

BofA Finance LLC  
Form 424B2  
February 14, 2018

**The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

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**Registration Statement No. 333-213265**

Subject to Completion. Dated February 13, 2018.

**BofA Finance LLC**

\$

Leveraged iShares® MSCI Emerging Markets ETF-Linked

Notes due , 2019

**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 iShares® MSCI Emerging Markets ETF (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). **The return on your notes is linked to the performance of the underlier, and not to that of the MSCI Emerging Markets Index (the “index”) on which the underlier is based. The underlier follows a strategy of “representative sampling”, which means the underlier’s holdings are not the same as those of the index. The performance of the underlier may significantly diverge from that of the index.** If the final underlier level on the determination date is greater than the initial underlier level (set on the trade date and may be higher or lower than the actual closing price of the underlier on the trade date), the return on your notes will be positive, subject to the maximum settlement amount (expected to be between \$1,273.40 and \$1,321.40 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) 2.0 *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.

**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-12 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 date of this pricing supplement, the initial estimated value of the notes at the time of pricing is expected to be between \$963.80 and \$979.00 per \$1,000 in face amount. See “Summary Information” beginning on page PS- 5 of this pricing supplement, “Risk Factors” beginning on page PS- 12 of this pricing supplement and “Structuring the Notes” on page PS- 29 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:** , 2018                      **Price to public<sup>(2)</sup>:** 100.00% of the face amount  
**Underwriting discount<sup>(1)(2)</sup>:** 1.53% of the face amount    **Net proceeds to the issuer:** 98.47% of the face amount  
Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPF&S”), an affiliate of BofA Finance, will participate as  
(1) selling agent in the distribution of the notes. See “Supplemental Plan of Distribution—Conflicts of Interest” on page  
PS-28 of this pricing supplement.

The price to public for certain investors will be between 98.47% and 100.00% of the face amount, reflecting a  
(2) foregone underwriting discount with respect to such notes; see “Supplemental Plan of Distribution—Conflicts of  
Interest” on page PS-28 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 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 iShares® MSCI Emerging Markets ETF-Linked Notes due , 2019**  
**INVESTMENT THESIS**

You should be willing to:

forgo gains greater than a Maximum Settlement Amount of between 127.34% and 132.14% of the face amount in exchange for 2.0x 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 200.00% of any positive Underlier Return up to a Maximum Settlement Amount of between 127.34% and 132.14% of the face amount.

Your maximum return on your notes will not be greater than the return represented by the Maximum Settlement Amount, which such return is between 27.34% and 32.14%. 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* 200.00% *times* the Underlier Return, subject to a Maximum Settlement Amount of between 127.34% and 132.14%; or

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 iShares® MSCI Emerging Markets ETF (Bloomberg symbol, “EEM UP Equity”)
<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>	To be determined on the trade date
<b>Final Underlier Level:</b>	The closing price of the Underlier on the Determination Date
<b>Underlier Return:</b>	The <i>quotient</i> of (i) the Final Underlier Level <i>minus</i> the Initial Underlier Level <i>divided by</i> (ii) the Initial Underlier Level, expressed as a positive or negative percentage
<b>Upside Participation Rate:</b>	200.00%
<b>Maximum Settlement Amount:</b>	Expected to be between 127.34% and 132.14%. The actual Maximum Settlement Amount will be determined on the trade date.
<b>Cap Level:</b>	Expected to be between 113.67% and 116.07% of the Initial Underlier Level. The actual Cap Level will be determined on the trade date.
<b>CUSIP/ISIN:</b>	09709TDK4/US09709TDK43

**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%	127.34%
140.00%	127.34%
130.00%	127.34%
<b>113.67%</b>	<b>127.34%</b>
112.00%	124.00%
110.00%	120.00%
105.00%	110.00%
<b>100.00%</b>	<b>100.00%</b>
96.00%	96.00%
92.00%	92.00%
85.00%	85.00%
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 113.67% and 116.07% 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

**Issuer:** BofA Finance LLC (“BofA Finance”)  
**Guarantor:** Bank of America Corporation (“BAC”)  
**Underlier:** The iShares® MSCI Emerging Markets ETF (Bloomberg symbol, “EEM UP Equity”), as published by BlackRock Fund Advisors (“BFA” or the “investment advisor”)  
**Index:** The MSCI Emerging Markets Index, as published by MSCI Inc. (“MSCI”)  
**Specified Currency:** U.S. dollars (“\$”)

**Face Amount:** 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” on page PS-17 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:

### Purchase at Amount Other Than the Face Amount:

if the Final Underlier Level is *greater than* or *equal to* the Cap Level, the Maximum Settlement Amount;

### Cash Settlement Amount:

if the Final Underlier Level is *greater than* the Initial Underlier Level but *less than* the Cap Level, the *sum* of (1) \$1,000 *plus* (2) the *product* of (i) \$1,000 *times* (ii) the Upside Participation Rate *times* (iii) the Underlier Return; or

if the Final Underlier Level is *equal to* or *less than* the Initial Underlier Level, the *sum* of (1) \$1,000 *plus* (2) the *product* of (i) \$1,000 *times* (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.

**Initial  
Underlier  
Level:**

The closing price or an intraday price of the Underlier on the trade date, as determined by the calculation agent in its sole discretion and which may be higher or lower than the actual closing price of the Underlier on the trade date.

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<b>Final Underlier Level:</b>	The closing price of the 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” and “—Anti-Dilution and Discontinuance Adjustments Relating to ETFs” in the accompanying product supplement
<b>Underlier Return:</b>	The <i>quotient</i> of (1) the Final Underlier Level <i>minus</i> the Initial Underlier Level <i>divided</i> by (2) the Initial Underlier Level, expressed as a percentage
<b>Upside Participation Rate:</b>	200.00%
<b>Cap Level:</b>	Expected to be between 113.67% and 116.07% of the Initial Underlier Level (to be set on the trade date)
<b>Maximum Settlement Amount:</b>	Expected to be between \$1,273.40 and \$1,321.40 per \$1,000 face amount of the notes (to be set on the trade date)
<b>Trade Date:</b>	
<b>Original Issue Date (Settlement Date):</b>	Expected to be the fifth scheduled business day following the trade date (to be set on the trade date)
<b>Determination Date:</b>	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 in the section “Description of the Notes—Certain Terms of the Notes—Events Relating to Calculation Days” of the accompanying product supplement
<b>Stated Maturity Date:</b>	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
<b>Business Day:</b>	As described under “Description of the Notes—Certain Terms of the Notes—Business Days” in the accompanying product supplement
<b>Trading Day:</b>	As described under “Description of the Notes—Certain Terms of the Notes—Trading Days” in the accompanying product supplement
<b>Closing Price of the Underlier:</b>	The closing sale price or last reported sale price, regular way, for the Underlier, on a per-share or other unit basis: <ul style="list-style-type: none"> <li>· on the principal national securities exchange on which the Underlier is listed for trading on that day, or</li> <li>· if the Underlier is not listed on any national securities exchange on that day, on any other U.S. national market system that is the primary market for the trading of that Underlier</li> </ul> <p>If the Underlier is not listed or traded as described above, then the closing price for the Underlier on any day will be the average, as determined by the calculation agent, of the bid prices for the Underlier obtained from as many dealers in the Underlier selected by the calculation agent as will make those bid prices available to the calculation agent. The number of dealers need not exceed three and may include the calculation agent or any of its affiliates</p>
<b>Market Disruption Events:</b>	As defined under “Description of the Notes—Market Disruption Events—ETFs” in the accompanying product supplement
<b>No Listing:</b>	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-28 of this pricing supplement.

