

BofA Finance LLC  
Form 424B2  
May 23, 2018

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**Filed Pursuant to Rule 424(b)(2)**

**Registration Statement No. 333-213265**

Subject to Completion. Dated May 23, 2018.

**BofA Finance LLC**

\$

Leveraged S&P/TSX 60  
Index-Linked Notes with Currency Conversion Feature due

**Fully and Unconditionally Guaranteed by**

**Bank of America Corporation**

**The notes do not bear interest.** The amount that you will be paid on your notes on the stated maturity date (expected to be the second scheduled business day after the determination date) is based on the performance of the U.S. dollar value of the S&P/TSX 60 Index (which we refer to as the “underlier”), as measured from the trade date to and including the determination date (expected to be between 18 and 21 months after the trade date). We will determine the U.S. dollar value of the underlier (which we refer to as the adjusted closing level of the underlier) by multiplying the closing level of the underlier on the relevant day by the U.S. dollar/Canadian dollar exchange rate (expressed as the amount of U.S. dollars per one Canadian dollar) on that day. The initial underlier level and the final underlier level will incorporate this U.S. dollar adjustment.

If the final underlier level on the determination date is greater than the initial underlier level (to be set on the trade date), the return on your notes will be positive, subject to the maximum settlement amount (expected to be between \$1,195.30 and \$1,229.50 for each \$1,000 face amount of your notes). **If the final underlier level declines from the initial underlier level, you will be exposed to any such decrease. In this case, the return on your notes will be negative. You may lose some or all of your investment in the notes.**

To determine your payment at maturity, we will calculate the underlier return, which is the percentage increase or decrease in the final underlier level from the initial underlier level. On the stated maturity date, for each \$1,000 face amount of your notes, you will receive an amount in cash equal to:

if the underlier return is *positive* (the final underlier level is *greater than* the initial underlier level), the *sum* of (i) \$1,000 *plus* (ii) the *product* of (a) \$1,000 *times* (b) 3.0 times (c) the underlier return, subject to the maximum settlement amount; or

if the underlier return is *zero* or *negative* (the final underlier level is *equal to* or *less than* the initial underlier level), the *sum* of (i) \$1,000 *plus* (ii) the *product* of (a) the underlier return *times* (b) \$1,000.

**If the exchange rate on the determination date is less than the exchange rate on the trade date (meaning that it will take fewer U.S. dollars to purchase one Canadian dollar on the determination date than on the trade date),**



The price to public, underwriting discount, and net proceeds listed above relate to the notes we sell initially. We may decide to sell additional notes after the date of this pricing supplement, at prices to public and with underwriting discounts and net proceeds that differ from the amounts set forth above. The return (whether positive or negative) on your investment in notes will depend in part on the price to public you pay for such notes.

MLPF&S and any of our other broker-dealer affiliates may use this pricing supplement in the initial sale of the notes. In addition, MLPF&S and any of our other broker-dealer affiliates may use this pricing supplement in a market-making transaction in a note after its initial sale. ***Unless MLPF&S or any of our other broker-dealer affiliates informs the purchaser otherwise in the confirmation of sale, this pricing supplement is being used in a market-making transaction.***

### **About Your Prospectus**

The notes are unsecured senior notes issued by BofA Finance, a direct, wholly-owned subsidiary of BAC. Payments on the notes are fully and unconditionally guaranteed by the Guarantor. This prospectus includes this pricing supplement and the accompanying documents listed below. This pricing supplement constitutes a supplement to the documents listed below and should be read in conjunction with those documents:

Product supplement EQUITY-1 dated January 24, 2017:

<https://www.sec.gov/Archives/edgar/data/70858/000119312517016445/d331325d424b5.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>

The information in this pricing supplement supersedes any conflicting information in the documents listed above. In addition, some of the terms or features described in the listed documents may not apply to your notes.

