

## PRICING SUPPLEMENT

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC ("IMD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "Prospectus Directive"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. Notwithstanding the above, if the Issuer subsequently prepares and publishes a key information document under the PRIIPs Regulation in respect of the Securities, then the prohibition on the offering, sale or otherwise making available the Securities to a retail investor as described above shall no longer apply.

Pricing Supplement dated 27 March 2018

**JPMorgan Chase Bank, N.A.**

**Structured Products Programme for the issuance of Notes, Warrants and Certificates**

**U.S.\$100,000,000 15-Year Callable Range Accrual Note linked to the S&P 500<sup>®</sup> Index, the USD 30-Year CMS Rate, the USD 10-Year CMS Rate and the USD 5-Year CMS Rate, due March 2033 (the "Securities" or the "Note")**

The offering circular dated 13 December 2017 and Supplement(s) to the offering circular listed in the Annex hereto (as so supplemented, the "**Offering Circular**") (as completed and (if applicable) amended by this Pricing Supplement) has been prepared on the basis that any offer of Securities in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Securities. The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State. Accordingly any person making or intending to make an offer in that Relevant Member State of the Securities may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

The Securities will not be offered, sold or otherwise distributed in or from Switzerland and neither this Pricing Supplement nor any other document relating to the Securities may be distributed in or from Switzerland in connection with any such offering or distribution, except to individually selected qualified investors within the meaning of, and in accordance with, the Swiss Federal Act on Collective Investment Schemes.

**If you purchase the Securities described in this Pricing Supplement after the date hereof, you should review the most recent restatement (if any) of the Offering Circular and each supplement thereafter up to (and including) the date of purchase to ensure that you have the most up to date information on the Issuer and (if applicable) the Guarantor on which to base your investment decision (note that the terms and conditions of the Securities will remain as described in this Pricing Supplement and the version of the Offering Circular described above, subject to any amendments notified to holders). Each supplement and restatement (if any) to the Offering Circular can be found on ([www.bourse.lu](http://www.bourse.lu)) and ([www.ise.ie](http://www.ise.ie)).**

## RISK FACTORS

**Purchase of these Securities involves substantial risks**

Investors should ensure that they understand the nature of the risks posed by, and the extent of their exposure under, the Securities. Investors should make all pertinent inquiries they deem necessary without relying on the Issuer or the Dealer. Investors should consider the suitability of the Securities as an investment in light of their own circumstances, investment objectives, tax position and financial condition. Investors should consider carefully all the information set forth in this Pricing Supplement along with all the information set forth in the Offering Circular. Investors should pay particular attention to the section entitled “Risk Factors” in the Offering Circular (pages 28 to 91 inclusive).

Investors should also take note of the Index Disclaimers set forth in the Schedule to this Pricing Supplement.

**Unregulated Securities: The Securities do not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and are not subject to supervision by the Swiss Financial Market Supervisory Authority FINMA**

None of the Securities constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and none of the Securities is subject to approval, registration or supervision by the Swiss Financial Market Supervisory Authority FINMA or any other regulatory authority in Switzerland. Accordingly, investors do not have the benefit of the specific investor protection provided under the Swiss Federal Act on Collective Investment Schemes and are exposed to the credit risk of the Issuer and Guarantor.

### PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions and the Specific Product Provisions (as may be amended and/or supplemented up to and including the Issue Date) set forth in the Offering Circular. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of this Pricing Supplement and the Offering Circular (including all documents incorporated by reference). The Offering Circular (including all documents incorporated by reference) is available from The Bank of New York Mellon S.A./N.V., Luxembourg Branch, at Vertigo Building, Polaris, 2-4 rue Eugène Ruppert, L-2453, Luxembourg and The Bank of New York Mellon S.A./N.V., at Dublin Branch, Riverside 2, Sir John Rogerson’s Quay, Grand Canal Dock, Dublin 2, Ireland, and in electronic form on the Irish Stock Exchange’s website ([www.ise.ie](http://www.ise.ie)).