**CUSIP/ISIN:** 09709TDK4 / US09709TDK43

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. 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 the 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-12 and “Structuring the Notes” on page PS-29.

*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
ETF	Underlier

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## HYPOTHETICAL EXAMPLES

The following table 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 levels of the Underlier 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 price of the Underlier on any day throughout the life of the notes, including the Final Underlier Level on the Determination Date, cannot be predicted. The Underlier has been highly volatile in the past — meaning that the price of the Underlier has changed considerably in relatively short periods — 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, 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-13 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	200.00%
Cap Level	113.67% of the Initial Underlier Level
Maximum Settlement Amount	\$1,273.40 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	
No change in or affecting the Underlier or the policies of the Underlier’s investment advisor or the method by which MSCI Inc. (“MSCI” or the “index sponsor”) calculates the index.	

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 the price of the Underlier prior to the trade date and may be higher or lower than the actual closing price of the Underlier on that date.

For these reasons, the actual performance of the Underlier 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 prices of the Underlier shown elsewhere in this pricing supplement. For information about the historical prices of the Underlier during recent periods, see “The Underlier — Historical Closing Prices of the Underlier” below. Before investing in the

offered notes, you should consult publicly available information to determine the prices of the Underlier 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 percentages of the face amount of a note (rounded to the nearest one-thousandth of a percent). Thus, a hypothetical Cash Settlement Amount of 100.000% 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 100.000% of the face amount of a note, based on the corresponding hypothetical Final Underlier Level and the assumptions noted above.

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Hypothetical Final Underlier Level	Hypothetical Cash Settlement Amount
(as Percentage of Initial Underlier Level)	(as Percentage of Face Amount)
150.000%	127.340%
140.000%	127.340%
130.000%	127.340%
<b>113.670%</b>	<b>127.340%</b>
112.000%	124.000%
110.000%	120.000%
105.000%	110.000%
<b>100.000%</b>	<b>100.000%</b>
96.000%	96.000%
92.000%	92.000%
85.000%	85.000%
75.000%	75.000%
50.000%	50.000%
25.000%	25.000%
<b>0.000%</b>	<b>0.000%</b>

If, for example, the Final Underlier Level were determined to be 25.000% of the Initial Underlier Level, the Cash Settlement Amount that we would deliver on your notes at maturity would be 25.000% 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 75.000% 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 150.000% 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 \$1,273.40, or 127.34% 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 113.670% of the Initial Underlier Level.

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 113.67% of the Initial Underlier Level (the section right of the 113.67% marker on the horizontal axis) would result in a capped return on your investment.

The Cash Settlement Amounts shown above are entirely hypothetical; they are based on market prices for the Underlier that may not be achieved on the Determination Date and on assumptions that may prove to be erroneous. The actual market value of your notes on the stated maturity date or at any other time, including any time you may wish to sell your notes, may bear little relation to the hypothetical Cash Settlement Amounts shown above, and these amounts should not be viewed as an indication of the financial return on an investment in the offered notes. The hypothetical Cash Settlement Amounts on notes held to the stated maturity date in the examples above assume you purchased your notes at their face amount and have not been adjusted to reflect the actual price to public you pay for your notes. The return on your investment (whether positive or negative) in your notes will be affected by the amount you pay for your notes. If you purchase your notes for a price other than the face amount, the return on your investment will differ from, and may be significantly lower than, the hypothetical returns suggested by the above examples. Please read “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” below.

Payments on the notes are economically equivalent to the amounts that would be paid on a combination of other instruments. For example, payments on the notes are economically equivalent to a combination of an interest-bearing bond bought by the holder and one or more options entered into between the holder and us (with one or more implicit option premiums paid over time). The discussion in this paragraph does not modify or affect the terms of the notes or the U.S. federal income tax treatment of the notes, as described elsewhere in this pricing supplement.

*We cannot predict the actual Final Underlier Level or what the market value of your notes will be on any particular trading day, nor can we predict the relationship between the price of the Underlier and the market value of your notes at any time prior to the stated maturity date. The actual amount that you will receive, if any, at maturity and the rate of return on the offered notes will depend on the actual Initial Underlier Level, the Cap Level and the Maximum Settlement Amount, which we will set on the trade date, and the actual Final Underlier Level determined by the calculation agent as described above. Moreover, the assumptions on which the hypothetical returns are based may turn out to be inaccurate. Consequently, the amount of cash to be paid in respect of your notes, if any, on the stated maturity date may be very different from the information reflected in the table and chart above.*

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## RISK FACTORS

*An investment in your notes is subject to the risks described below, as well as the risks and considerations described in the accompanying prospectus, prospectus supplement and product supplement. You should carefully review these risks and considerations as well as the terms of the notes described herein and in the accompanying prospectus, prospectus supplement and product supplement. Your notes are a riskier investment than ordinary debt securities. Also, your notes are not equivalent to investing directly in the Underlier Stocks, i.e., the stocks comprising the Underlier to which your notes are linked. You should carefully consider whether the offered notes are suited to your particular circumstances.*

### **You May Lose Your Entire Investment in the Notes**

You can lose your entire investment in the notes. The cash payment on your notes, if any, on the stated maturity date will be based on the performance of the Underlier as measured from the Initial Underlier Level set on the trade date (which could be higher or lower than the actual closing level of the Underlier on that date) to the closing level on the Determination Date. If the Final Underlier Level is *less than* the Initial Underlier Level, you will have a loss for each \$1,000 of the face amount of your notes equal to the *product* of the Underlier Return *times* \$1,000. Thus, you will be exposed to any decrease in the Final Underlier Level, and the return on your investment will be negative. You may lose your entire investment in the notes, which would include any premium to face amount you paid when you purchased the notes.

Also, the market price of your notes prior to the stated maturity date may be significantly lower than the purchase price you pay for your notes. Consequently, if you sell your notes before the stated maturity date, you may receive far less than the amount of your investment in the notes.

### **The Return on Your Notes Will Be Limited to the Maximum Settlement Amount**

Your ability to participate in any appreciation in the price of the Underlier over the life of your notes will be limited to the Cap Level. The Maximum Settlement Amount will limit the Cash Settlement Amount you may receive for each of your notes at maturity, no matter how much the price of the Underlier increases beyond the Cap Level over the life of your notes. Accordingly, the amount payable for each of your notes may be significantly less than it would have been had you invested directly in the Underlier Stocks.

### **Any Payment on the Notes Is Subject to Our Credit Risk and the Credit Risk of the Guarantor, and Actual or Perceived Changes in Our or the Guarantor's Creditworthiness Are Expected to Affect the Value of the Notes**

The notes are our senior unsecured debt securities. Any payment on the notes will be fully and unconditionally guaranteed by the Guarantor. The notes are not guaranteed by any entity other than the Guarantor. As a result, your receipt of the Cash Settlement Amount at maturity will be dependent upon our ability and the ability of the Guarantor to repay our obligations under the notes on the stated maturity date, regardless of the price of the Underlier. No assurance can be given as to what our financial condition or the financial condition of the Guarantor will be on the stated maturity date. If we and the Guarantor become unable to meet our respective financial obligations as they become due, you may not receive the amounts payable under the terms of the notes.