## Leveraged S&P/TSX 60 Index-Linked Notes with Currency Conversion Feature due INVESTMENT THESIS

You should be willing to:

forgo gains greater than a Maximum Settlement Amount of between 119.53% and 122.95% of the face amount in exchange for 3.0x leveraged upside participation if the Underlier Return is positive.

forgo interest payments and accept the risk of losing your entire investment in exchange for the potential to earn 300.00% of any positive Underlier Return up to a Maximum Settlement Amount of between 119.53% and 122.95% of the face amount.

accept exposure to the U.S. dollar/Canadian dollar exchange rate such that your return on the notes will be negatively impacted if the U.S. dollar/Canadian dollar exchange rate (expressed as the number of U.S. dollars needed to buy one Canadian dollar) decreases from the exchange rate on the trade date to the exchange rate on the determination date. Your maximum return on your notes will not be greater than the return represented by the Maximum Settlement Amount, which such return is between 19.53% and 22.95%. You will lose all or a portion of your investment if the Underlier Return is negative.

### DETERMINING THE CASH SETTLEMENT AMOUNT

At maturity, for each \$1,000 face amount, the investor will receive (in each case as a percentage of the face amount):

if the Final Underlier Level is greater than 100.00% of the Initial Underlier Level, 100.00% *plus* 300.00% *times* the Underlier Return, subject to a Maximum Settlement Amount of between 119.53% and 122.95%;

if the Final Underlier Level is equal to or less than 100.00% of the Initial Underlier Level, 100.00% *minus* 1.00% for every 1.00% that the Final Underlier Level has declined below the Initial Underlier Level.

**If the Final Underlier Level declines from the Initial Underlier Level, the return on the notes will be negative, and the investor could lose their entire investment in the notes.**

### KEY TERMS

<b>Issuer:</b>	BofA Finance LLC (“BofA Finance”)
<b>Guarantor:</b>	Bank of America Corporation (“BAC”)
<b>Underlier:</b>	The S&P/TSX 60 Index (Bloomberg symbol, “SPTSX60 Index”)
<b>Underlying Currency:</b>	The Canadian dollar
<b>Face Amount:</b>	\$ in the aggregate; each note will have a face amount equal to \$1,000
<b>Trade Date:</b>	
<b>Settlement Date:</b>	Expected to be the fifth scheduled business day following the trade date
<b>Determination Date:</b>	Expected to be between 18 and 21 months following the trade date
<b>Stated Maturity Date:</b>	Expected to be the second scheduled business day following the Determination Date
<b>Initial Underlier Level:</b>	The adjusted closing level of the Underlier on the trade date (to be set on the trade date)
<b>Final Underlier Level:</b>	The adjusted closing level of the Underlier on the Determination Date
<b>Adjusted Closing Level:</b>	On any relevant day, the closing level of the Underlier on that day multiplied by the exchange rate on that day. The adjusted closing level of the Underlier will not be rounded.
<b>Exchange Rate:</b>	The exchange rate, on any relevant day, will be expressed as an exchange rate of U.S. dollars per one Canadian dollar, determined as set forth below.
<b>Currency Business Day:</b>	A “currency business day” is a day on which The WM Company, through its currency market data services, publishes spot rates for the Canadian dollar relative to the U.S. dollar.
<b>Underlier Return:</b>	

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The *quotient* of (i) the Final Underlier Level *minus* the Initial Underlier Level *divided by* (ii) the Initial Underlier Level, expressed as a positive or negative percentage

**Upside Participation Rate:** 300.00%

**Maximum Settlement Amount:** Expected to be between \$1,195.30 and \$1,229.50 per note. The actual

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Maximum Settlement Amount will be determined on the trade date.

**Cap Level:** Expected to be between 106.51% and 107.65% of the Initial Underlier Level. The actual Cap Level will be determined on the trade date.

**CUSIP/ISIN:** 09709TER8 / US09709TER86

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**HYPOTHETICAL PAYMENT AT MATURITY\***

<b>Hypothetical Final Underlier Level (as % of Initial Underlier Level)</b>	<b>Hypothetical Cash Settlement Amount (as % of Face Amount)</b>
150.00%	119.53%
140.00%	119.53%
130.00%	119.53%
120.00%	119.53%
110.00%	119.53%
<b>106.51%</b>	<b>119.53%</b>
105.00%	115.00%
102.00%	106.00%
<b>100.00%</b>	<b>100.00%</b>
90.00%	90.00%
80.00%	80.00%
75.00%	75.00%
50.00%	50.00%
25.00%	25.00%
<b>0.00%</b>	<b>0.00%</b>

\*Assumes a Cap Level set at the bottom of the Cap Level range (expected to be between 106.51% and 107.65% of the Initial Underlier Level).

