

JPMORGAN CHASE & CO
Form FWP
January 17, 2019

January 16, 2019

Filed pursuant to Rule 433

Registration No: 333-209681

Final Pricing Term Sheet

This term sheet supplements the information set forth under Description of the Preferred Stock in the Prospectus Supplement, subject to completion, dated January 16, 2019 to the Prospectus dated April 15, 2016.

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| Issuer: | JPMorgan Chase & Co. |
| Security: | Depository Shares, each representing a 1/400th interest in a share of JPMorgan Chase & Co. 6.00% Non-Cumulative Preferred Stock, Series EE |
| Size: | 74,000,000 Depository Shares |
| Liquidation Preference: | \$10,000 per share of Preferred Stock (equivalent to \$25 per Depository Share) |
| Over-allotment Option: | None. |
| Maturity: | Perpetual |
| Day Count: | 30/360 |
| Trade Date: | January 16, 2019 |
| Settlement Date: | January 24, 2019 (DTC) (T + 5) |
| Dividend Rate (Non-Cumulative): | 6.00% per annum |
| Dividend Payment Dates: | Each March 1, June 1, September 1 and December 1, beginning on June 1, 2019, in each case if declared by the Issuer's board of directors or duly authorized board committee. |
| Optional Redemption: | On any Dividend Payment Date on or after March 1, 2024, in whole or from time to time in part, or at any time following notice given within 90 days after a capital treatment event (subject to limitations described in the Prospectus Supplement dated January 16, 2019) in whole but not in part, at a redemption price equal to 100% of the liquidation preference (equivalent to \$25 per Depository Share) plus any declared and unpaid dividends, without accumulation of undeclared dividends. |
| Listing: | The Issuer intends to apply to list the Depository Shares on the New York Stock Exchange. |

Public Offering Price: \$25 per Depositary Share

Underwriting Commissions⁽¹⁾ \$58,275,000
relating to Depositary Shares:

Net Proceeds (Before Expenses) \$1,791,725,000
to

Issuer⁽¹⁾ relating to Depositary
Shares:

Sole Bookrunner: J.P. Morgan Securities LLC

Joint Lead Managers: Citigroup Global Markets Inc.
Merrill Lynch, Pierce, Fenner & Smith

Incorporated
Morgan Stanley & Co. LLC

RBC Capital Markets, LLC

UBS Securities LLC
Wells Fargo Securities, LLC

Co-Managers: Deutsche Bank Securities Inc.
Goldman Sachs & Co. LLC
TD Securities (USA) LLC

CUSIP/ISIN for the Depositary 48128B648 / US48128B6487
Shares:

(1) The Underwriting Commissions of \$0.7875 per Depositary Share will be deducted from the Public Offering Price; provided, however, that for sales to certain institutions, the Underwriting Commissions deducted will be \$0.25 per Depositary Share, which will increase the proceeds to the Issuer with respect to these Depositary Shares by \$5,004,663.

Settlement Period: The closing will occur on January 24, 2019 which will be more than two U.S. business days after the date of this pricing term sheet. Rule 15c6-1 under the Securities Exchange Act of 1934 generally requires that securities trades in the secondary market settle in two business days, unless the parties to a trade expressly agree otherwise.

JPMorgan Chase & Co. has filed a registration statement (including a prospectus, as supplemented by a prospectus supplement) with the Securities and Exchange Commission, or SEC, for the offering to which this term sheet relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and any other documents relating to this offering that JPMorgan Chase & Co. has filed with the SEC for more complete information about JPMorgan Chase & Co. and this offering. You may get these documents without cost by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect 1-212-834-4533.

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