In addition, our credit ratings and the credit ratings of the Guarantor are assessments by ratings agencies of our respective abilities to pay our obligations. Consequently, our or the Guarantor's perceived creditworthiness and actual or anticipated decreases in our or the Guarantor's credit ratings or increases in the spread between the yield on our respective securities and the yield on U.S. Treasury securities (the "credit spread") prior to the stated maturity date may



adversely affect the market value of the notes. However, because your return on the notes depends upon factors in addition to our ability and the ability of the Guarantor to pay our respective obligations, such as the price of the Underlier, an improvement in our or the Guarantor's credit ratings will not reduce the other investment risks related to the notes.

**We Are a Finance Subsidiary and, as Such, Will Have Limited Assets and Operations**

We are a finance subsidiary of BAC and will have no assets, operations or revenues other than those related to the issuance, administration and repayment of our debt securities that are guaranteed by the Guarantor. As a finance subsidiary, to meet our obligations under the notes, we are dependent upon payment or contribution of funds and/or repayment of outstanding loans from the Guarantor and/or its other subsidiaries. Therefore, our ability to make payments on the notes may be limited. In addition, we will have no independent assets available for distributions to holders of the notes if they make claims in respect of the notes in a bankruptcy, resolution or similar proceeding. Accordingly, any recoveries by such holders may be limited to those available under the related

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guarantee by the Guarantor, and that guarantee will rank equally with all other unsecured senior obligations of the Guarantor.

### **The Public Offering Price You Pay for the Notes Will Exceed Their Initial Estimated Value**

The initial estimated value of the notes that is provided in this preliminary pricing supplement, and that will be provided in the final pricing supplement, are each an estimate only, determined as of a particular point in time by reference to our and our affiliates' pricing models. These pricing models consider certain assumptions and variables, including our credit spreads and those of the Guarantor, the Guarantor's internal funding rate, mid-market terms on hedging transactions, expectations on interest rates, dividends and volatility, price-sensitivity analysis, and the expected term of the notes. These pricing models rely in part on certain forecasts about future events, which may prove to be incorrect.

The initial estimated value does not represent a minimum or maximum price at which we, the Guarantor, MLPF&S or any other entities would be willing to purchase your notes in any secondary market (if any exists) at any time. The value of your notes at any time after the date of this pricing supplement will vary based on many factors that cannot be predicted with accuracy, including our and the Guarantor's creditworthiness and changes in market conditions.

If you attempt to sell the notes prior to maturity, their market value may be lower than the price you paid for them and lower than their initial estimated value. This is due to, among other things, changes in the price of the Underlier, the Guarantor's internal funding rate, and the inclusion in the public offering price of the underwriting discount and the hedging related charges, all as further described in "Structuring the Notes" below. These factors, together with various credit, market and economic factors over the term of the notes, are expected to reduce the price at which you may be able to sell the notes in any secondary market and will affect the value of the notes in complex and unpredictable ways.

### **The Price of the Notes That May Be Paid by MLPF&S (and Which May Be Reflected on Customer Account Statements) May Be Higher than the Then-Current Estimated Value of the Notes for a Limited Time Period After the Trade Date**

As agreed by MLPF&S and the distribution participants, for approximately a three-month period after the trade date, MLPF&S expects to offer to buy the notes in the secondary market at a price that will exceed the estimated value of the notes at that time. The amount of this excess, which represents a portion of the underwriting discount and the hedging-related charges expected to be realized by MLPF&S and the distribution participants over the term of the notes, will decline to zero on a straight line basis over that three-month period. Accordingly, the estimated value of your notes during this initial three-month period may be lower than the value shown on your customer account statements. Thereafter, if MLPF&S buys or sells your notes, it will do so at prices that reflect the estimated value determined by reference to its pricing models at that time. Any price at any time after the trade date will be based on then-prevailing market conditions and other considerations, including the performance of the Underlier and the remaining term of the notes. However, none of us, the Guarantor, MLPF&S or any other party is obligated to purchase your notes at any price or at any time, and we cannot assure you that any party will purchase your notes at a price that equals or exceeds the initial estimated value of the notes.

### **We Cannot Assure You that a Trading Market for Your Notes Will Ever Develop or Be Maintained**

We will not list the notes on any securities exchange. We cannot predict how the notes will trade in any secondary market or whether that market will be liquid or illiquid.

The development of a trading market for the notes will depend on the Guarantor's financial performance and other factors, including changes in the price of the Underlier. The number of potential buyers of your notes in any secondary market may be limited. We anticipate that MLPF&S will act as a market-maker for the notes, but none of us, the Guarantor or MLPF&S is required to do so. There is no assurance that any party will be willing to purchase your notes at any price in any secondary market. MLPF&S may discontinue its market-making activities as to the notes at any time. To the extent that MLPF&S engages in any market-making activities, it may bid for or offer the notes. Any price at which MLPF&S may bid for, offer, purchase, or sell any notes may differ from the values determined by pricing models that it may use, whether as a result of dealer discounts, mark-ups, or other transaction costs. These bids, offers, or completed transactions may affect the prices, if any, at which the notes might otherwise trade in the market.

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In addition, if at any time MLPF&S were to cease acting as a market-maker as to the notes, it is likely that there would be significantly less liquidity in the secondary market. In such a case, the price at which the notes could be sold likely would be lower than if an active market existed.

The Policies of the Underlier's Investment Advisor, BlackRock Fund Advisors, and MSCI, the Sponsor of the Index, Could Affect the Amount Payable on the Notes, if Any, and Their Market Value

The Underlier's investment advisor, BlackRock Fund Advisors ("BFA," or the "investment advisor") may from time to time make certain decisions or judgments with respect to the implementation of policies concerning the calculation of the net asset value of the Underlier, additions, deletions or substitutions of the Underlier Stocks, and the manner in which changes affecting the index are reflected in the Underlier. These decisions or judgments could affect the market price of the shares of the Underlier and, therefore, the amount payable on the notes, if any, at maturity and the market value of the notes prior to maturity. The amount payable on the notes, if any, and their market value could also be affected if the investment advisor discontinues or suspends calculation or publication of the net asset value of the Underlier, in which case it may become difficult to determine the market value of the notes. If events such as these occur, the calculation agent will determine the amount payable, if any, at maturity as described herein and in the product prospectus supplement.

In addition, the index sponsor publishes the index and is responsible for the design and maintenance of the index. The policies of the index sponsor concerning the calculation of the index, including decisions regarding the addition, deletion or substitution of the securities included in the index, could affect the market prices of shares of the Underlier and, therefore, the amount payable on your notes and their market value.

There Are Risks Associated with the Underlier

Although the Underlier's shares are listed for trading on NYSE Arca, Inc. ("NYSE Arca") and a number of similar products have been traded on the NYSE Arca or other securities exchanges for varying periods of time, there is no assurance that an active trading market will continue for the shares of the Underlier or that there will be liquidity in the trading market.