1.	(i) <b>Issuer:</b>	JPMorgan Chase Bank, N.A.
2.	(i) Series Number:	2016-6982
	(ii) Tranche Number:	One
3.	<b>Specified Currency or Currencies:</b>	United States Dollar ("U.S.\$ " or "USD")
4.	<b>Notes, Warrants or Certificates:</b>	Notes
5.	<b>Aggregate Nominal Amount:</b>	
	(i) Series:	U.S.\$100,000,000
	(ii) Tranche:	U.S.\$100,000,000
6.	<b>Issue Price:</b>	100.00 per cent. of the Aggregate Nominal Amount

The Issue Price specified above may be more than the market value of the Securities as at the Issue Date, and the price, if any, at which the Dealer or any other person is willing to purchase the Securities in secondary market transactions is likely to be lower than the Issue Price. In particular, where permitted by applicable law,

and subject to any additional ex ante cost disclosure required by such the Issue Price may take into account amounts with respect to commissions relating to the issue and sale of the Securities as well as amounts relating to the hedging of the Issuer's obligations under the Securities and secondary market prices may exclude such amounts.

If any commissions or fees relating to the issue and sale of the Securities have been paid or are payable by the Dealer to an intermediary, then such intermediary may be obliged to fully disclose to its clients the existence, nature and amount of any such commissions or fees (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to such intermediary, including any legislation, regulation and/or rule implementing the Markets in Financial Instruments Directive (Directive 2004/39/EC as amended, varied or replaced from time to time including through the implementation of Directive 2014/65/EU), or as otherwise may apply in any non-EEA jurisdictions.

Investors in the Securities intending to invest in Securities through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof.

(i) Specified Denomination: U.S.\$100,000,000 per Note

**For the avoidance of doubt, the Specified Denomination of the Note may not be sub-divided throughout the tenor of the Note.**

(ii) Trading in Units (Notes): Not Applicable

(iii) Minimum trading size: One (1) Note (corresponding to a nominal amount of U.S.\$100,000,000)

7. **Issue Date:** 28 March 2018

8. **Maturity Date:** Subject to the Call Option as set forth in paragraph 15 below, 28 March 2033 (the "**Scheduled Maturity Date**"); provided, however, that if such day is not a Business Day, then the Scheduled Maturity Date will be subject to adjustment in accordance with the Modified Following Business Day Convention.

***PROVISIONS APPLICABLE TO NOTES***

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |   |                |
|-----|---|----------------|
| 9.  | <b>Interest Commencement Date:</b>          | Issue Date     |
| 10. | <b>Fixed Rate Note Provisions:</b>          | Not Applicable |
| 11. | <b>Floating Rate Note Provisions:</b>       | Not Applicable |
| 12. | <b>Zero Coupon Note Provisions:</b>         | Not Applicable |
| 13. | <b>Variable Linked Interest Provisions:</b> | Applicable     |
- (i) Type of Interest: The interest payable in respect of the Note shall be linked to (a) the Reference Index, (b) the Reference Spread and (c) the USD 10 Year CMS Rate, as more fully described in sub-paragraph (ii) below.
- (ii) Provisions for determining Rate of Interest or Interest Amount where calculated by reference to Share/Index/Commodity/FX Rate: The Rate of Interest in respect of the Interest Period ending on (but excluding) each Interest Period End Date, payable in respect of the Note on each Interest Payment Date, shall be the rate per annum (expressed as a percentage) determined by the Calculation Agent in accordance with the following formula:

$$7.07\% \times N1/N2$$

Where:

**"Designated Maturity"** means the period of time specified as such in this Pricing Supplement.

**"Fixing Business Day"** means a day which is (a) a London and New York Business day, (b) a U.S. Government Securities Business Day AND (c) a Reference Index Scheduled Trading Day.

**"Index Barrier"** means 1200.

**"Interest Period"** means, for the purpose of this Paragraph 13, each of:

- (a) the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period End Date; and
- (b) each successive period beginning on (and including) an Interest Period End Date and ending on (but excluding) the next succeeding Interest Period End Date.

**"Interest Period End Date"** means every 28<sup>th</sup> of March of each year, commencing on 28 March 2019, to and including the earlier of (a) the Optional Redemption

Date in respect of which the Call Option is exercised (if any), and (b) the Scheduled Maturity Date, not subject to any adjustment.