**RISKS**

Please read the section entitled “Risk Factors” of this pricing supplement as well as the risks and considerations described in “Risk Factors” beginning on page PS-5 of the accompanying product supplement, page S-4 of the accompanying prospectus supplement, and page 7 of the accompanying prospectus.

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**SUMMARY INFORMATION**

*We refer to the notes we are offering by this pricing supplement as the “offered notes” or the “notes”. Each of the offered notes has the terms described below. Capitalized terms used but not defined in this pricing supplement have the meanings set forth in the accompanying product supplement, prospectus supplement and prospectus. Unless otherwise indicated or unless the context requires otherwise, all references in this pricing supplement to “we,” “us,” “our,” or similar references are to BofA Finance, and not to BAC (or any other affiliate of BofA Finance).*

*This section is meant as a summary and should be read in conjunction with the accompanying product supplement, prospectus supplement and prospectus. This pricing supplement supersedes any conflicting provisions of the documents listed above.*

**Key Terms**

<b>Issuer:</b>	BofA Finance LLC (“BofA Finance”)
<b>Guarantor:</b>	Bank of America Corporation (“BAC”)
<b>Underlier:</b>	The S&P/TSX 60 Index (Bloomberg symbol, “SPTSX60 Index”), as published by S&P Dow Jones Indices LLC (“SPDJ” or the “Underlier Sponsor”)
<b>Underlying Currency:</b>	The Canadian dollar
<b>Specified Currency:</b>	U.S. dollars (“\$”)
<b>Face Amount:</b>	Each note will have a face amount of \$1,000; \$ _____ in the aggregate for all the offered notes; the aggregate face amount of the offered notes may be increased if we, at our sole option, decide to sell an additional amount of the offered notes on a date subsequent to the date of this pricing supplement. The amount we will pay you at the stated maturity date for your notes will not be adjusted based on the price to public you pay for your notes, so if you acquire notes at a premium (or discount) to face amount and hold them to the stated maturity date, it could affect your investment in a number of ways. The return on your investment in such notes will be lower (or higher) than it would have been had you purchased the notes at face amount. Additionally, the Cap Level would be triggered at a lower (or higher) percentage return than indicated below, relative to your initial investment. See “Risk Factors — If You Purchase Your Notes at a Premium to Face Amount, the Return on Your Investment Will Be Lower Than the Return on Notes Purchased at Face Amount and the Impact of Certain Key Terms of the Notes Will Be Negatively Affected” beginning on page PS-19 of this pricing supplement. For each \$1,000 face amount of your notes, we will pay you on the stated maturity date an amount in cash equal to:
<b>Purchase at Amount Other Than the Face Amount:</b>	<p>if the Final Underlier Level is <i>greater than</i> or <i>equal to</i> the Cap Level, the Maximum Settlement Amount;</p> <p>if the Final Underlier Level is <i>greater than</i> the Initial Underlier Level but <i>less than</i> the Cap Level, the <i>sum</i> of (1) \$1,000 <i>plus</i> (2) the <i>product</i> of (i) \$1,000 <i>times</i> (ii) the Upside Participation Rate <i>times</i> (iii) the Underlier Return; or</p> <p>if the Final Underlier Level is <i>equal to</i> or <i>less than</i> the Initial Underlier Level, the <i>sum</i> of (1) \$1,000 <i>plus</i> (2) the <i>product</i> of (i) \$1,000 <i>times</i> (ii) the Underlier Return. If the Final Underlier Level is less than the Initial Underlier Level, the cash settlement amount will be less than the face amount of the notes, and you will lose some or all of the face amount.</p>
<b>Cash Settlement Amount:</b>	



**Initial**

**Underlier** The adjusted closing level of the Underlier on the trade date (to be set on the trade date).

**Level:**

**Final Underlier** The adjusted closing level of the Underlier on the Determination Date, except in the limited  
**Level:** circumstances described under “—Market Disruption Events” and “—Currency Disrupted Day” below and  
“Description of the Notes – Certain Terms of the Notes – Events Relating to Calculation Days,” “–  
Adjustments to an Index” and “–

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Discontinuance of an Index” in the accompanying product supplement.