In addition, the Underlier is subject to management risk, which is the risk that the investment advisor's investment strategy, the implementation of which is subject to a number of constraints, may not produce the intended results. For example, the investment advisor may select up to 10% of the Underlier's assets to be invested in shares of equity securities that are not included in the index. The Underlier is also not actively managed and may be affected by a general decline in market segments relating to the index. The investment advisor invests in securities included in, or representative of, the index regardless of their investment merits. The investment advisor does not attempt to take defensive positions in declining markets.

In addition, the Underlier is subject to custody risk, which refers to the risks in the process of clearing and settling trades and to the holding of securities by local banks, agent and depositories. Low trading volumes and volatile prices in less developed markets make trades harder to complete and settle, and governments or trade groups may compel local agents to hold securities in designated depositories that are not subject to independent evaluation. The less developed a country's securities market is, the greater the likelihood of custody problems.

Further, under continuous listing standards adopted by the NYSE Arca, the Underlier will be required to confirm on an ongoing basis that the components of the underlying index satisfy the applicable listing requirements. In the event that its underlying index does not comply with the applicable listing requirements, the Underlier would be required to rectify such non-compliance by requesting that the underlying index sponsor modify such underlying index, adopting a new underlying index or obtaining relief from the Securities and Exchange Commission. There can be no assurance

that the underlying index sponsor would so modify the underlying index or that relief would be obtained from the Securities and Exchange Commission and, therefore, non-compliance with the continuous listing standards may result in the Underlier being delisted by the NYSE Arca.

The Underlier and the Index Are Different and the Performance of the Underlier May Not Correlate with the Performance of the Index

The Underlier uses a representative sampling strategy (more fully described under “The Underlier”) to attempt to track the performance of the index. The Underlier may not hold all or substantially all of the equity securities included in the index and may hold securities or assets not included in the index. Therefore, while the performance of the Underlier is generally linked to the performance of the index, the performance of the Underlier is also linked in part to shares of equity securities not included in the index and to the performance of other assets, such as futures contracts, options and swaps, as well as cash and cash equivalents, including shares of money market funds affiliated with the Underlier’s investment advisor.

Imperfect correlation between the Underlier’s portfolio securities and those in the index, rounding of prices, changes to the index and regulatory requirements may cause tracking error, which is the divergence of the Underlier’s performance from that of the index.

In addition, the performance of the Underlier will reflect additional transaction costs and fees that are not included in the calculation of the index; this may increase the tracking error of the Underlier. Also, corporate actions with respect to the sample of equity securities (such as mergers and spin-offs) may impact the performance differential between the Underlier and the index. Finally, because the shares of the Underlier are traded on the NYSE Arca and are subject to market supply and investor demand, the market value of one share of the Underlier may differ from the net asset value per share of the Underlier.

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For all of the foregoing reasons, the performance of the Underlier may not correlate with the performance of the index. Consequently, the return on the notes will not be the same as investing directly in the Underlier, the index or the Underlier Stocks, and will not be the same as investing in a debt security with a payment at maturity linked to the performance of the index.

#### An Investment in the Notes Is Subject to Risks Associated with Foreign Securities Markets

The Underlier holds stocks traded in certain emerging markets. You should be aware that investments in securities linked to the value of foreign equity securities involve particular risks. These foreign securities markets may have less liquidity and may be more volatile than U.S. or other securities markets and market developments may affect foreign markets differently from U.S. or other securities markets. Direct or indirect government intervention to stabilize these foreign securities markets, as well as cross-shareholdings in foreign companies, may affect trading prices and volumes in these markets. Also, there is generally less publicly available information about foreign companies than about those U.S. companies that are subject to the reporting requirements of the U.S. Securities and Exchange Commission, and foreign companies are subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to U.S. reporting companies.

Prices of securities in foreign countries are subject to political, economic, financial and social factors that apply in those geographical regions. These factors, which could negatively affect those securities markets, include the possibility of changes in a foreign government's economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions applicable to foreign companies or investments in foreign equity securities and the possibility of fluctuations in the rate of exchange between currencies, the possibility of outbreaks of hostility and political instability and the possibility of natural disasters or adverse public health developments in the region. Any one of these factors, or the combination of more than one of these factors, could negatively affect such foreign securities markets and the prices of securities therein. Further, geographical regions may react to global factors in different ways, which may cause the prices of securities in a foreign securities market to fluctuate in a way that differs from those of securities in the U.S. securities market or other foreign securities markets. Foreign economies may differ favorably or unfavorably from the U.S. economy in important respects such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

Because foreign exchanges may be open on days when the Underlier is not traded, the value of the securities underlying the Underlier may change on days when shareholders will not be able to purchase or sell shares of the Underlier. Accordingly, the value of the shares held by the Underlier may decrease before that decrease is reflected in the market price of the shares of the Underlier, and before you become aware of that decrease.

The countries whose markets are represented by the Underlier include Brazil, Chile, China, Colombia, the Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Malaysia, Mexico, Pakistan, Peru, Philippines, Poland, Qatar, Russia, South Africa, South Korea, Taiwan, Thailand, Turkey and United Arab Emirates.

Countries with emerging markets may have relatively unstable governments, may present the risks of nationalization of businesses, restrictions on foreign ownership and prohibitions on the repatriation of assets, and may have less protection of property rights than more developed countries. The economies of countries with emerging markets may be based on only a few industries, may be highly vulnerable to changes in local or global trade conditions, and may suffer from extreme and volatile debt burdens or inflation rates. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of holdings difficult or impossible at times. It will also likely be more costly and difficult for the Underlier's investment advisor to enforce the laws or regulations of a foreign country or trading facility, and it is possible that the foreign country or trading facility may not have laws or regulations which adequately protect the rights and interests of investors in the Underlier Stocks.

The Notes Will Be Subject to Foreign Currency Exchange Rate Risk

The Underlier holds certain stocks that are denominated in currencies other than the U.S. dollar. In calculating the Underlier's net asset value, the price of the Underlier Stocks denominated in those currencies will be adjusted to reflect their U.S. dollar value by converting their price from the non-U.S. dollar currency to U.S. dollars. Consequently, if the value of the U.S. dollar strengthens against the non-U.S. dollar currency in which a stock held by the Underlier is denominated, the price of the Underlier may decrease even if the market price of that stock held by the Underlier, as measured in the applicable non-U.S. dollar currency, increases over the life of your notes.

Foreign currency exchange rates vary over time, and may vary considerably during the life of the notes. Changes in a particular exchange rate result from the interaction of many factors directly or indirectly affecting economic and political conditions. Of particular importance are:

· existing and expected rates of inflation;

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- existing and expected interest rate levels;
- the balance of payments among countries;
- the extent of governmental surpluses or deficits in the relevant countries and the United States; and
- other financial, economic, military and political factors.

All of these factors are, in turn, sensitive to the monetary, fiscal and trade policies pursued by the governments of the relevant foreign countries and the United States and other countries important to international trade and finance.

The price of the notes and payment on the stated maturity date could also be adversely affected by delays in, or refusals to grant, any required governmental approval for conversions of a local currency and remittances abroad or other de facto restrictions on the repatriation of U.S. dollars.