**"London and New York Business Day"** means each day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in both London and New York.

**"London Business Day"** means each day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in London.

**"N1"** means, in respect of an Interest Period, the number of calendar days during such Interest Period (as determined by the Calculation Agent) where:

- (a) the Reference Index Level is greater than or equal to the Index Barrier;
- (b) the Reference Spread is greater than or equal to the Spread Barrier; and
- (c) the USD 10 Year CMS Rate is less than or equal to the Rate Barrier.

**"N2"** means the total number of calendar days in the relevant Interest Period.

**"Reference Banks"** mean five leading swap dealers (as selected by the Calculation Agent) in the New York City interbank market.

**"Representative Amount"** means an amount that is representative for a single transaction in the New York City interbank market at the relevant time.

**"Rate Barrier"** means 6.00%.

**"Rate Cut-Off Date"** means, for an Interest Period, the date which is the sixth (6<sup>th</sup>) Fixing Business Day prior to the Interest Period End Date scheduled to fall at the end of such Interest Period.

**"Rate Cut-off Period"** means, in respect of a relevant Interest Period, the period commencing on and

including, the Rate Cut-off Date for such Interest Period and ending on, but excluding, the Interest Period End Date for such Interest Period.

**"Reference Index Level"** means, in respect of:

- (i) any relevant calendar day (the "**Relevant Day**"), the Closing Index Level of the Reference Index on such Relevant Day, as determined by the Calculation Agent PROVIDED THAT:
  - (a) subject to paragraph (b) below, if the Relevant Day is not a Fixing Business Day, the Reference Index Level for such Relevant Day shall be deemed to be the Closing Index Level of the Reference Index on the immediately preceding Fixing Business Day; and
  - (b) in respect of a relevant Interest Period, the Reference Index Level in respect of each calendar day falling in the Rate Cut-off Period for such Interest Period shall be deemed to be the Closing Index Level of the Reference Index on the Rate Cut-off Date for such Interest Period; and
- (ii) FURTHER PROVIDED THAT, if the Relevant Day is a Disrupted Day for the Reference Index, or, if either paragraph (i)(a) or (i)(b) above apply to such Relevant Day, the applicable preceding calendar day which is a Fixing Business Day or the Rate Cut-off Date, respectively, is a Disrupted Day for the Reference Index, then:
  - (a) such Relevant Day, such applicable preceding calendar day which is a Fixing Business Day or such Rate Cut-off Date, as the case may be, shall be a "**Relevant Equity Determination Date**"; and
  - (b) Index Linked Provision 1.1 shall apply to such Relevant Equity Determination Date as if it were a Reference Date, and the Reference Index Level for such Relevant Equity Determination Date shall be determined by the Calculation Agent in accordance with Index Linked Provision 1.1 as the Closing Index Level of the Reference Index for such Relevant Equity Determination Date.

**"Reference Index Scheduled Trading Day"** means, with respect to the Reference Index, any day on which the Exchange and each Related Exchange for the Reference Index is scheduled to be open for trading for their respective regular trading session.

**"Reference Spread"** means for any relevant calendar day, an amount equal to the *difference* between (i) the USD 30-Year CMS Rate for such day, *minus* (ii) the USD 5-Year CMS Rate for such day, as determined by the Calculation Agent.

**"Spread Barrier"** means 0.00%.

**"USD 5-Year CMS Rate"** means the USD Swap Rate with a Designated Maturity of five years.

**"USD 10-Year CMS Rate"** means the USD Swap Rate with a Designated Maturity of ten years.

**"USD 30-Year CMS Rate"** means the USD Swap Rate with a Designated Maturity of thirty years.

**"USD Swap Rate"** means, in respect of any relevant day (the **"Relevant Day 1"**), the rate (the **"Original Swap Rate"**) for USD swaps with a maturity of the Designated Maturity, expressed as a percentage, which appears on the Reuters Screen ICESWAP1 Page (or any successor or replacement page to such page, as determined by the Calculation Agent) (the **"Relevant Screen Page 1"**) as of 11:00 a.m., New York City time (the **"Relevant Time 1"**) on that Relevant Day 1.

