

BANK OF AMERICA CORP /DE/
Form 8-K
April 26, 2017

As filed with the Securities and Exchange Commission on April 26, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):

April 26, 2017

BANK OF AMERICA CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|--|------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation) | 1-6523 (Commission File Number) | 56-0906609 (IRS Employer Identification No.) |
|--|------------------------------------|---|

100 North Tryon Street
Charlotte, North Carolina 28255
(Address of principal executive offices)

(704) 386-5681
(Registrant's telephone number, including area code)
Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicated by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2)
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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

(a) On April 26, 2017, Bank of America Corporation (the “Corporation”) held its 2017 Annual Meeting of Stockholders.

(b) The Corporation’s stockholders elected all of the nominees for director; approved the advisory vote on executive compensation; and ratified the appointment of PricewaterhouseCoopers LLP as the Corporation’s independent registered public accounting firm for 2017. 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 to 5 Preferred Stock voted together as a class.

1. Election of Directors:

| | Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|-----------------------|---------------|-------------------|-------------------|---------------------|
| Sharon L. Allen | 7,057,281,252 | 50,591,213 | 39,478,819 | 1,522,769,613 |
| Susan S. Bies | 7,055,751,956 | 52,300,617 | 39,288,223 | 1,522,769,613 |
| Jack O. Bovender, Jr. | 6,953,499,448 | 152,031,212 | 41,818,945 | 1,522,769,613 |
| Frank P. Bramble, Sr. | 7,007,895,932 | 97,618,028 | 41,837,032 | 1,522,769,613 |
| Pierre J.P. de Weck | 7,044,461,495 | 60,979,047 | 41,908,675 | 1,522,769,613 |
| Arnold W. Donald | 6,429,422,815 | 675,835,310 | 42,063,159 | 1,522,799,613 |
| Linda P. Hudson | 7,020,337,851 | 87,602,595 | 39,407,507 | 1,522,769,613 |
| Monica C. Lozano | 7,009,660,452 | 96,901,059 | 40,783,454 | 1,522,769,613 |
| Thomas J. May | 6,849,741,880 | 245,745,271 | 51,864,097 | 1,522,769,613 |
| Brian T. Moynihan | 6,842,814,025 | 234,004,892 | 70,524,388 | 1,522,769,613 |
| Lionel L. Nowell, III | 7,049,561,148 | 55,210,705 | 42,577,669 | 1,522,769,613 |
| Michael D. White | 7,042,134,487 | 63,000,579 | 42,208,218 | 1,522,777,613 |
| Thomas D. Woods | 7,055,172,390 | 50,142,709 | 42,036,071 | 1,522,769,613 |
| R. David Yost | 7,046,317,777 | 59,089,092 | 41,944,415 | 1,522,769,613 |

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

| | |
|------------------|---------------|
| For | 6,748,773,608 |
| Against | 311,621,707 |
| Abstain | 86,980,262 |
| Broker Non-Votes | 1,522,739,613 |

3. A Vote on the Frequency of Future Advisory “Say on Pay” Resolutions (an Advisory, Non-binding “Say on Frequency” Resolution):

| | |
|------------------|---------------|
| Each Year | 6,294,554,794 |
| Every 2 Years | 47,966,351 |
| Every 3 Years | 753,253,513 |
| Abstain | 51,531,043 |
| Broker Non-Votes | 1,522,769,613 |

4. Ratifying the Appointment of the

Corporation's
Independent
Registered Public
Accounting Firm for
2017:

For 8,500,848,556
Against 121,051,558
Abstain 48,216,631

5. Stockholder Proposal - Clawback Amendment:

| | |
|------------------|---------------|
| For | 409,952,750 |
| Against | 6,667,665,545 |
| Abstain | 69,678,569 |
| Broker Non-Votes | 1,522,769,613 |

6. Stockholder Proposal - Divestiture & Division Study Sessions:

| | |
|------------------|---------------|
| For | 211,190,123 |
| Against | 6,835,952,543 |
| Abstain | 100,203,770 |
| Broker Non-Votes | 1,522,769,613 |

7. Stockholder Proposal - Independent Board Chairman:

| | |
|------------------|---------------|
| For | 2,338,428,105 |
| Against | 4,753,597,091 |
| Abstain | 55,275,426 |
| Broker Non-Votes | 1,522,769,613 |

8. Stockholder Proposal - Report Concerning Gender Pay Equity:

| | |
|------------------|---------------|
| For | 1,006,988,230 |
| Against | 5,803,509,425 |
| Abstain | 336,843,610 |
| Broker Non-Votes | 1,522,769,613 |

(d) In light of the vote on Proposal 3 and the Corporation's Board of Directors' recommendation that stockholders vote to hold future advisory votes on executive compensation each year, the Corporation will hold such vote each year until the next required vote on the frequency of stockholders votes on the compensation of executives.

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 26, 2017