In addition, it has been reported that the U.K. Financial Conduct Authority and regulators from other countries are in the process of investigating the potential manipulation of published currency exchange rates. If such manipulation has occurred or is continuing, certain published exchange rates may have been, or may be in the future, artificially lower (or higher) than they would otherwise have been. Any such manipulation could have an adverse impact on any payments on, and the value of, your notes and the trading market for your notes. In addition, we cannot predict whether any changes or reforms affecting the determination or publication of exchange rates or the supervision of currency trading will be implemented in connection with these investigations. Any such changes or reforms could also adversely impact your notes.

#### **You Have Limited Anti-Dilution Protection**

The calculation agent may adjust the Final Underlier Level to reflect certain corporate actions by the Underlier, as described in the section “Description of the Notes—Anti-Dilution Adjustments for an ETF” in the accompanying product supplement. The calculation agent will not be required to make an adjustment for every event that may affect the Underlier and will have broad discretion to determine whether and to what extent an adjustment is required.

#### **The Return on Your Notes Will Not Reflect Any Dividends Paid on the Underlier or the Underlier Stocks**

The return on your notes will not reflect the return you would realize if you actually owned the Underlier and received the distributions paid on the shares of the Underlier. You will not receive any dividends that may be paid on any of the Underlier Stocks by the Underlier Stock issuers or the shares of the Underlier. See “—You Have No Shareholder Rights or Rights to Receive Any Shares of the Underlier or Any Underlier Stock” below for additional information.

#### **The Amount Payable on Your Notes Is Not Linked to the Price of the Underlier at Any Time Other than the Determination Date**

The Final Underlier Level will be the closing price of the Underlier on the Determination Date (subject to adjustment as described elsewhere in this pricing supplement). Therefore, if the closing price of the Underlier decreased significantly on the Determination Date, the Cash Settlement Amount for your notes may be significantly less than it would have been had the Cash Settlement Amount been linked to the closing price of the Underlier prior to such decrease in the price of the Underlier. Although the actual price of the Underlier on the stated maturity date or at other times during the life of your notes may be higher than the Final Underlier Level, you will not benefit from the closing price of the Underlier at any time other than on the Determination Date.

#### **Your Notes Will Not Bear Interest**

You will not receive any interest payments on your notes. As a result, even if the Cash Settlement Amount payable for your notes on the stated maturity date exceeds the face amount of your notes, the overall return you earn on your notes



may be less than you would have earned by investing in a non-indexed debt security of comparable maturity that bears interest at a prevailing market rate.

**The Initial Underlier Level Will Be Determined at the Discretion of the Calculation Agent**

The Initial Underlier Level will be the closing price or an intraday price of the Underlier on the trade date, as determined by the calculation agent in its sole discretion. As such, the Initial Underlier Level may not be based on the closing price of the Underlier on the trade date. The Initial Underlier Level may be higher or lower than the actual closing price of the Underlier on the trade date.

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**The Probability that the Final Underlier Level Will Be Less Than the Initial Underlier Level Will Depend in Part on the Volatility of the Underlier**

“Volatility” refers to the frequency and magnitude of changes in the level of the Underlier. The greater the expected volatility with respect to the Underlier on the trade date, the higher the expectation as of the trade date that the Final Underlier Level could be less than the Initial Underlier Level, indicating a higher expected risk of loss on the notes. The terms of the notes are set, in part, based on expectations about the volatility of the Underlier as of the trade date. The volatility of the Underlier can change significantly over the term of the notes. The level of the Underlier could fall sharply, which could result in a significant loss of principal. You should be willing to accept the downside market risk of the Underlier and the potential to lose a significant amount of your principal at maturity.

**You Have No Shareholder Rights or Rights to Receive Shares of the Underlier or Any Underlier Stock**

Investing in your notes will not make you a holder of the Underlier or any of the Underlier Stocks. Neither you nor any other holder or owner of your notes will have any rights with respect to the Underlier or the Underlier Stocks, including voting rights, any right to receive dividends or other distributions, any rights to make a claim against the Underlier or the Underlier Stocks or any other rights of a holder of the Underlier or the Underlier Stocks. Your notes will be paid in cash and you will have no right to receive delivery of shares of the Underlier or any Underlier Stocks.

**We May Sell Additional Notes at a Different Issue Price**

At our sole option, we may decide to sell an additional aggregate face amount of the notes subsequent to the date of this pricing supplement. The price to public of the notes in the subsequent sale may differ substantially (higher or lower) from the original price to public you paid as provided on the cover of this pricing supplement.

**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**

The Cash Settlement Amount will not be adjusted based on the price to public you pay for the notes. If you purchase notes at a price that differs from the face amount of the notes, then the return on your investment in such notes held to the stated maturity date will differ from, and may be substantially less than, the return on notes purchased at face amount. If you purchase your notes at a premium to face amount and hold them to the stated maturity date, the return on your investment in the notes will be lower than it would have been had you purchased the notes at face amount or a discount to face amount. In addition, the impact of the Cap Level on the return on your investment will depend upon the price you pay for your notes relative to face amount. For example, if you purchase your notes at a premium to face amount, the Cap Level will only permit a lower positive return in your investment in the notes than would have been the case for notes purchased at face amount or a discount to face amount.

**If the Price of the Underlier Changes, the Market Value of Your Notes May Not Change in the Same Manner**

Your notes may trade quite differently from the performance of the Underlier. Changes in the levels of the Underlier may not result in a comparable change in the market value of your notes. We discuss some of the reasons for this disparity under “ — The Market Value of the Notes Will Be Affected by Various Factors That Interrelate in Complex Ways, and Their Market Value May Be Less Than the Face Amount” below.

**Trading and Hedging Activities by Us, the Guarantor and Any of Our Other Affiliates May Affect Your Return on the Notes and Their Market Value**

We, the Guarantor and our other affiliates, including MLPF&S, and any other distributors of the notes may buy or sell the securities represented by the Underlier, or futures or options contracts on the Underlier or those securities, or other listed or over-the-counter derivative instruments linked to the Underlier or the Underlier Stocks. We, the Guarantor and any of our other affiliates, including MLPF&S, and any other distributors of the notes may execute such purchases or sales for our own or their own accounts, for business reasons, or in connection with hedging our obligations under the notes. These transactions could affect the value of these securities and, in turn, the value of the Underlier in a manner that could be adverse to your investment in the notes. On or before the applicable trade date, any purchases or sales by us, the Guarantor or other entities (including for the purpose of hedging anticipated exposures) may affect the price of the Underlier or the Underlier Stocks. Consequently, the price of the Underlier or the prices of the Underlier Stocks may change subsequent to the trade date of an issue of the notes, adversely affecting the market value of the notes.

We, the Guarantor or one or more of our other affiliates, including MLPF&S, and any other distributors of the notes may also engage in hedging activities that could affect the price of the Underlier on the trade date. In addition,

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these activities may decrease the market value of your notes prior to maturity, and may affect the amounts to be paid on the notes. We, the Guarantor or one or more of our other affiliates, including MLPF&S, and any other distributors of the notes may purchase or otherwise acquire a long or short position in the notes and may hold or resell the notes. For example, MLPF&S may enter into these transactions in connection with any market making activities in which they engage. We cannot assure you that these activities will not adversely affect the price of the Underlier, the market value of your notes prior to maturity or the amounts payable on the notes.

