

**SUPPLEMENT No. 5 DATED 21 OCTOBER 2021 TO THE
OFFERING CIRCULAR DATED 22 APRIL 2021**

J.P.Morgan

J.P. Morgan Structured Products B.V.
(incorporated with limited liability in The Netherlands)

as Issuer

JPMorgan Chase Financial Company LLC
(incorporated with limited liability in the State of Delaware, United States of America)

as Issuer

JPMorgan Chase Bank, N.A.
(a national banking association organised under the laws of the United States of America)

as Issuer and as Guarantor in respect of Securities
issued by
J.P. Morgan Structured Products B.V.

JPMorgan Chase & Co.
(incorporated in the State of Delaware, United States of America)

as Issuer and as Guarantor in respect of Securities
issued by
JPMorgan Chase Financial Company LLC

Structured Products Programme for the issuance

of

Notes, Warrants and Certificates

Arranger and Dealer for the Programme

J.P. Morgan

Supplement to the Offering Circular

This supplement (the "**Supplement**") constitutes a supplement to the offering circular dated 22 April 2021 (the "**Original Offering Circular**"), as supplemented by Supplement No. 1 dated 20 May 2021, Supplement No. 2 dated 27 July 2021, Supplement No. 3 dated 19 August 2021 and Supplement No. 4 dated 20 September 2021 (the Original Offering Circular as so supplemented, the "**Offering Circular**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of J.P. Morgan Structured Products B.V. ("**JPMSP**"), JPMorgan Chase Financial Company LLC ("**JPMCFC**"), JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co.

Status of Supplement

The Supplement is supplemental to, and shall be read in conjunction with, the Offering Circular. Unless otherwise defined in this Supplement, terms defined in the Offering Circular have the same meaning when used in this Supplement.

The Supplement has been approved by Euronext Dublin pursuant to the GEM Rules and by the Luxembourg Stock Exchange pursuant to the rules and regulations of the Luxembourg Stock Exchange for the Euro MTF Market.

The Supplement has been filed with SIX Exchange Regulation Ltd as the competent reviewing body (the "**Reviewing Body**") under the Swiss Financial Services Act ("**FinSA**") on 21 October 2021.

Responsibility

Each of JPMSP, JPMCFC, JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co. accepts responsibility for the information contained in this Supplement and to the best of the knowledge of JPMSP, JPMCFC, JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co. (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of Supplement

The purpose of this Supplement is to incorporate by reference into the Offering Circular the JPMorgan Chase & Co. 13 October 2021 Form 8-K (as defined below).

Information being supplemented

I. Incorporation by reference

This Supplement incorporates by reference into the Offering Circular:

- (a) the Current Report on Form 8-K of JPMorgan Chase & Co. dated 13 October 2021 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 30 September 2021, as filed with the United States Securities and Exchange Commission (the "**JPMorgan Chase & Co. 13 October 2021 Form 8-K**").

Information incorporated by reference

Page Number

*From the JPMorgan Chase & Co. 13 October 2021 Form 8-K**

Item	Results of Operations and Financial Condition	Page 2
2.02		
Item	Financial Statements and Exhibits	Page 2
9.01		
Exhibit	JPMorgan Chase & Co. Earnings Release – Third Quarter 2021	Pages 4 to 11
99.1	Results	

Exhibit	JPMorgan Chase & Co. Earnings Release Financial Supplement –	Pages 12 to 40
99.2	Third Quarter 2021	

* The page numbers set out above are references to the PDF pages included in the JPMorgan Chase & Co. 13 October 2021 Form 8-K.

General

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference into the Offering Circular, the statements in (a) above will prevail.

Investors who have not previously reviewed the information contained in the document incorporated by reference above should do so in connection with their evaluation of the Securities.

This Supplement and the document incorporated by reference into it will be published on the Luxembourg Stock Exchange's website at www.bourse.lu. In addition, any person receiving a copy of this Supplement may obtain, without charge, upon written or oral request, copies of the document incorporated by reference herein. Copies of the document incorporated by reference into this Supplement will be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), in physical or electronic form, at the office of the Principal Programme Agent (The Bank of New York Mellon, One Canada Square, London E14 5AL, United Kingdom), the office of the Paying Agent in Luxembourg (The Bank of New York Mellon S.A./N.V., Luxembourg Branch, Vertigo Building – Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg) and the office of the Irish Listing Agent (The Bank of New York Mellon S.A./N.V. Dublin Branch, Riverside 2, Sir John Rogerson's Quay, Grand Canal Dock, Dublin 2 Ireland).

This Supplement and the document incorporated by reference into and contained in it will be available free of charge during normal business hours at the offices of Credit Suisse, attn. Transaction Advisory Group, VUCC23, P.O. Box, 8070 Zurich, Switzerland.

By virtue of this Supplement, the document incorporated by reference and contained in this Supplement forms a part of the Offering Circular.