

BofA Finance LLC
Form 424B2
February 12, 2018
Filed Pursuant to Rule 424(b)(2)

Registration Statement No. 333-213265

Pricing Supplement dated February 8, 2018.

BofA Finance LLC

\$10,105,000

Leveraged Basket-Linked Notes due April 10, 2020

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 (April 10, 2020) is based on the performance of a weighted basket comprised of the EURO STOXX 50[®] Index (37% weighting), the FTSE[®] 100 Index (23% weighting), the TOPIX[®] (23% weighting), the Swiss Market Index (9% weighting) and the S&P[®]/ASX 200 Index (8% weighting), as measured from the trade date (February 8, 2018) to and including the determination date (April 7, 2020, subject to adjustment). The initial basket level is 100 and the final basket level will equal the sum of the products, as calculated for each basket underlier, of: (i) the final index level divided by (ii) the initial index level (EURO STOXX 50[®] Index (3,377.30), the FTSE[®] 100 Index (7,170.69), the TOPIX[®] (1,765.69), the Swiss Market Index (8,763.11) and the S&P[®]/ASX 200 Index (5,890.699)) multiplied by (iii) the applicable initial weighted value for the basket underlier. If the final basket level on the determination date is greater than the initial basket level, the return on your notes will be positive. If the final basket level declines from the initial basket level, you will be exposed to any decrease in the final basket level. 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 basket return, which is the percentage increase or decrease in the final basket level from the initial basket 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 basket return is *zero* or *positive* (the final basket level is *equal to* or *greater* than the initial basket level), the sum of (i) \$1,000 plus (ii) the product of (a) \$1,000 times (b) 2.1225 times (c) the basket return; or
if the basket return is *negative* (the final basket level is *less* than the initial basket level), the *sum* of (i) \$1,000 *plus* (ii) the *product* of (a) \$1,000 *times* (b) the basket return. **This amount will be less than \$1,000.**

Declines in one basket underlier may offset increases in the other basket underliers. Due to the unequal weighting of each basket underlier, the performances of the EURO STOXX 50[®] Index, the FTSE[®] 100 Index and the TOPIX[®] will have a significantly larger impact on your return on the notes than the performance of the Swiss Market Index or the S&P[®]/ASX 200 Index.

The notes will not be listed on any securities exchange. Investment in the notes involves certain risks, including the credit risk of BofA Finance LLC (“BofA Finance”), as issuer of the notes, and the credit risk of Bank of America Corporation (“BAC” or the “Guarantor”), as guarantor of the notes. Potential purchasers of the notes should consider the information in “Risk Factors” beginning on page PS-17 of this pricing supplement, page PS-5 of the accompanying product supplement, page S-4 of the accompanying prospectus supplement, and page 7 of the accompanying prospectus.

As of the trade date, the initial estimated value of the notes is \$969.50 per \$1,000 in face amount. See “Summary Information” beginning on page PS-6 of this pricing supplement, “Risk Factors” beginning on page PS-17 of this pricing supplement and “Structuring the Notes” on page PS-46 of this pricing supplement for additional information. The actual value of your notes at any time will reflect many factors and cannot be predicted with accuracy.

Original issue date: February 15, 2018 **Price to public⁽²⁾:** 100.00% of the face amount
Underwriting discount⁽¹⁾⁽²⁾: 2.00% of the face amount **Net proceeds to the issuer:** 98.00% of the face amount

⁽¹⁾ Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPF&S”), an affiliate of BofA Finance, will participate as selling agent in the distribution of the notes. See “Supplemental Plan of Distribution—Conflicts of Interest” on page PS-46 of this pricing supplement.

⁽²⁾ The price to public for certain investors will be 98.00% of the face amount, reflecting a foregone underwriting discount with respect to such notes; see “Supplemental Plan of Distribution—Conflicts of Interest” on page PS-46 of this pricing supplement.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this pricing supplement or the accompanying prospectus, prospectus supplement or product supplement. Any representation to the contrary is a criminal offense. The notes and the related guarantee of the notes by the Guarantor are unsecured and are not savings accounts, deposits, or other obligations of a bank. The notes are not guaranteed by Bank of America, N.A. or any other bank, are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

BofA Merrill Lynch

Selling Agent

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 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 Basket-Linked Notes due April 10, 2020

INVESTMENT THESIS

You should be willing to forgo interest payments and accept the risk of losing your entire investment in exchange for the potential to earn 212.25% of any positive Basket Return.