**Adjusted Closing Level:** On any relevant day, the closing level of the Underlier on that day multiplied by the exchange rate on that day. The adjusted closing level of the underlier will not be rounded.

The exchange rate, on any relevant day, will be expressed as an exchange rate of U.S. dollars per one Canadian dollar and will equal (a) one *divided* by (b) the Canadian dollar (CAD) value of one U.S. dollar (USD), as reported by Thomson Reuters (“Reuters”) on Reuters page “WMRSPOT09” under the caption “MID,” or any substitute Reuters page, at approximately 4:00 p.m., London time, as determined by the calculation agent. The exchange rate will not be rounded.

**Exchange Rate:**

If the Canadian dollar is replaced or changed by the applicable Canadian authorities on or prior to the Determination Date, the calculation agent shall, in consultation with a nationally-recognized investment bank (which may be one of our affiliates), determine the exchange rate for purposes of the notes in accordance with accepted market practice at such time.

A “currency business day” is a day on which The WM Company, through its currency market data services, publishes spot rates for the Canadian dollar relative to the U.S. dollar. Dates on which The WM Company does not, through its currency market data services, publish spot rates for the Canadian dollar relative to the U.S. dollar may be found on its website, [www.wmcompany.com](http://www.wmcompany.com). Information contained in The WM Company’s website is not incorporated by reference in, and should not be considered a part of, this pricing supplement. We make no representation or warranty as to the accuracy or completeness of the information contained in The WM Company’s website.

**Currency Business Day:**

The *quotient* of (1) the Final Underlier Level *minus* the Initial Underlier Level *divided* by (2) the Initial Underlier Level, expressed as a percentage

**Underlier Return:**

**Upside**

**Participation**

**Rate:**

300.00%

**Cap Level:**

Expected to be between 106.51% and 107.65% of the Initial Underlier Level (to be set on the trade date)

**Maximum Settlement Amount:**

Expected to be between \$1,195.30 and \$1,229.50 per \$1,000 face amount of the notes (to be set on the trade date)

**Trade Date:**

**Original Issue**

**Date (Settlement Date):** Expected to be the fifth scheduled business day following the trade date (to be set on the trade date)

**Determination Date:** A specified date that is expected to be between 18 and 21 months following the trade date (to be set on the trade date), subject to postponement of up to five scheduled trading days, as set forth below under “—Market Disruption Events” and “—Currency Disrupted Day,” and in the section “Description of the Notes—Certain Terms of the Notes—Events Relating to Calculation Days” of the accompanying product supplement

**Stated Maturity Date:** A specified date that is expected to be the second scheduled business day following the Determination Date (to be set on the trade date), subject to postponement as set forth below and in the section “Description of the Notes—Certain Terms of the Notes—Events Relating to Calculation Days” of the accompanying product supplement

**Business Day:** As described under “Description of the Notes—Certain Terms of the Notes—Business Days” in the accompanying product supplement

**Trading Day:** A day on which the respective principal securities markets for all of the Underlier

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Stocks are open for trading, the Underlier Sponsor is open for business and the Underlier is calculated and published by the Underlier Sponsor. A day is a scheduled Trading Day if, as of the Trade Date, the Underlier Sponsor is scheduled to be open for business, the Underlier is expected to be calculated and published and the principal securities markets for all of the Underlier Stocks are scheduled to be open for trading on that day

**Closing Level  
of the  
Underlier:  
Market  
Disruption  
Events:**

The official closing level of the Underlier or any successor index published by the Underlier Sponsor on such trading day for that Underlier

The following replaces in its entirety the section entitled “Description of the Notes—Market Disruption Events—Indices” in the accompanying product supplement:

With respect to any given trading day, any of the following will be a Market Disruption Event with respect to the Underlier:

- a suspension, absence or material limitation of trading in Underlier Stocks (as defined below) constituting 20% or more, by weight, of the Underlier on their respective primary markets, in each case for more than two consecutive hours of trading or during the one-half hour before the close of trading in that market, as determined by the calculation agent in its sole discretion,
- a suspension, absence or material limitation of trading in option or futures contracts, if available, relating to the Underlier or to Underlier Stocks constituting 20% or more, by weight, of the Underlier in their respective primary markets for those contracts, in each case for more than two consecutive hours of trading or during the one-half hour before the close of trading in that market, as determined by the calculation agent in its sole discretion, or
- Underlier Stocks constituting 20% or more, by weight, of the Underlier, or option or futures contracts, if available, relating to the Underlier or to Underlier Stocks constituting 20% or more, by weight, of the Underlier do not trade on what were the respective primary markets for those Underlier Stocks or contracts, as determined by the calculation agent in its sole discretion,

and, in the case of any of these events, the calculation agent determines in its sole discretion that the event could materially interfere with the ability of us or any of our affiliates or a similarly situated party to unwind all or a material portion of a hedge that could be effected with respect to the notes. For more information about hedging by us and/or any of our affiliates, see “Supplemental Use of Proceeds” on page PS-16 of product supplement EQUITY-1.

The following events will not be Market Disruption Events with respect to the Underlier:

- a limitation on the hours or numbers of days of trading, but only if the limitation results from an announced change in the regular business hours of the relevant market, and
- a decision to permanently discontinue trading in the option or futures contracts relating to the Underlier or to any Underlier Stock.

For this purpose, an “absence of trading” in the primary securities market on which an Underlier Stock, or on which option or futures contracts, if available, relating to the Underlier or to any Underlier Stock are traded will not include any time when that market is itself closed for trading under ordinary

circumstances. In contrast, a suspension or limitation of trading in an Underlier Stock or in option or futures contracts, if available, relating to the Underlier or to any Underlier Stock in the primary market for that stock or those contracts, by reason of:

- a price change exceeding limits set by that market,
- an imbalance of orders relating to that Underlier Stock or those contracts, or

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- a disparity in bid and ask quotes relating to that Underlier Stock or those contracts,

will constitute a suspension or material limitation of trading in the Underlier or those contracts in that market.

If a Market Disruption Event occurs on the scheduled Determination Date, or if that date is a Currency Disrupted Day (as defined below), the Determination Date will be postponed to the earliest day on which the closing level of the Underlier and the exchange rate have been established:

- if the Determination Date is being postponed due to a Market Disruption Event, the calculation agent will use the closing level and the exchange rate on the immediately succeeding scheduled trading day on which a Market Disruption Event does not occur to calculate the adjusted closing level for the Determination Date, provided that if that scheduled trading day is a Currency Disrupted Day, the calculation agent will use the exchange rate on the immediately succeeding business day that is not a Currency Disrupted Day instead; and
- if the Determination Date is being postponed due to a Currency Disrupted Day (but not a Market Disruption Event), the calculation agent will use the closing level on the originally scheduled Determination Date and the exchange rate on the immediately succeeding business day that is not a Currency Disrupted Day to calculate the Final Underlier Level.

In no event, however, will the Determination Date be postponed to a date that is after the fifth scheduled trading day after the originally scheduled Determination Date. If the Determination Date has been postponed to that fifth scheduled trading day and on that day, the closing level of the Underlier has not been established as set forth herein and in the product supplement, the calculation agent will determine the closing level of the Underlier on that fifth scheduled trading day, in accordance with the formula for and method of calculating the closing level last in effect prior to the commencement of the Market Disruption Event, using the closing price (or, if trading in the relevant securities has been materially suspended or materially limited, the calculation agent's good faith estimate of the closing price that would have prevailed but for that suspension or limitation or non-trading day) on that day of each security most recently constituting the Underlier.

If the Determination Date has been postponed to the fifth scheduled business day following the scheduled Determination Date, and that day is a Currency Disrupted Day, the calculation agent will determine the exchange rate on that day in good faith and in a commercially reasonable manner, taking into account the latest available quotation for the exchange rate for the Underlying Currency relative to the U.S. dollar and any other information that it deems relevant.

If the Determination Date is postponed due to a Market Disruption Event or a Currency Disrupted Day, the payment due at maturity may be postponed by the same number of business days, as set forth in the section "Description of the Notes—Certain Terms of the Notes—Events Relating to Calculation Days" of the accompanying product supplement.

