

BofA Finance LLC
Form 424B2
March 07, 2019

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 MITTS-1
dated October 27, 2017)

100,000 Units	Pricing Date	March 5, 2019
\$10 principal amount per unit	Settlement Date	March 12, 2019
CUSIP No. 097098479	Maturity Date	March 12, 2021

BofA Finance LLC

**Market Index Target-Term Securities[®] Linked to a Global Equity Index Basket
Fully and Unconditionally Guaranteed by Bank of America Corporation**

Maturity of approximately two years

58.30% participation in increases in the Basket

If the Basket is flat or decreases, payment at maturity will be the principal amount

The Basket is comprised of the S&P 500[®] Index and the EURO STOXX 50[®] Index. Each of the S&P 500[®] Index and the EURO STOXX 50[®] Index was given an initial weight of 50.00%

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-6 of product supplement EQUITY INDICES MITTS-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 \$9.817 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 beginning on page TS-17 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.

	<u>Per Unit</u>	<u>Total</u>
Public offering price	\$10.000	\$1,000,000.00
Underwriting discount	\$0.075	\$7,500.00
Proceeds, before expenses, to BofA Finance	\$9.925	\$992,500.00

The notes and the related guarantee:

**Are Not FDIC
Insured**

**Are Not Bank
Guaranteed**

May Lose Value

Merrill Lynch & Co.
March 5, 2019

Market Index Target-Term Securities®

Linked to a Global Equity Index Basket, due March 12, 2021

Summary

The Market Index Target-Term Securities® Linked to a Global Equity Index Basket, due March 12, 2021 (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 the repayment of principal, will be subject to the credit risk of BofA Finance, as issuer, and BAC, as guarantor.** The notes provide you with 58.30% participation in increases in the Market Measure, which is the Global Equity Index Basket (the Basket). If the Basket decreases, you will only receive 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 Basket, subject to our and BAC's credit risk. See Terms of the Notes below.

The Basket is comprised of the S&P 500® Index and the EURO STOXX 50® Index. Each of the S&P 500® Index and the EURO STOXX 50® Index was given an initial weight of 50.00%.

The economic terms of the notes (including the Participation Rate) 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-17.

Terms of the Notes

Redemption Amount Determination

Issuer:	BofA Finance LLC (BofA Finance)	On the maturity date, you will receive a cash
Guarantor:	Bank of America Corporation (BAC)	payment per unit determined as follows:
Principal Amount:	\$10.00 per unit	You will receive the Minimum Redemption
Term:	Approximately two years	Amount per unit of \$10.00
Market Measure:	A global equity index basket comprised of the S&P 500® Index (Bloomberg symbol: "SPX") and the EURO STOXX 50® Index (Bloomberg symbol: SX5E). Each Basket Component is a price return index.	<i>(The Redemption Amount cannot be less than the Minimum Redemption Amount per unit.)</i>
Starting Value:	100.00	
Ending Value:	The average of the values of the Market Measure on each calculation day occurring during the Maturity Valuation Period. The scheduled calculation days are subject to postponement in the event of Market Disruption Events, as described beginning on page PS-20 of product supplement EQUITY INDICES MITTS-1.	
Minimum Redemption	\$10.00 per unit. If you sell your notes before the maturity date, you may receive	

Amount: less than the Minimum Redemption Amount.
Participation Rate: 58.30%
Maturity Valuation Period: March 3, 2021, March 4, 2021, March 5, 2021, March 8, 2021, and March 9, 2021
Fees and Charges: The underwriting discount of \$0.075 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-17.
Calculation Agent: Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S), an affiliate of BofA Finance.

Market Index Target-Term Securities®

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Market Index Target-Term Securities®

Linked to a Global Equity Index Basket, due March 12, 2021

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

Product supplement EQUITY INDICES MITTS-1 dated October 27, 2017:

<https://www.sec.gov/Archives/edgar/data/70858/000119312517323306/d477168d424b5.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 MITTS-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 Basket will increase from the Starting Value to the Ending Value.

You believe that the Basket will decrease from the Starting Value to the Ending Value or that it will not increase sufficiently over the term of the notes to provide you with your desired return.

You accept that the return on the notes will be zero if the Basket does not increase from the Starting Value to the Ending Value.

You seek a 1:1 return based on the performance of the Basket.

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

You seek a guaranteed return beyond the Minimum Redemption Amount.

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

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

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 want to receive dividends or other distributions paid on the stocks included in the Basket Components.

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

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 notes. Redemption Amount.

You are unwilling or are unable to take market risk

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

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Hypothetical Payout Profile and Examples of Payments at Maturity

Market Index Target-Term Securities®

This graph reflects the returns on the notes, based on the Participation Rate of 58.30%, and the Minimum Redemption Amount of \$10.00. The blue 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 Basket Components, 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 the Starting Value of 100, the Participation Rate of 58.30%, the Minimum Redemption Amount of \$10.00 per unit and a range of hypothetical Ending Values. **The actual amount you receive and the resulting total rate of return will depend on the actual 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 **hypothetical** levels of the Basket, see The Basket section below. For recent actual levels of the Basket Components, see the Basket Component section below. Each Basket Component 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 any of the Basket Components, 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%	\$10.0000 ⁽¹⁾	0.000%
70.00	-30.00%	\$10.0000	0.000%
80.00	-20.00%	\$10.0000	0.000%
90.00	-10.00%	\$10.0000	0.000%
95.00	-5.00%	\$10.0000	0.000%
100.00 ⁽²⁾	0.00%	\$10.0000	0.000%
105.00	5.00%	\$10.2915	2.915%
110.00	10.00%	\$10.5830	5.830%
120.00	20.00%	\$11.1660	11.660%
130.00	30.00%	\$11.7490	17.490%
140.00	40.00%	\$12.3320	23.320%
150.00	50.00%	\$12.9150	29.150%
160.00	60.00%	\$13.4980	34.980%
170.00	70.00%	\$14.0810	40.810%

(1) The Redemption Amount per unit will not be less than the Minimum Redemption Amount.

(2) The Starting Value was set to 100.00 on the pricing date.

Market Index Target-Term Securities®

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Linked to a Global Equity Index Basket, due March 12, 2021