### **Our Trading, Hedging and Other Business Activities May Create Conflicts of Interest With You**

We, the Guarantor or one or more of our other affiliates, including MLPF&S, and any other distributors of the notes may engage in trading activities related to the Underlier and to the Underlier Stocks that are not for your account or on your behalf. We, the Guarantor or one or more of our other affiliates, including MLPF&S, and any other distributors of the notes also may issue or underwrite other financial instruments with returns based upon the Underlier. These trading and other business activities may present a conflict of interest between your interest in the notes and the interests we, the Guarantor and our other affiliates, including MLPF&S, and any other distributors of the notes may have in our proprietary accounts, in facilitating transactions, including block trades, for our or their other customers, and in accounts under our or their management. These trading and other business activities, if they influence the price of the Underlier or secondary trading in your notes, could be adverse to your interests as a beneficial owner of the notes.

We expect to enter into arrangements or adjust or close out existing transactions to hedge our obligations under the notes. We, the Guarantor or our other affiliates, including MLPF&S, and any other distributors of the notes also may enter into hedging transactions relating to other notes or instruments, some of which may have returns calculated in a manner related to the notes. We may enter into such hedging arrangements with one of our affiliates. Our affiliates or such other distributors may enter into additional hedging transactions with other parties relating to the notes and the Underlier. This hedging activity is expected to result in a profit to those engaging in the hedging activity, which could be more or less than initially expected, or the hedging activity could also result in a loss. We and these other entities will price these hedging transactions with the intent to realize a profit, regardless of whether the value of the notes increases or decreases. Any profit in connection with such hedging activities will be in addition to any other compensation that we or other parties receive for the sale of the notes, which creates an additional incentive to sell the notes to you.

### **There May Be Potential Conflicts of Interest Involving the Calculation Agent, Which Is an Affiliate of Ours. We Have the Right to Appoint and Remove the Calculation Agent**

MLPF&S will be the calculation agent for the notes and, as such, will make a variety of determinations relating to the notes, including the amounts that will be paid on the notes. Under some circumstances, these duties could result in a conflict of interest between its status as our affiliate and its responsibilities as calculation agent. These conflicts could occur, for instance, in connection with the calculation agent's determination as to whether a Market Disruption Event has occurred. The calculation agent will be required to carry out its duties in good faith and use its reasonable judgment. However, because we expect that the Guarantor will control the calculation agent, potential conflicts of interest could arise.

### **The Market Value of the Notes Will Be Affected by Various Factors That Interrelate in Complex Ways, and Their Market Value May Be Less Than the Face Amount**

If you wish to liquidate your investment in the notes prior to maturity, your only option would be to sell them in the secondary market. At that time, there may be an illiquid market for your notes or no market at all. Even if you were able to sell your notes, there are many factors outside of our control that may affect their market value, such as the

level and the volatility of the Underlier, economic and other conditions generally, interest rates, dividend yields on the securities represented by the Underlier, exchange rate movements and volatility, our and the guarantor's financial condition and creditworthiness, time to maturity. The impact of any one factor may be offset or magnified by the effect of another factor. See "Risk Factors—General Risks Relating to the Notes—The notes are not designed to be short-term trading instruments and if you attempt to sell the notes prior to maturity, their market value, if any, will be affected by various factors that interrelate in complex ways, and their market value may be less than the principal amount" beginning on page PS-8 of product supplement EQUITY-1.

**The U.S. Federal Income Tax Consequences of an Investment in the Notes Are Uncertain, and May Be Adverse to a Holder of the Notes**

No statutory, judicial, or administrative authority directly addresses the characterization of the notes or securities similar to the notes for U.S. federal income tax purposes. As a result, significant aspects of the U.S. federal income tax consequences of an investment in the notes are not certain. Under the terms of the notes, you will have agreed with us to treat the notes as single financial contracts, as described under "U.S. Federal Income Tax Summary—

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General.” If the Internal Revenue Service (the “IRS”) were successful in asserting an alternative characterization for the notes, the timing and character of gain or loss with respect to the notes may differ. No ruling will be requested from the IRS with respect to the notes and no assurance can be given that the IRS will agree with the statements made in the section entitled “U.S. Federal Income Tax Summary.” You are urged to consult with your own tax advisor regarding all aspects of the U.S. federal income tax consequences of investing in the notes.

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**THE UNDERLIER**

All disclosures contained in this pricing supplement regarding the Underlier, including, without limitation, its make-up, method of calculation, and changes in its components, have been derived from publicly available sources. The information reflects the policies of, and is subject to change by BlackRock Fund Advisors (“BFA” or the “investment advisor”). The investment advisor, which licenses the copyright and all other rights to the Underlier, has no obligation to continue to publish, and may discontinue publication of, the Underlier. The consequences of the investment advisor discontinuing publication of the applicable Underlier are discussed in “Description of the Notes—Discontinuance of an ETF” in the a: block; TEXT-INDENT: 0pt">

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,121

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%\*

14

TYPE OF REPORTING PERSON

OO

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\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA PX LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		628,816
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		628,816
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

628,816

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.6%\*

14 TYPE OF REPORTING PERSON

OO

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.



CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA PARTNERS LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		18,519
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		18,519
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,519

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%\*

14 TYPE OF REPORTING PERSON

OO

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA WINDMILL FUND LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		442,486
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		442,486
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

442,486

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2%\*

14 TYPE OF REPORTING PERSON

PN

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA INTERNATIONAL MASTER FUND LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		120,784
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		120,784
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

120,784

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%\*

14 TYPE OF REPORTING PERSON

PN

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA PX INTERNATIONAL MASTER FUND LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		837,598
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		837,598
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

837,598

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.2%\*

14 TYPE OF REPORTING PERSON

PN

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA LB INTERNATIONAL MASTER FUND LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		92,095
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		92,095
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

92,095

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%\*

14 TYPE OF REPORTING PERSON

PN

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

2 SCOPIA LONG INTERNATIONAL MASTER FUND LP  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC  
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	93,168 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	93,168 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

93,168

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%\*

14 TYPE OF REPORTING PERSON

PN

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA CAPITAL GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,289,789
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,289,789
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,289,789

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.0%\*

14 TYPE OF REPORTING PERSON

OO

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA CAPITAL MANAGEMENT LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,347,843
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,347,843
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,347,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%\*

14 TYPE OF REPORTING PERSON

PN

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.



CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA MANAGEMENT, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,347,843
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,347,843
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,347,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%\*

14 TYPE OF REPORTING PERSON

CO

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

MATTHEW SIROVICH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,347,843 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		2,347,843

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,347,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%\*

14 TYPE OF REPORTING PERSON

IN

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

JEREMY MINDICH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,347,843 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		2,347,843

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,347,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%\*

14 TYPE OF REPORTING PERSON

IN

---

\* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein. An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by Coppersmith Value II and held in the Coppersmith Accounts were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 160,000 Shares beneficially owned by Coppersmith Value II is approximately \$4,760,874, including brokerage commissions. The aggregate purchase price of the 760,259 Shares held in the Coppersmith Accounts is approximately \$24,999,999, including brokerage commissions.

The Shares purchased by each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and held in the Managed Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein.

The aggregate purchase price of the 22,202 Shares beneficially owned by Scopia Long is approximately \$711,353, excluding brokerage commissions.

The aggregate purchase price of the 34,121 Shares beneficially owned by Scopia LB is approximately \$1,088,497, excluding brokerage commissions.