If the Calculation Agent determines that such rate does not appear on the Relevant Screen Page 1 at the Relevant Time 1 on such Relevant Day 1, the USD Swap Rate for that Relevant Day 1 will be a percentage determined on the basis of the mid-market semi-annual swap rate quotations provided by the relevant Reference Banks at approximately the Relevant Time 1 on that Relevant Day 1, and, for this purpose, the semi-annual swap rate means the arithmetic mean of the bid and offered rates for the semi-annual fixed leg, calculated on a 30/360 day count basis, of a fixed-for-floating USD interest rate swap transaction with a term equal to the Designated Maturity commencing on the day which falls two Fixing Business Days after that Relevant Day 1 and in the relevant Representative

Amount with an acknowledged dealer of good credit in the swap market, where the floating leg, calculated on an Actual/360 day count basis, is equivalent to "USD-LIBOR (ICE Benchmark Administration) Rate". The Calculation Agent will request the principal New York City office of each of the Reference Banks to provide a quotation of its rate. If at least three quotations are provided, the rate for that Relevant Day 1 will be the arithmetic mean of the quotations, eliminating the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest). If fewer than three quotations are provided, the USD Swap Rate for such Relevant Day 1 shall be such rate as is determined by the Calculation Agent in good faith and in a commercially reasonable manner, PROVIDED THAT:

- (i) subject to paragraph (ii) below, if the Relevant Day 1 is not a Fixing Business Day, the USD Swap Rate for such Relevant Day 1 shall be deemed to be the USD Swap Rate on the immediately preceding calendar day which is a Fixing Business Day; and
- (ii) in respect of a relevant Interest Period, the USD Swap Rate in respect of each calendar day falling in the Rate Cut-off Period for such Interest Period shall be deemed to be the USD Swap Rate on the Rate Cut-off Date for such Interest Period.

**"USD-LIBOR (ICE Benchmark Administration) Rate"** means in respect of a day, the rate for deposits in USD (the **"Original LIBOR Rate"**) for a period of three months, expressed as a percentage, which appears on the Reuters Screen LIBOR01 (or any successor price source or page as determined by the Calculation Agent in its reasonable commercial discretion) (the **"Relevant USD-LIBOR Page"**) at 11:00 a.m., London time (the **"Relevant USD-LIBOR Time"**) on the day that is two London Business Days preceding such day, provided that, if such rate does not appear on the Relevant USD-LIBOR Page at the Relevant USD-LIBOR Time on such day, the USD-LIBOR (ICE Benchmark Administration) Rate in respect of such day will be determined by the Calculation Agent in good faith and in a commercially reasonable manner.

**"U.S. Government Securities Business Day"** means any day except for a Saturday, Sunday or a day on



which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

(iii) Interest Determination Date(s):

Not Applicable.

(iv) Interest Payment Date(s):

Every 28<sup>th</sup> of March of each year, commencing on 28 March 2019, to and including the earlier of (a) the Optional Redemption Date in respect of which the Call Option is exercised (if any), and (b) the Maturity Date.

For the purpose of payment, an Interest Payment Date that falls on a day that is not a Business Day will be adjusted subject to the Modified Following Business Day Convention. An Interest Payment Date will not be adjusted for the purpose of the calculation of accrued interest.

For the avoidance of doubt, the Interest Payment Date relating to an Interest Period shall be the Interest Payment Date occurring immediately following such Interest Period.

(v) Provisions for determining Rate of Interest or Interest Amount where calculation by reference to Share/Index/Commodity/FX Rate is impossible or impracticable or otherwise disrupted:

See paragraph 13(ii) above and paragraph 46 below.

**Substitute or Successor Swap Rate**

If the Calculation Agent determines that an Original Rate has been discontinued or has otherwise ceased to exist, the Calculation Agent shall, in its sole and absolute discretion, select a substitute or successor swap rate that the Calculation Agent determines is comparable to the relevant Original Rate to replace such Original Rate, and shall replace such Original Rate by such substitute or successor swap rate with effect from such date as determined by the Calculation Agent, and such substitute or successor swap rate will be deemed to be the relevant Original Rate with effect from such date. The Calculation Agent may make such adjustments that it determines to be appropriate, if any, to any one or more of the terms of the Notes, including without limitation, any variable or term relevant to the settlement or payment under the Notes, as the Calculation Agent determines appropriate to account for such replacement.