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 Basket Level is equal to or greater than 100.00% of the Initial Basket Level, 100.00% *plus* 212.25% *times* the Basket Return;

if the Final Basket Level is less than the Initial Basket Level, 100.00% *minus* 1.00% for every 1.00% that the Final Basket Level has declined below the Initial Basket Level.

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

KEY TERMS

Issuer: BofA Finance LLC (“BofA Finance”)

Guarantor: Bank of America Corporation (“BAC”)

Basket Underliers: The EURO STOXX 50[®] Index (Bloomberg symbol, “SX5E Index”); the FTSE[®]100 Index (Bloomberg symbol, “UKX Index”); the TOPIX[®](Bloomberg symbol, “TPX Index”); the Swiss Market Index (Bloomberg symbol, “SMI Index”); and the S&P[®]/ASX 200 Index (Bloomberg symbol, “AS51 Index”).

Face Amount: \$10,105,000 in the aggregate; each note will have a face amount equal to \$1,000

Trade Date: February 8, 2018

Settlement Date: February 15, 2018

Determination Date: April 7, 2020

Stated Maturity Date: April 10, 2020

Initial Weighted Value: The initial weighted value for each of the Basket Underliers is equal to the *product* of the initial weight of that Basket Underlier *times* the Initial Basket Level. The initial weight of each Basket Underlier is shown in the table below:

Basket Underlier	Initial Weight in Basket	Initial Index level
EURO STOXX 50 [®] Index	37.00%	3,377.30
FTSE [®] 100 Index	23.00%	7,170.69
TOPIX [®]	23.00%	1,765.69
Swiss Market Index	9.00%	8,763.11
S&P [®] /ASX 200 Index	8.00%	5,890.699

Initial Index Level: The Initial Index Level of each Basket Underlier is shown in the table above.

Final Index Level: The Final Index Level of each Basket Underlier will be its closing level on the Determination Date, subject to the occurrence of certain

market disruption events, as described beginning on page PS-7 of this

pricing supplement.

Initial Basket Level: 100

Final Basket Level: The *sum* of the following: (1) the Final Index Level of the EURO STOXX 50[®] Index *divided* by the Initial Index Level of the EURO STOXX 50[®] Index, *multiplied* by the initial weighted value of the EURO STOXX 50[®] Index *plus* (2) the Final Index Level of the FTSE[®] 100 Index *divided* by the Initial Index Level of the FTSE[®] 100 Index, *multiplied* by the initial weighted value of the FTSE[®] 100 Index *plus* (3) the Final Index Level of the TOPIX[®] *divided* by the Initial Index Level of the TOPIX[®], *multiplied* by the initial weighted value of the TOPIX[®] *plus* (4) the Final Index Level of the Swiss Market Index *divided* by the Initial Index Level of the Swiss

PS-3

Market Index, *multiplied* by the initial weighted value of the Swiss Market Index *plus* (5) the Final Index Level of the S&P®/ASX 200 Index *divided* by the Initial Index Level of the S&P®/ASX 200 Index, *multiplied* by the initial weighted value of the S&P®/ASX 200 Index.

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

Upside

Participation 212.25%

Rate:

CUSIP/ISIN: 09709TCY5 / US09709TCY55

PS-4

HYPOTHETICAL PAYMENT AT MATURITY

Hypothetical Final Basket Level (as % of Initial Basket Hypothetical Cash Settlement Amount (as % of Face Level)	Amount)
140.000%	184.9000%
130.000%	163.6750%
120.000%	142.4500%
110.000%	121.2250%
105.000%	110.6125%
104.000%	108.4900%
102.000%	104.2450%
100.000 %	100.0000 %
90.000%	90.0000%
80.000%	80.0000%
75.000%	75.0000%
50.000%	50.0000%
25.000%	25.0000%
0.000 %	0.0000 %

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.

