen for illustrative purposes only. The actual Starting Value is 3,570.78, which was the closing level of the Market Measure on the pricing date.

(2) This is the **hypothetical** Threshold Value.

(3) This amount represents the sum of the principal amount and the Step Up Payment of \$3.825.

(4) This is the **hypothetical** Step Up Value.

Leveraged Market-Linked Step Up Notes

TS-4

Leveraged Market-Linked Step Up Notes

Linked to the EURO STOXX 50® Index, due June 25, 2020

Redemption Amount Calculation Examples

Example 1

The Ending Value is 90.00, or 90.00% of the Starting Value:

Starting Value: 100.00

Threshold Value: 100.00

Ending Value: 90.00

Redemption Amount per unit

Example 2

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text-indent: 0.5in">

The Icahn Parties are deemed to beneficially own, in the aggregate, 18,418,732 shares of Common Stock (including shares underlying forward contracts), representing approximately 9.38% of the Corporation's outstanding shares of Common Stock (based upon the 196,355,520 shares of Common Stock stated to be outstanding as of May 2, 2018 as disclosed in the AmTrust 10-Q).

High River has sole voting power and sole dispositive power with regard to 3,683,746 shares (including shares underlying forward contracts). Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 8,738,422 shares (including shares underlying forward contracts). Each of Icahn Onshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 5,996,564 shares (including shares underlying forward contracts). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River, may be deemed to indirectly beneficially own the Shares which High River directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners, may be deemed to indirectly beneficially own the Shares which Icahn Partners directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master, may be deemed to indirectly beneficially own the Shares which Icahn Master directly beneficially owns.

A-2

Two Year Summary Table:

The following table indicates the date of each purchase and sale of share of AmTrust Common Stock by the Icahn Participants within the past two years, and the number of shares of AmTrust Common Stock in each such purchase and sale.

Name	Date	Shares Purchased	
High River	04/26/2018	60,000	
High River	04/27/2018	92,771	
High River	04/30/2018	20,000	
High River	05/01/2018	369,035	
High River	05/02/2018	236,263	
High River	05/02/2018	360,000	
High River	05/02/2018	70,940	
High River	05/02/2018	60,000	
High River	05/02/2018	60,000	
High River	05/02/2018	58,623	(1)
High River	05/03/2018	330,452	(1)
High River	05/04/2018	240,000	(1)
High River	05/07/2018	590,201	(1)
High River	05/08/2018	53,200	
High River	05/08/2018	429,429	(1)
High River	05/09/2018	4,000	
High River	05/09/2018	73,560	(1)
High River	05/10/2018	76,939	(1)
High River	05/11/2018	42,304	(1)
High River	05/14/2018	54,500	(1)
High River	05/15/2018	71,297	(1)
High River	05/16/2018	30,232	(1)
High River	05/17/2018	300,000	(1)
Icahn Partners	04/26/2018	142,345	
Icahn Partners	04/27/2018	220,093	
Icahn Partners	04/30/2018	47,449	
Icahn Partners	05/01/2018	875,502	
Icahn Partners	05/02/2018	560,290	

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Icahn Partners	05/02/2018	853,966	
Icahn Partners	05/02/2018	168,279	
Icahn Partners	05/02/2018	142,328	
Icahn Partners	05/02/2018	142,327	
Icahn Partners	05/02/2018	139,062	(1)
Icahn Partners	05/03/2018	783,874	(1)
Icahn Partners	05/04/2018	569,368	(1)
Icahn Partners	05/07/2018	1,400,050	(1)
Icahn Partners	05/08/2018	126,198	
Icahn Partners	05/08/2018	1,018,672	(1)
Icahn Partners	05/09/2018	9,489	
Icahn Partners	05/09/2018	174,494	(1)
Icahn Partners	05/10/2018	182,513	(1)
Icahn Partners	05/11/2018	100,352	(1)
Icahn Partners	05/14/2018	129,281	(1)
Icahn Partners	05/15/2018	169,128	(1)
Icahn Partners	05/16/2018	71,715	(1)
Icahn Partners	05/17/2018	711,647	(1)
Icahn Master	04/26/2018	97,655	
Icahn Master	04/27/2018	150,993	
Icahn Master	04/30/2018	32,551	
Icahn Master	05/01/2018	600,636	
Icahn Master	05/02/2018	384,763	
Icahn Master	05/02/2018	586,034	
Icahn Master	05/02/2018	115,482	

Icahn Master	05/02/2018	97,672	
Icahn Master	05/02/2018	97,673	
Icahn Master	05/02/2018	95,431	(1)
Icahn Master	05/03/2018	537,934	(1)
Icahn Master	05/04/2018	390,632	(1)
Icahn Master	05/07/2018	960,755	(1)
Icahn Master	05/08/2018	86,602	
Icahn Master	05/08/2018	699,043	(1)
Icahn Master	05/09/2018	6,511	
Icahn Master	05/09/2018	119,745	(1)
Icahn Master	05/10/2018	125,245	(1)
Icahn Master	05/11/2018	68,863	(1)
Icahn Master	05/14/2018	88,718	(1)
Icahn Master	05/15/2018	116,060	(1)
Icahn Master	05/16/2018	49,213	(1)
Icahn Master	05/17/2018	488,353	(1)

Represents shares of AmTrust Common
 (1) Stock to be acquired pursuant to a forward contract. These forward contracts expire of May 1, 2020.