**Currency  
Disrupted  
Day:**

A day that is not a currency business day with respect to the Underlying Currency or a day on which a market disruption event occurs or is continuing with respect to the Underlying Currency. A "market disruption event" will be deemed to occur as to the Underlying Currency if the calculation agent determines that the Determination Date is not a Currency Business Day by reason of an extraordinary event, occurrence, declaration, or otherwise, or the exchange rate is not quoted on the specified page at

the specified time on the Determination Date. For the consequences of a Currency Disrupted Day, see “—Market Disruption Events” above.

**No Listing:** The notes will not be listed on any securities exchange or interdealer quotation system  
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**No Interest:** The notes do not bear interest

**No Redemption:** The notes will not be subject to any optional redemption right or price dependent redemption right

**Events of Default:** If an Event of Default, as defined in the Senior Indenture and in the section entitled “Events of Default and Rights of Acceleration” beginning on page 35 of the accompanying prospectus, with respect to the notes occurs and is continuing, the amount payable to a holder of the notes upon any acceleration permitted under the Senior Indenture will be equal to the amount described under the caption “—Cash Settlement Amount,” calculated as though the date of acceleration were the maturity date of the notes and as though the Determination Date were the fifth trading day prior to the date of acceleration. In case of a default in the payment of the notes, the notes will not bear a default interest rate.

**Calculation Agent:** MLPF&S, an affiliate of BofA Finance.

**Selling Agent:** MLPF&S, an affiliate of BofA Finance. See “Supplemental Plan of Distribution— Conflicts of Interest” on page PS-21 of this pricing supplement.

**CUSIP/ISIN:** 09709TER8 / US09709TER86

The initial estimated value of the notes as of the date of this pricing supplement is set forth on the cover page of this pricing supplement. The final pricing supplement will set forth the initial estimated value of the notes as of the trade date.

**Initial Estimated Value:** Payments on the notes, including the Maximum Settlement Amount, depend on the credit risk of BofA Finance and BAC and on the performance of the Underlier and the exchange rate. The economic terms of the notes 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 it enters into. 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 hedging related charges described below, will reduce the economic terms of the notes to you and the initial estimated value of the notes. Due to these factors, the public offering price you pay to purchase the notes will be greater than the initial estimated value of the notes as of the trade date.

For more information about the initial estimated value and the structuring of the notes, see “Risk Factors” beginning on page PS-16 and “Structuring the Notes” on page PS-31.

*The trade date, issue date and other dates set forth above are subject to change, and will be set forth in the final pricing supplement relating to the notes.*



**Supplemental Terms of the Notes**

For purposes of the notes offered by this pricing supplement, all references to each of the following terms used in the accompanying product supplement will be deemed to refer to the corresponding term used in this pricing supplement, as set forth in the table below:

**Product Supplement Term Pricing Supplement Term**

pricing date	trade date
maturity date	stated maturity date
calculation day	Determination Date
principal amount	face amount
Market Measure	Underlier
Index	Underlier

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## HYPOTHETICAL EXAMPLES

The following table and charts are provided for purposes of illustration only. They should not be taken as an indication or prediction of future investment results and merely are intended to illustrate the impact that the various hypothetical levels of the Underlier and the exchange rate on the Determination Date could have on the Cash Settlement Amount at maturity, assuming all other variables remain constant.

The examples below are based on a range of Final Underlier Levels that are entirely hypothetical; the level of the Underlier on any day throughout the life of the notes, including the Closing Level on the Determination Date, cannot be predicted. The Underlier has been highly volatile in the past — meaning that the level of the Underlier has changed considerably in relatively short periods — and its performance cannot be predicted for any future period. Similarly, the exchange rate has been volatile in the past and its performance cannot be predicted for any future period.

The information in the following examples reflects hypothetical rates of return on the offered notes assuming that they are purchased on the original issue date at the face amount and held to the stated maturity date. If you sell your notes in a secondary market prior to the stated maturity date, your return will depend upon the market value of your notes at the time of sale, which may be affected by a number of factors that are not reflected in the table below, such as interest rates, the volatility of the Underlier and the exchange rate, the creditworthiness of BofA Finance, as issuer, and the creditworthiness of BAC, as guarantor. In addition, the initial estimated value of your notes at the time the terms of your notes are set on the trade date (as determined by reference to pricing models used by us and our affiliates) is less than the original price to public of your notes. For more information on the estimated value of your notes, see “Risk Factors — The Public Offering Price You Pay for the Notes Will Exceed Their Initial Estimated Value” on page PS-18 of this pricing supplement. The information in the table also reflects the key terms and assumptions in the box below.