Where "**Original Rate**" means any of an Original LIBOR Rate and an Original Swap Rate.

- (vii) Day Count Fraction: 30/360, unadjusted
14. **Dual Currency Note Provisions:** Not Applicable

**PROVISIONS RELATING TO REDEMPTION OF NOTES**

15. **Call Option:** Applicable
- (i) Optional Redemption Date(s): Each Interest Period End Date commencing on 28 March 2019 to and including 28 March 2032, not subject to any adjustment.
- The period from and including 28 March 2019 to and including 28 March 2032 shall be the "**Call Option Period**".
- (ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s): U.S.\$100,000,000 per Note of U.S.\$100,000,000 Specified Denomination.
- (iii) If redeemable in part: Not Applicable
- (a) Minimum nominal amount to be redeemed: Not Applicable
- (b) Maximum nominal amount to be redeemed: Not Applicable
- (iv) Description of any other Issuer's option: Not Applicable
- (v) Notice period (if other than as set out in General Condition 5.1): Not less than fifteen (15) Business Days' notice and there shall be no maximum notice period. General Condition 5.1 is amended accordingly.
16. **Put Option:** Not Applicable
17. **Final Redemption Amount:** U.S.\$100,000,000 per Note of U.S.\$100,000,000 Specified Denomination.
18. **Early Payment Amount:** Early Payment Amount 2 is applicable.
19. **Credit Linked Note Provisions:** Not Applicable
20. **Details relating to Instalment Notes:** Not Applicable
21. **Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:** Not Applicable

***PROVISIONS APPLICABLE TO WARRANTS***

Paragraphs 22-34 are intentionally deleted

**PROVISIONS APPLICABLE TO CERTIFICATES**

Paragraphs 35-42 are intentionally deleted

**SPECIFIC PRODUCT PROVISIONS APPLICABLE TO THE SECURITIES**

**SHARE LINKED PROVISIONS**

43. **Share Linked Provisions:** Not Applicable

**INDEX LINKED PROVISIONS**

44. **Index Linked Provisions:** Applicable

- (i) Single Index or basket of Indices: Single Index
- (ii) Index/Indices: The S&P 500® Index (*Bloomberg Ticker: SPX <Index>; Reuters screen: .SPX*) (the "**Reference Index**")
- (iii) Type of Index: Unitary Index
- (iv) Exchange(s): Each of the New York Stock Exchange and the National Association of Securities Dealers Automated Quotations
- (v) Related Exchange(s): All Exchanges
- (vi) Index Sponsor: S&P Dow Jones Indices LLC
- (vii) Index Level: Not Applicable
- (viii) Initial Valuation Date(s): Not Applicable
- (ix) Interest Valuation Date(s): Not Applicable
- (x) Coupon Valuation Date(s): Not Applicable
- (xi) Periodic Valuation Date(s): Not Applicable
- (xii) Valuation Date(s): Not Applicable
- (xiii) Initial Averaging Date(s): Not Applicable
- (xiv) Averaging Date(s): Not Applicable
- (xv) Valuation Time: As specified in Index Linked Provision 8 (*Definitions*)
- (xvi) Maximum Days of Disruption: Not Applicable
- (xvii) Averaging Reference Dates (Disrupted Day consequences): Not Applicable
- (xviii) Fallback Valuation Date: Not Applicable
- (xix) Observation Period: Not Applicable

- (xx) Change in Law – Increased Cost: Not Applicable
- (xxi) Hedging Disruption: Not Applicable
- (xxii) Consequences of the occurrence of a Market Disruption Event (VWC) (Index Linked Provision 7): Not Applicable