Shares purchased by each of the Icahn Parties are maintained in margin accounts that include positions in securities in addition to the Shares. As of May 17, 2018, the indebtedness of (i) High River's margin account was approximately \$45.9 million, (ii) Icahn Partners' margin account was approximately \$120.6 million, and (iii) Icahn Master margin account was approximately \$87.9 million.

AMTRUST FINANCIAL SERVICES, INC.

**SPECIAL MEETING OF
SHAREHOLDERS**

TO BE HELD JUNE 4, 2018

**GOLD PROXY GOLD PROXY
CARD CARD**

This proxy is solicited by:

**MR. CARL C. ICAHN, ICAHN
PARTNERS LP, ICAHN PARTNERS
MASTER FUND LP, ICAHN
ENTERPRISES G.P. INC., ICAHN
ENTERPRISES HOLDINGS L.P., IPH GP
LLC, ICAHN CAPITAL L.P., ICAHN
ONSHORE LP, ICAHN OFFSHORE LP,
BECKTON CORP., HIGH RIVER
LIMITED PARTNERSHIP, HOPPER
INVESTMENTS LLC AND BARBERRY
CORP. (THE "ICAHN PARTICIPANTS")**

A-4

AMTRUST FINANCIAL SERVICES, INC.

**SPECIAL MEETING OF
SHAREHOLDERS**

TO BE HELD JUNE 4, 2018

**GOLD PROXY
CARD**

**GOLD PROXY
CARD**

This proxy is solicited by:

**MR. CARL C. ICAHN, ICAHN
PARTNERS LP, ICAHN PARTNERS
MASTER FUND LP, ICAHN
ENTERPRISES G.P. INC., ICAHN
ENTERPRISES HOLDINGS L.P., IPH GP
LLC, ICAHN CAPITAL L.P., ICAHN
ONSHORE LP, ICAHN OFFSHORE LP,
BECKTON CORP., HIGH RIVER
LIMITED PARTNERSHIP, HOPPER
INVESTMENTS LLC AND BARBERRY
CORP. (THE "ICAHN PARTICIPANTS")**

The undersigned hereby appoints and constitutes each of Andrew Langham and Courtney Mather (acting alone or together) as proxies, with full power of substitution in each, to represent the undersigned at the Special Meeting of Stockholders of AmTrust Financial services, Inc. ("AmTrust") to be held on June 4, 2018 at 10:00 a.m. Eastern Daylight Time at 800 Superior Avenue in Cleveland, Ohio 44114, and at any adjournments or postponements or continuations thereof (the "Special Meeting"), hereby revoking any proxies previously given, to vote all shares of Common Stock of AmTrust held or owned by the undersigned as directed below, and in their discretion upon such other matters as may

come before the meeting (provided, however, that the persons named above will be permitted to use such discretionary authority only for matters which they do not know, a reasonable time before the solicitation, are to be presented at the meeting).

IF NO DIRECTION IS MADE, THE PERSONS NAMED IN THIS **GOLD** PROXY CARD WILL VOTE YOUR SHARES: (I) **AGAINST** ADOPTION OF THE MERGER AGREEMENT AND (II) **AGAINST** THE PROPOSAL TO ADJOURN THE SPECIAL MEETING FROM TIME TO TIME, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT AND (III) IN THE PROXY HOLDERS' DISCRETION AS TO OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING.

The Proxy Statement, as well as other proxy materials distributed by the Icahn Participants, are available free of charge by online request at AFSI@HarkinsKovler.com.

SIGN, DATE AND MAIL YOUR PROXY TODAY

(CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE.)

PLEASE DATE, MARK, SIGN AND RETURN THIS PROXY PROMPTLY. YOUR VOTE MUST BE RECEIVED NO LATER THAN 6:00 AM, EASTERN DAYLIGHT TIME, ON JUNE 4, 2018, TO BE INCLUDED IN THE VOTING RESULTS.

A-5

[X] PLEASE MARK VOTES AS IN THIS EXAMPLE.

**THE ICAHN PARTICIPANTS
RECOMMEND A VOTE “AGAINST”
PROPOSALS 1 AND 2 BELOW.**

To adopt the Agreement and Plan of Merger, dated as of March 1, 2018 (as amended, supplemented or otherwise modified from time to time), by and among Evergreen Parent, L.P., a [] [] []

1.. Delaware limited partnership, Evergreen Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent, and AmTrust Financial Services, Inc. FOR AGAINST ABSTAIN

2. [] [] []

To approve FOR AGAINST ABSTAIN
the
adjournment
of the special
meeting from
time to time,
if necessary,
to solicit
additional
proxies if
there are
insufficient
votes at the
time of the
special
meeting to
approve the
proposal to
adopt the
Merger
Agreement.

In their discretion, the proxies are authorized to act upon such other business that may properly come before the Special Meeting and any adjournment or postponement thereof.

Please be sure to sign and date this Proxy.

Signature(s) of Shareholder(s) Date

Signature(s) if held jointly Date

Title, if any

Please sign exactly as your name(s) appear on this proxy. When Shares are held jointly, each holder should sign. When signing as Executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

A-6