### Key Terms and Assumptions

Face Amount	\$1,000
Upside Participation Rate	300.00%
Cap Level	106.51% of the Initial Underlier Level
Maximum Settlement Amount	\$1,195.30 per note
Neither a Market Disruption Event nor a non-trading day occurs on the originally scheduled Determination Date, and the Underlier is not discontinued on or prior to such date	

The Determination Date is not a Currency Disrupted Day.

No change in or affecting any of the stocks included in the Underlier (the “Underlier Stocks”) or the method by which the Underlier Sponsor calculates the Underlier

Notes purchased on original issue date at the face amount and held to the stated maturity date

Moreover, we have not yet set the Initial Underlier Level that will serve as the baseline for determining the Underlier Return and the amount that we will pay on your notes, if any, at maturity. We will not do so until the trade date. As a result, the actual Initial Underlier Level may differ substantially from its adjusted closing level prior to the trade date and may be higher or lower than the adjusted closing level of the Underlier on that date.

For these reasons, the actual performance of the Underlier and the exchange rate over the life of your notes, as well as the amount payable at maturity, if any, may bear little relation to the hypothetical examples shown below or to the historical levels of the Underlier and the exchange rate shown elsewhere in this pricing supplement. For information

about the historical levels of the Underlier and the historical exchange rate during recent periods, see “The Underlier — Historical Closing Levels of the Underlier” below and “The Underlier — Historical Exchange Rates” below, respectively. Before investing in the offered notes, you should consult publicly available information to determine the levels of the Underlier and the exchange rate between the date of this pricing supplement and the date of your purchase of the offered notes.

Also, the hypothetical examples shown below do not take into account the effects of applicable taxes. Because of the U.S. tax treatment applicable to your notes, tax liabilities could affect the after-tax rate of return on your notes to a comparatively greater extent than the after-tax return on the Underlier Stocks.

The levels in the left column of the table below represent hypothetical Final Underlier Levels and are expressed as percentages of the Initial Underlier Level. The amounts in the right column represent the hypothetical Cash Settlement Amounts, based on the corresponding hypothetical Final Underlier Level, and are expressed as

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percentages of the face amount of a note (rounded to the nearest one-hundredth of a percent). Thus, a hypothetical Cash Settlement Amount of 100.00% means that the value of the cash payment that we would deliver for each \$1,000 of the outstanding face amount of the offered notes on the stated maturity date would equal 100.00% of the face amount of a note, based on the corresponding hypothetical Final Underlier Level and the assumptions noted above.

<b>Hypothetical Final Underlier Level</b>	<b>Hypothetical Cash Settlement Amount</b>
<b>(as Percentage of Initial Underlier Level)</b>	<b>(as Percentage of Face Amount)</b>
150.00%	119.53%
140.00%	119.53%
130.00%	119.53%
120.00%	119.53%
110.00%	119.53%
<b>106.51%</b>	<b>119.53%</b>
105.00%	115.00%
102.00%	106.00%
<b>100.00%</b>	<b>100.00%</b>
90.00%	90.00%
80.00%	80.00%
75.00%	75.00%
50.00%	50.00%
25.00%	25.00%
<b>0.00%</b>	<b>0.00%</b>

If, for example, the Final Underlier Level were determined to be 25.00% of the Initial Underlier Level, the Cash Settlement Amount that we would deliver on your notes at maturity would be 25.00% of the face amount of your notes (which would be equal to a Cash Settlement Amount of \$250.00), as shown in the table above. As a result, if you purchased your notes on the original issue date at the face amount and held them to the stated maturity date, you would lose 75.00% of your investment (if you purchased your notes at a premium to face amount you would lose a correspondingly higher percentage of your investment). If the Final Underlier Level were determined to be 0.00% of the Initial Underlier Level, you would lose your entire investment in the notes. In addition, if the Final Underlier Level were determined to be 150.00% of the Initial Underlier Level, the Cash Settlement Amount that we would deliver on your notes at maturity would be capped at the Maximum Settlement Amount of \$1,195.30, or 119.53% of each \$1,000 face amount of your notes, as shown in the table above. As a result, if you held your notes to the stated maturity date, you would not benefit from any increase in the Final Underlier Level of greater than 106.51% of the Initial Underlier Level.