PS-5

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

Issuer:	BofA Finance LLC (“BofA Finance”)
Guarantor:	Bank of America Corporation (“BAC”)
Basket Underliers:	The EURO STOXX 50 [®] Index (Bloomberg symbol, “SX5E Index”), as published by STOXX Limited (“STOXX”); the FTSE100 Index (Bloomberg symbol, “UKX Index”), as published by FTSE Russell (“FTSE”); the TOPIX (Bloomberg symbol, “TPX Index”), as maintained by the Tokyo Stock Exchange, Inc. (“TSE”); the Swiss Market Index (Bloomberg symbol, “SMI Index”), as published by SIX Group Ltd. (“SIX Group”); and the S&P ASX 200 Index (Bloomberg symbol, “AS51 Index”), as published by S&P Dow Jones Indices LLC (“S&P”); see “The Basket and the Basket Underliers” below.
Specified Currency:	U.S. dollars (“\$”)
Face Amount:	Each note will have a face amount of \$1,000; \$10,105,000 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. 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” on page PS-20 of this pricing supplement.
Purchase at Amount Other Than the Face Amount:	For each \$1,000 face amount of your notes, we will pay you on the stated maturity date an amount in cash equal to:
Cash Settlement Amount:	if the Final Basket Level is equal to or <i>greater than</i> the Initial Basket 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 Basket Return; or if the Final Basket Level is <i>less than</i> the Initial Basket 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 Basket Return. In this case, 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. 212.25%

**Upside
Participation**

Rate:

Trade Date: February 8, 2018

Original Issue

Date (Settlement February 15, 2018

Date):

PS-6

Determination Date:	April 7, 2020, subject to postponement of up to five scheduled trading 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
Stated Maturity Date:	April 10, 2020, 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
Initial Basket Level:	100.00
Initial Weighted Value:	The Initial Weighted Value for each of the Basket Underliers is equal to the product of the initial weight of that Basket Underlier times the Initial Basket Level. The initial weight and Initial Index Level of each Basket Underlier is shown in the table below:
Basket Underlier	Initial Weight in Basket Initial Index Level
EURO STOXX 50 [®] Index	37% 3,377.30
FTSE [®] 100 Index	23% 7,170.69
TOPIX [®]	23% 1,765.69
Swiss Market Index	9% 8,763.11
S&P [®] /ASX 200 Index	8% 5,890.699
Final Index Level:	The closing level of each Basket Underlier on the Determination Date, except in the limited circumstances described under “—Market Disruption Events” below and “Description of the Notes – Certain Terms of the Notes – Events Relating to Calculation Days,” “– Adjustments to an Index” and “– Discontinuance of an Index” in the accompanying product supplement. The <i>sum</i> of the following: (1) the Final Index Level of the EURO STOXX 50 [®] Index <i>divided</i> by the Initial Index Level of the EURO STOXX 50 [®] Index, <i>multiplied</i> by the Initial Weighted Value of the EURO STOXX 50 [®] Index <i>plus</i> (2) the Final Index Level of the FTSE [®] 100 Index <i>divided</i> by the Initial Index Level of the FTSE [®] 100 Index, <i>multiplied</i> by the Initial Weighted Value of the FTSE [®] 100 Index <i>plus</i> (3) the Final Index Level of the TOPIX [®] <i>divided</i> by the Initial Index Level of the TOPIX [®] , <i>multiplied</i> by the Initial Weighted Value of the TOPIX [®] <i>plus</i> (4) the Final Index Level of the Swiss Market Index <i>divided</i> by the Initial Index Level of the Swiss Market Index, <i>multiplied</i> by the Initial Weighted Value of the Swiss Market Index <i>plus</i> (5) the Final Index Level of the S&P [®] /ASX 200 Index <i>divided</i> by the Initial Index Level of the S&P [®] /ASX 200 Index, <i>multiplied</i> by the Initial Weighted Value of the S&P [®] /ASX 200 Index.
Final Basket Level:	The closing level of a Basket Underlier on any trading day will be the official closing level of that Basket Underlier or any successor index (as defined in the accompanying product supplement) on any trading day for the that Basket Underlier, published by the corresponding Basket Underlier Sponsor on such trading day for such underlier.
Closing Level of the Basket Underliers:	The closing level of a Basket Underlier on any trading day will be the official closing level of that Basket Underlier or any successor index (as defined in the accompanying product supplement) on any trading day for the that Basket Underlier, published by the corresponding Basket Underlier Sponsor on such trading day for such underlier.
Basket Return:	The <i>quotient</i> of (1) the Final Basket Level <i>minus</i> the Initial Basket Level <i>divided</i> by (2) the Initial Basket Level, expressed as a positive or negative percentage The following replaces in its entirety the section entitled “Description of the Notes—Market Disruption Events—Indices” in the accompanying product supplement:
Market Disruption Events:	With respect to any given trading day, any of the following will be a Market Disruption Event with respect to a Basket Underlier: · a suspension, absence or material limitation of trading in Basket Underlier Stocks (as defined below) constituting 20% or more, by weight, of that Basket 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,