#### **COMMODITY LINKED PROVISIONS**

- 45. **Commodity Linked Provisions:** Not Applicable

#### **FX LINKED PROVISIONS**

- 46. **FX Linked Provisions:** Not Applicable

#### **FUND LINKED PROVISIONS**

- 47. **Fund Linked Provisions:** Not Applicable

#### **MARKET ACCESS PARTICIPATION PROVISIONS**

- 48. **Market Access Participation Provisions:** Not Applicable

#### **LOW EXERCISE PRICE WARRANT PROVISIONS**

- 49. **Low Exercise Price Warrant Provisions:** Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE SECURITIES**

- 50. **New Global Note:** Not Applicable

- 51. **Form of Securities:** Registered Securities

- (i) Temporary or Permanent Bearer Global Security / Registered Global Security: Temporary Registered Global Security which is exchangeable for a Permanent Registered Global Security, each of which is exchangeable for Registered Definitive Securities (i) automatically in the limited circumstances specified in the relevant Registered Global Security or (ii) in the case of a Permanent Registered Global Security only, at any time at the option of the Issuer by giving notice to the Holders and the Registrar of its intention to effect such exchange on the terms as set forth in the relevant Permanent Registered Global Security.
- (ii) Are the Notes to be issued in the form of obligations under French law? No
- (iii) Name of French Registration Agent: Not Applicable
- (iv) Representation of Holders of Notes/Masse: Not Applicable

- (v) Regulation S/Rule 144A Securities: Not Applicable
52. **Record Date:** As set out in the General Conditions
53. **Additional Financial Centre(s) (General Condition 12.2) or other special provisions relating to payment dates:** London (and, for the avoidance of doubt, New York City, pursuant to General Condition 12.2).
54. **Payment Disruption Event (General Condition 13):**  
 Relevant Currency: As may be notified to the Holders pursuant to General Condition 27 (*Notices*) at the relevant time.
55. **Extraordinary Hedge Disruption Event (General Condition 17):** Not Applicable
56. **Early Redemption for Tax on Underlying Hedge Transactions (General Condition 18.4(b)):** Not Applicable
57. **Disruption Event (General Condition 19):** Not Applicable
58. **Physical Settlement:** Not Applicable
59. **Calculation Agent:** J.P. Morgan Securities plc ("**JPMS plc**")
60. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable
61. **Gross Up (General Condition 18):** Not Applicable
- (i) 871(m) Securities: Section 871(m) and the regulations promulgated thereunder will not apply to the Securities
62. **Rounding** General Condition 23 applies
63. **Other terms or special conditions:** Not Applicable

## DISTRIBUTION

64. **If non-syndicated, name and address of Dealer:** J.P. Morgan Securities (Asia Pacific) Limited or J.P. Morgan (S.E.A.) Limited acting in its own capacity or as agent of JPMS plc of 25 Bank Street, Canary Wharf, London E14 5JP
65. **Stabilising Manager(s) (if any):** Not Applicable
66. **Total commission and concession:** See Paragraph 6
67. **U.S. selling restrictions:** Regulation S  
**ERISA Restrictions for all Securities (including Rule 144A Securities and Securities subject to Regulation S)**  
 The Securities may not be acquired except subject to

certain restrictions by, on behalf of, or with the assets of any plans subject to ERISA or Section 4975 of the U.S. Internal Revenue Code, as amended, subject to certain restrictions. See "Subscription and Sale – United States" and "Purchaser representations and requirements and transfer restrictions – ERISA Legends and ERISA Restrictions – (a) JPMorgan Chase Bank, N.A. or JPMorgan Chase & Co. issued Securities" in the Offering Circular.

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|--|----------------|
| 68. <b>ECI Holder Restrictions:</b>                      | Not Applicable |
| 69. <b>Additional Selling Restrictions:</b>              | Not Applicable |
| 70. <b>Swiss Distribution:</b>                           | No.            |
| 71. <b>Prohibition of Sales to EEA Retail Investors:</b> | Applicable     |

#### **GENERAL**

- |   |                |
|---|----------------|
| 72. The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of [●] 1 = U.S.\$ [●], producing a sum of (for Notes not denominated in U.S. dollars): | Not Applicable |
|---|----------------|

#### **PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the pricing supplement required for the issue, and admission to the Official List of the Irish Stock Exchange and to trading on its Global Exchange Market, of the Securities described herein pursuant to the Structured Products Programme for the issuance of Notes, Warrants and Certificates of JPMorgan Chase Financial Company LLC, J.P. Morgan Structured Products B.V., JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co.