PS-13

The following chart shows a graphical illustration of the hypothetical Cash Settlement Amounts that we would pay on your notes on the stated maturity date, if the Final Underlier Level were any of the hypothetical levels shown on the horizontal axis. The hypothetical Cash Settlement Amounts in the chart are expressed as percentages of the face amount of your notes and the hypothetical Final Underlier Levels are expressed as percentages of the Initial Underlier Level. The chart shows that any hypothetical Final Underlier Level of less than 100.00% (the section left of the 100.00% marker on the horizontal axis) would result in a hypothetical Cash Settlement Amount of less than 100.00% of the face amount of your notes (the section below the 100.00% marker on the vertical axis) and, accordingly, in a loss of principal to the holder of the notes. The chart also shows that any hypothetical Final Underlier Level of greater than or equal to 106.51% of the Initial Underlier Level (the section right of the 106.51% marker on the horizontal axis) would result in a capped return on your investment.

PS-14

The following three examples show the effect of the exchange rate on the Cash Settlement Amount. The calculation agent will multiply the closing level of the Underlier by the applicable exchange rate in order to determine the adjusted closing level. Accordingly, changes in the exchange rate may impact the Cash Settlement Amount and the market value of the notes. The numbers appearing in the tables below have been rounded for ease of analysis.

The hypothetical closing level of the Underlier on the trade date of 100.00 has been chosen for illustrative purposes only, and does not represent a likely closing level of the Underlier on the trade date. The hypothetical exchange rate on the trade date of 1.00 has been chosen for illustrative purposes only, and may not represent a likely exchange rate on the trade date.

**Example 1: The Final Underlier Level is greater than the Cap Level. The Cash Settlement Amount will equal the Maximum Settlement Amount.**

Hypothetical Closing Level of the Underlier on the Trade Date Prior to U.S. Dollar Adjustment	Hypothetical Exchange Rate on the Trade Date	Hypothetical Adjusted Closing Level on the Trade Date (Initial Underlier Level)	Hypothetical Closing Level of the Underlier on the Determination Date Prior to U.S. Dollar Adjustment	Hypothetical Exchange Rate on the Determination Date	Hypothetical Adjusted Closing Level on the Determination Date (Final Underlier Level)
100.00	1.00	100.00	120.00	1.05	126.00

In this example, prior to the U.S. dollar adjustment, the hypothetical closing level of the Underlier on the Determination Date has appreciated by 20% from the hypothetical closing level of the Underlier on the trade date, and the Canadian dollar has appreciated against the U.S. dollar by 5%.

Because the hypothetical Final Underlier Level of 126.00 is greater than the Cap Level, the hypothetical Cash Settlement Amount will equal the Maximum Settlement Amount of \$1,195.30.

**Example 2: The Final Underlier Level is greater than the Initial Underlier Level, but less than the Cap Level. The Cash Settlement Amount exceeds the \$1,000 principal amount but is less than the Maximum Settlement Amount.**

Hypothetical Closing Level of the Underlier on the Trade Date Prior to U.S. Dollar Adjustment	Hypothetical Exchange Rate on the Trade Date	Hypothetical Adjusted Closing Level on the Trade Date (Initial Underlier Level)	Hypothetical Closing Level of the Underlier on the Determination Date Prior to U.S. Dollar Adjustment	Hypothetical Exchange Rate on the Determination Date	Hypothetical Adjusted Closing Level on the Determination Date (Final Underlier Level)

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100.00                    1.00                    100.00                    110.00                    0.95                    104.50

In this example, prior to the U.S. dollar adjustment, the hypothetical closing level of the Underlier on the Determination Date has appreciated by 10% from the hypothetical closing level of the Underlier on the trade date. However, the Canadian dollar has depreciated against the U.S. dollar by 5%.