The aggregate purchase price of the 628,816 Shares beneficially owned by Scopia PX is approximately \$20,025,491, excluding brokerage commissions.

The aggregate purchase price of the 18,519 Shares beneficially owned by Scopia Partners is approximately \$590,183, excluding brokerage commissions.

The aggregate purchase price of the 442,486 Shares beneficially owned by Scopia Windmill is approximately \$14,112,479, excluding brokerage commissions.

The aggregate purchase price of the 120,784 Shares beneficially owned by Scopia International is approximately \$3,850,407, excluding brokerage commissions.

The aggregate purchase price of the 837,598 Shares beneficially owned by Scopia PX International is approximately \$26,686,590, excluding brokerage commissions.

The aggregate purchase price of the 92,095 Shares beneficially owned by Scopia LB International is approximately \$2,919,694, excluding brokerage commissions.

The aggregate purchase price of the 93,168 Shares beneficially owned by Scopia Long International is approximately \$2,984,248, excluding brokerage commissions.



CUSIP NO. 465741106

The aggregate purchase price of the 58,054 Shares held in the Managed Account is approximately \$1,850,428, excluding brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 38,138,896 Shares outstanding as of July 31, 2015, which is the total number of Shares outstanding as reported in the Issuer's quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on August 6, 2015.

A. Coppersmith Value II

(a) As of the close of business on October 15, 2015, Coppersmith Value II beneficially owned 160,000 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 160,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 160,000
  4. Shared power to dispose or direct the disposition: 0

(c) Coppersmith Value II has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

B. Coppersmith Partners

(a) Coppersmith Partners, as the general partner of Coppersmith Value II, may be deemed the beneficial owner of the 160,000 Shares owned by Coppersmith Value II.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 160,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 160,000
  4. Shared power to dispose or direct the disposition: 0

(c) Coppersmith Partners has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

C. Coppersmith Capital

(a) As of the close of business on October 15, 2015, 760,259 Shares were held in the Coppersmith Accounts. Coppersmith Capital, as the Investment Manager of Coppersmith Value II and the Coppersmith Accounts, may be deemed the beneficial owner of the (i) 160,000 Shares owned by Coppersmith Value II and (ii) 760,259 Shares held in the Coppersmith Accounts.

Percentage: Approximately 2.4%



CUSIP NO. 465741106

- (b)
  - 1. Sole power to vote or direct vote: 920,259
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 920,259
  - 4. Shared power to dispose or direct the disposition: 0

(c)Coppersmith Capital has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

D. Mr. Lande

(a)Mr. Lande, as the Managing Member of each of Coppersmith Partners and Coppersmith Capital, may be deemed the beneficial owner of the (i) 160,000 Shares owned by Coppersmith Value II and (ii) 760,259 Shares held in the Coppersmith Accounts.

Percentage: Approximately 2.4%

- (b)
  - 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 920,259
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 920,259

(c)Mr. Lande has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

E. Mr. Rosenblum

(a)Mr. Rosenblum, as a Member of each of Coppersmith Partners and Coppersmith Capital, may be deemed the beneficial owner of the (i) 160,000 Shares owned by Coppersmith Value II and (ii) 760,259 Shares held in the Coppersmith Accounts.

Percentage: Approximately 2.4%

- (b)
  - 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 920,259
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 920,259

(c)Mr. Rosenblum has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

F. Scopia Long

(a) As of the close of business on October 15, 2015, Scopia Long beneficially owned 22,202 Shares.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 22,202
  - 2. Shared power to vote or direct vote: 0



3. Sole power to dispose or direct the disposition: 22,202
4. Shared power to dispose or direct the disposition: 0

CUSIP NO. 465741106

(c)The transactions in the Shares by Scopia Long since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

G. Scopia LB

(a) As of the close of business on October 15, 2015, Scopia LB beneficially owned 34,121 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 34,121
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 34,121
  4. Shared power to dispose or direct the disposition: 0

(c)The transactions in the Shares by Scopia LB since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

H. Scopia PX

(a) As of the close of business on October 15, 2015, Scopia PX beneficially owned 628,816 Shares.

Percentage: Approximately 1.6%

- (b)
1. Sole power to vote or direct vote: 628,816
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 628,816
  4. Shared power to dispose or direct the disposition: 0

(c)The transactions in the Shares by Scopia PX since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

I. Scopia Partners

(a) As of the close of business on October 15, 2015, Scopia Partners beneficially owned 18,519 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 18,519
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 18,519
  4. Shared power to dispose or direct the disposition: 0

(c)The transactions in the Shares by Scopia Partners since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 465741106

J. Scopia Windmill

(a) As of the close of business on October 15, 2015, Scopia Windmill beneficially owned 442,486 Shares.

Percentage: Approximately 1.2%

- (b)
- 1. Sole power to vote or direct vote: 442,486
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 442,486
  - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia Windmill since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

K. Scopia International

(a) As of the close of business on October 15, 2015, Scopia International beneficially owned 120,784 Shares.

Percentage: Less than 1%

- (b)
- 1. Sole power to vote or direct vote: 120,784
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 120,784
  - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

L. Scopia PX International

(a) As of the close of business on October 15, 2015, Scopia PX International beneficially owned 837,598 Shares.

Percentage: Approximately 2.2%

- (b)
- 1. Sole power to vote or direct vote: 837,598
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 837,598
  - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia PX International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

M. Scopia LB International

(a) As of the close of business on October 15, 2015, Scopia LB International beneficially owned 92,095 Shares.



CUSIP NO. 465741106

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 92,095
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 92,095
  - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia LB International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

N. Scopia Long International

(a) As of the close of business on October 15, 2015, Scopia Long International beneficially owned 93,168 Shares.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 93,168
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 93,168
  - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia Long International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

O. Scopia Capital

(a) Scopia Capital, as the Managing Member of each of Scopia Long, Scopia LB, Scopia PX and Scopia Partners, and the general partner of each of Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International and Scopia Long International, may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; and (ix) 93,168 Shares owned by Scopia Long International.

Percentage: Approximately 6.0%

- (b)
  - 1. Sole power to vote or direct vote: 2,289,789
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,289,789
  - 4. Shared power to dispose or direct the disposition: 0

(c) Scopia Capital has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International and Scopia Long International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.



CUSIP NO. 465741106

P. Scopia Management

(a) As of the close of business on October 15, 2015, 58,054 Shares were held in the Managed Account. Scopia Management, as the Investment Manager of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and the Managed Account, may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 2,347,843
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,347,843
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia Management through the Managed Account and on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International and Scopia Long International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

Q. Scopia Inc.

(a) Scopia Inc., as the general partner of Scopia Management, may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 2,347,843
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,347,843
  4. Shared power to dispose or direct the disposition: 0

(c) Scopia Inc. has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.





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R. Mr. Sirovich

(a) Mr. Sirovich, as a Managing Member of Scopia Capital and Managing Director of Scopia Inc., may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 2,347,843
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 2,347,843

(c) Mr. Sirovich has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

S. Mr. Mindich

(a) Mr. Mindich, as a Managing Member of Scopia Capital and Managing Director of Scopia Inc., may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 2,347,843
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 2,347,843

(c) Mr. Mindich has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

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An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D.

