

BANK OF AMERICA CORP /DE/
Form 8-K
April 27, 2016

As filed with the Securities and Exchange Commission on April 27, 2016

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 27, 2016

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
(I.R.S. 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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) On April 27, 2016, Bank of America Corporation (the "Corporation") held its 2016 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 2016. The Corporation's stockholders did not approve the stockholder proposal 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 | 6,415,421,389 | 99,455,152 | 23,703,333 | 2,007,989,336 |
| Susan S. Bies | 6,436,233,062 | 86,634,259 | 15,718,763 | 2,007,989,336 |
| Jack O. Bovender, Jr. | 6,409,720,957 | 104,210,888 | 24,648,239 | 2,007,989,336 |
| Frank P. Bramble, Sr. | 6,405,004,690 | 109,150,233 | 24,427,897 | 2,007,989,336 |
| Pierre J.P. de Weck | 6,399,664,652 | 122,523,780 | 16,397,652 | 2,007,989,336 |
| Arnold W. Donald | 6,110,694,010 | 411,445,457 | 16,452,937 | 2,007,989,336 |
| Linda P. Hudson | 6,367,107,153 | 155,310,749 | 16,174,502 | 2,007,989,336 |
| Monica C. Lozano | 6,391,274,626 | 131,451,816 | 15,858,630 | 2,007,989,336 |
| Thomas J. May | 6,329,699,342 | 184,323,018 | 24,570,044 | 2,007,989,336 |
| Brian T. Moynihan | 6,201,369,232 | 283,524,955 | 53,697,068 | 2,007,989,336 |
| Lionel L. Nowell, III | 6,405,194,474 | 108,783,602 | 24,613,944 | 2,007,989,336 |
| Thomas D. Woods | 6,435,765,223 | 86,556,964 | 16,269,833 | 2,007,989,336 |
| R. David Yost | 6,400,622,054 | 121,631,122 | 16,338,844 | 2,007,989,336 |

2. Approving the Corporation's Executive Compensation (an advisory, non-binding "Say on Pay" resolution):

| | |
|------------------|---------------|
| For | 6,031,598,511 |
| Against | 448,191,172 |
| Abstain | 58,787,325 |
| Broker Non-Votes | 2,007,989,336 |

3. Ratifying the Appointment of the Corporation's Independent Registered Public Accounting Firm for 2016:

| | |
|---------|---------------|
| For | 8,385,653,670 |
| Against | 134,689,697 |
| Abstain | 26,237,976 |

4. Stockholder Proposal - Clawback Amendment:

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| | |
|------------------|---------------|
| For | 418,057,349 |
| Against | 6,079,342,830 |
| Abstain | 41,170,479 |
| Broker Non-Votes | 2,007,989,336 |

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 27, 2016