PS-7

- a suspension, absence or material limitation of trading in option or futures contracts, if available, relating to that Basket Underlier or to Basket Underlier Stocks constituting 20% or more, by weight, of that Basket 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
- Basket Underlier Stocks constituting 20% or more, by weight, of that Basket Underlier, or option or futures contracts, if available, relating to that Basket Underlier or to Basket Underlier Stocks constituting 20% or more, by weight, of that Basket Underlier do not trade on what were the respective primary markets for those Basket 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 Basket Underliers:

- 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 a Basket Underlier or to any Basket Underlier Stock.

For this purpose, an “absence of trading” in the primary securities market on which a Basket Underlier Stock, or on which option or futures contracts, if available, relating to a Basket Underlier or to any Basket 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 a Basket Underlier Stock or in option or futures contracts, if available, relating to a Basket Underlier or to any Basket 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 Basket Underlier Stock or those contracts, or
- a disparity in bid and ask quotes relating to that Basket Underlier Stock or those contracts,

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

If a Market Disruption Event occurs or is continuing with respect to a Basket Underlier on the Determination Date, the calculation agent will postpone the determination of the Final Index Level for that Basket Underlier up to five scheduled trading days, but will determine the Final Index Level for any other Basket Underlier for which a Market Disruption Event does not occur on the originally scheduled Determination Date. If the Determination Date is postponed due to a Market Disruption Event, 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.

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

PS-8

Trading Day:	(i) with respect to the EURO STOXX 50® Index, a day on which the EURO STOXX 50® Index is scheduled to be calculated and published by the Basket Underlier Sponsor and (ii) with respect to each other Basket Underlier, a day on which (a) the respective principal securities markets for all of the Basket Underlier Stocks that comprise such Basket Underlier are open for trading, (b) the Basket Underlier Sponsor for such Basket Underlier is open for business and (c) such Basket Underlier is calculated and published by the applicable Basket Underlier Sponsor
No Listing:	The notes will not be listed on any securities exchange or interdealer quotation system
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-45 of this pricing supplement.
CUSIP/ISIN:	09709TCY5 / US09709TCY55 The initial estimated value of the notes as of the trade date is set forth on the cover page of this pricing supplement.
Initial Estimated Value:	Payments on the notes, including the Cash Settlement Amount, depend on the credit risk of BofA Finance and BAC and on the performance of the Basket. The economic terms of the notes, including the Upside 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 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 the hedging related charges described below, reduced 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 is 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-17 and “Structuring the Notes” on page PS-46.