The Reporting Persons, as members of a “group” for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Person. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 16, 2015

COPPERSMITH VALUE PARTNERS II, LP

By: Coppersmith Capital Partners, LLC  
General Partner

By: /s/ Jerome J. Lande  
Name: Jerome J. Lande  
Title: Managing Member

COPPERSMITH CAPITAL PARTNERS, LLC

By: /s/ Jerome J. Lande  
Name: Jerome J. Lande  
Title: Managing Member

COPPERSMITH CAPITAL MANAGEMENT, LLC

By: /s/ Jerome J. Lande  
Name: Jerome J. Lande  
Title: Managing Member

/s/ Jerome J. Lande  
JEROME J. LANDE

/s/ Craig Rosenblum  
CRAIG ROSENBLUM

CUSIP NO. 465741106

SCOPIA LONG LLC

SCOPIA WINDMILL FUND LP

SCOPIA LB LLC

SCOPIA INTERNATIONAL MASTER  
FUND LP

SCOPIA PX LLC

SCOPIA PX INTERNATIONAL MASTER  
FUND LP

SCOPIA PARTNERS LLC

SCOPIA LONG INTERNATIONAL  
MASTER FUND LP

SCOPIA LB INTERNATIONAL MASTER  
FUND LP

By: Scopia Capital  
Management LP  
Investment  
Manager

By: Scopia  
Management, Inc.  
General  
Partner

By: /s/ Matthew  
Sirovich  
Name: Matthew  
Sirovich  
Title: Managing  
Director

SCOPIA CAPITAL MANAGEMENT LP

By: Scopia Management, Inc.  
General Partner

By: /s/ Matthew Sirovich  
Name: Matthew Sirovich  
Title: Managing Director

SCOPIA CAPITAL GP LLC

SCOPIA MANAGEMENT, INC.

By: /s/ Matthew Sirovich  
Name: Matthew Sirovich  
Title: Managing Member

By: /s/ Matthew Sirovich  
Name: Matthew Sirovich  
Title: Managing Director

/s/ Matthew Sirovich

MATTHEW SIROVICH

/s/ Jeremy Mindich  
JEREMY MINDICH

CUSIP NO. 465741106

## SCHEDULE A

## Transactions in the Shares Since the Filing of Amendment No. 1 to the Schedule 13D

Shares of Common Stock Purchased/(Sold)	Price Per Share(\$)	Date of Purchase / Sale
<b>SCOPIA LONG LLC</b>		
258	31.4897	09/30/2015
406	31.5477	10/01/2015
404	31.4220	10/02/2015
663	33.5953	10/06/2015
352	33.7244	10/07/2015
281	34.7750	10/08/2015
204	34.8369	10/09/2015
204	34.7311	10/12/2015
326	34.6741	10/13/2015
401	34.4706	10/14/2015
197	34.7384	10/15/2015
<b>SCOPIA LB LLC</b>		
387	31.4897	09/30/2015
621	31.5477	10/01/2015
619	31.4220	10/02/2015
2,868	32.9233	10/05/2015
759	33.5953	10/06/2015
388	33.7244	10/07/2015
310	34.7750	10/08/2015
225	34.8369	10/09/2015
225	34.7311	10/12/2015
359	34.6741	10/13/2015
441	34.4706	10/14/2015
217	34.7384	10/15/2015
<b>SCOPIA PX LLC</b>		
7,958	31.4897	09/30/2015
13,428	31.5477	10/01/2015
13,364	31.4220	10/02/2015
8,106	33.5953	10/06/2015
12,428	33.7244	10/07/2015
9,923	34.7750	10/08/2015
7,198	34.8369	10/09/2015
7,198	34.7311	10/12/2015
11,518	34.6741	10/13/2015
14,146	34.4706	10/14/2015

6,968

34.7384

10/15/2015

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## SCOPIA PARTNERS LLC

236	31.4897	09/30/2015
390	31.5477	10/01/2015
389	31.4220	10/02/2015
155	33.5953	10/06/2015
366	33.7244	10/07/2015
292	34.7750	10/08/2015
212	34.8369	10/09/2015
212	34.7311	10/12/2015
339	34.6741	10/13/2015
417	34.4706	10/14/2015
205	34.7384	10/15/2015

## SCOPIA WINDMILL FUND LP

5,453	31.4897	09/30/2015
9,093	31.5477	10/01/2015
9,049	31.4220	10/02/2015
16,022	32.9233	10/05/2015
13,744	33.5953	10/06/2015
7,016	33.7244	10/07/2015
5,602	34.7750	10/08/2015
4,064	34.8369	10/09/2015
4,064	34.7311	10/12/2015
6,502	34.6741	10/13/2015
7,986	34.4706	10/14/2015
3,934	34.7384	10/15/2015

## SCOPIA INTERNATIONAL MASTER FUND LP

1,525	31.4897	09/30/2015
2,590	31.5477	10/01/2015
2,577	31.4220	10/02/2015
1,731	33.5953	10/06/2015
2,387	33.7244	10/07/2015
1,906	34.7750	10/08/2015
1,383	34.8369	10/09/2015
1,383	34.7311	10/12/2015
2,212	34.6741	10/13/2015
2,717	34.4706	10/14/2015
1,338	34.7384	10/15/2015

## SCOPIA PX INTERNATIONAL MASTER FUND LP

10,585	31.4897	09/30/2015
17,933	31.5477	10/01/2015
17,847	31.4220	10/02/2015



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11,577	33.5953	10/06/2015
16,557	33.7244	10/07/2015
13,218	34.7750	10/08/2015
9,587	34.8369	10/09/2015
9,587	34.7311	10/12/2015
15,342	34.6741	10/13/2015
18,843	34.4706	10/14/2015
9,283	34.7384	10/15/2015

CUSIP NO. 465741106

## SCOPIA LB INTERNATIONAL MASTER FUND LP

805	31.4897	09/30/2015
2,576	31.5477	10/01/2015
2,563	31.4220	10/02/2015
22,701	32.9233	10/05/2015
2,050	33.5953	10/06/2015
1,046	33.7244	10/07/2015
836	34.7750	10/08/2015
606	34.8369	10/09/2015
606	34.7311	10/12/2015
970	34.6741	10/13/2015
1,191	34.4706	10/14/2015
587	34.7384	10/15/2015

## SCOPIA LONG INTERNATIONAL MASTER FUND LP

1,079	31.4897	09/30/2015
1,713	31.5477	10/01/2015
1,705	31.4220	10/02/2015
13	32.9233	10/05/2015
2,895	33.5953	10/06/2015
1,477	33.7244	10/07/2015
1,180	34.7750	10/08/2015
856	34.8369	10/09/2015
856	34.7311	10/12/2015
1,369	34.6741	10/13/2015
1,681	34.4706	10/14/2015
828	34.7384	10/15/2015

SCOPIA CAPITAL MANAGEMENT LP  
(Through the Managed Account)

734	31.4897	09/30/2015
1,250	31.5477	10/01/2015
1,244	31.4220	10/02/2015
910	33.5953	10/06/2015
1,147	33.7244	10/07/2015
916	34.7750	10/08/2015
665	34.8369	10/09/2015
665	34.7311	10/12/2015
1,063	34.6741	10/13/2015
1,306	34.4706	10/14/2015
643	34.7384	10/15/2015