#### **GOVERNING LAW AND JURISDICTION**

**Securities:** English law /Courts of England

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement. Information on the underlying has been extracted from publicly available sources. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from the relevant information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

An investor intending to acquire or acquiring any Securities from an offeror will do so, and offers and sales of the Securities to an investor by an offeror will be made, in accordance with any terms and other arrangements in place between such offeror and such investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with investors (other than the Dealer(s)), in connection with the offer or sale of the Securities and, accordingly, this Pricing Supplement will not contain such information. The investor must look to the offeror at the time of such offer for the provision of such information. The Issuer has no responsibility to an investor in respect of such information.

**Signed on behalf of the Issuer:**

By: \_\_\_\_\_

Duly authorised

## **PART B – OTHER INFORMATION**

### **LISTING AND ADMISSION TO TRADING**

Application will be made for the Securities to be admitted to the Official List of the Irish Stock Exchange and to trading on its Global Exchange Market with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

The Issuer has no duty to maintain the listing (if any) of the Securities on the relevant stock exchange(s) over their entire lifetime. Securities may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).

### **RATINGS**

Not Applicable

### **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in the section of the Offering Circular entitled "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

### **REASONS FOR THE ISSUE, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- |                                 |  |
|---------------------------------|--|
| (i) Reasons for the issue:      | Not Applicable   |
| (ii) Estimated net proceeds:    | Not Applicable   |
| (iii) Estimated total expenses: | EUR 600 as fees for listing and admission to trading on the Global Exchange Market of the Irish Stock Exchange |

### **PERFORMANCE OF UNDERLYINGS AND OTHER INFORMATION CONCERNING THE UNDERLYINGS**

Details of past and future performance and the volatility of the Reference Index, the USD 30-Year CMS Rate, the USD 10-Year CMS Rate and the USD 5-Year CMS Rate (together, the "**Underlyings**") may be obtained from Bloomberg and/or Reuters respectively. The value of the investment in the Securities will be affected by changes in the value of the Underlyings.

### **POST-ISSUANCE INFORMATION**

The Issuer will not provide any post-issuance information with respect to the Underlyings, unless required to do so by applicable law or regulation.

### **OPERATIONAL INFORMATION**

Intended to be held in a manner which would allow Eurosystem eligibility: No

ISIN: XS1451127457

Common Code: 145112745

Relevant Clearing System(s) and the relevant identification number(s): Euroclear / Clearstream Luxembourg



Delivery: Delivery against payment

The Agents appointed in respect of the Securities As set out in the Agency Agreement  
are:

Registrar: The Bank of New York Mellon S.A./N.V.,  
Luxembourg Branch

**SCHEDULE**  
**INDEX DISCLAIMERS**

The Security is linked to the S&P 500<sup>®</sup> Index.

**Disclaimer in respect of the S&P 500<sup>®</sup> Index (the "Index")**

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## ANNEX

The Offering Circular dated 13 December 2017 has been supplemented by the following Supplement(s):

<b>Supplement(s)</b>	<b>Description</b>	<b>Date</b>
Supplement No. 1	In respect of supplemental information in the sections entitled "Important Notices", "Form of Pricing Supplement" and "Subscription and Sale".	22 December 2017
Supplement No. 2	In respect of the Current Report on Form 8-K of JPMorgan Chase & Co. dated 12 January 2018, containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 31 December 2017.	24 January 2018
Supplement No. 3	In respect of (i) the Annual Report on Form 10-K of JPMorgan Chase & Co. for the year ended 31 December 2017, (ii) the audited consolidated financial statements of JPMorgan Chase Bank, N.A. for the three years ended 31 December 2017, (iii) amendments to the "Selected financial information" of JPMorgan Chase & Co. and JPMorgan Chase Bank, N.A., and (iv) amendments to the section entitled "No material adverse change in prospects or significant change in financial or trading position" of JPMorgan Chase & Co. and JPMorgan Chase Bank, N.A.	15 March 2018