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	Basket Underlier
Index	Basket Underlier

PS-10

HYPOTHETICAL EXAMPLES

The following table, examples and chart 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 Final Index Levels, as applicable, 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 Basket Levels and Final Index Levels that are entirely hypothetical; the level of the Basket on any day throughout the life of the notes, including the Final Basket Level on the Determination Date, cannot be predicted. The Basket Underliers have been highly volatile in the past — meaning that the level of each Basket Underlier has changed considerably in relatively short periods — and their performances 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 Basket Underliers, the creditworthiness of BofA Finance, as issuer, and the creditworthiness of BAC, as guarantor. In addition, the initial estimated value of your notes as of 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 for the Notes Exceeds 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	212.25%
Initial Basket Level	100
Neither a Market Disruption Event nor a non-trading day occurs on the originally scheduled Determination Date, and the Basket Underliers are not discontinued on or prior to such date	
No change in or affecting any of the stocks included in the Basket Underliers (the “Basket Underlier Stocks”) or the method by which the Basket Underlier Sponsors calculate the Basket Underliers	
Notes purchased on original issue date at the face amount and held to the stated maturity date	

For these reasons, the actual performance of the Basket 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 Basket Underliers shown elsewhere in this pricing supplement. For information about the historical levels of the Basket Underliers during recent periods, see “The Basket and the Basket Underliers” below. Before investing in the

offered notes, you should consult publicly available information to determine the levels of the Basket Underliers between the date of this pricing supplement and the date of your purchase of the offered notes.

PS-11

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 Basket Underlier Stocks.

The levels in the left column of the table below represent hypothetical Final Basket Levels and are expressed as percentages of the Initial Basket Level. The amounts in the right column represent the hypothetical Cash Settlement Amounts, based on the corresponding hypothetical Final Basket Level, and are expressed as percentages of the face amount of a note (rounded to the nearest ten-thousandth of a percent). Thus, a hypothetical Cash Settlement Amount of 100.0000% 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 100.0000% of the face amount of a note, based on the corresponding hypothetical Final Basket Level and the assumptions noted above.

Hypothetical Final Basket Level	Hypothetical Cash Settlement Amount
(as Percentage of Initial Basket Level)	(as Percentage of Face Amount)
140.000%	184.9000%
130.000%	163.6750%
120.000%	142.4500%
110.000%	121.2250%
105.000%	110.6125%
104.000%	108.4900%
102.000%	104.2450%
100.000%	100.0000%
90.000%	90.0000%
80.000%	80.0000%
75.000%	75.0000%
50.000%	50.0000%
25.000%	25.0000%
0.000%	0.0000%

If, for example, the Final Basket Level were determined to be 25.0000% of the Initial Basket Level, the Cash Settlement Amount that we would deliver on your notes at maturity would be 25.0000% 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 75.0000% 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 Basket Level were determined to be 0.0000% of the Initial Basket Level, you would lose your entire investment in the notes.

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 Basket 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 Basket Levels are expressed as percentages of the Initial Basket Level. The chart shows that any hypothetical Final Basket Level of less than 100.000% (the section left of the 100.000% marker on the horizontal axis) would result in a hypothetical Cash Settlement Amount of less than 100.0000% of the face amount of your notes (the section below the 100.0000% marker on the vertical axis) and, accordingly, in a loss of principal to the holder of the notes.

PS-12

The examples on the following pages illustrate the hypothetical Cash Settlement Amount at maturity based on

hypothetical Final Index Levels of each Basket Underlier, calculated based on the key terms and assumptions above. The hypothetical Initial Index Level for each Basket Underlier of 100.00 has been chosen for illustrative purposes only and does not represent the actual Initial Index Level for that Basket Underlier. For historical data regarding the actual closing levels of the Basket Underliers, please see the historical information set forth below under “The Basket and the Basket Underliers.”

The levels in Column A represent the hypothetical Initial Index Levels for each Basket Underlier, and the levels in Column B represent the hypothetical Final Index Levels for each Basket Underlier. The percentages in Column C represent the hypothetical Final Index Levels in Column B expressed as percentages of the corresponding hypothetical Initial Index Levels in Column A. The amounts in Column D represent the applicable Initial Weighted Value for each Basket Underlier, and the amounts in Column E represent the *products* of the percentages in Column C *times* the corresponding amounts in Column D. The Final Basket Level for each example is shown beneath each example, and will equal the *sum* of the five products shown in Column E. The Basket Return for each example is shown beneath the Final Basket Level for such example, and will equal the *quotient* of (i) the Final Basket Level for such example *minus* the Initial Basket Level *divided* by (ii) the Initial Basket Level, expressed as a percentage. The numbers shown below may have been rounded for ease of analysis.

