

**SUPPLEMENT No. 6 DATED 24 OCTOBER 2024 TO
THE OFFERING CIRCULAR DATED 18 APRIL 2024**

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 18 April 2024 (the "**Original Offering Circular**"), as supplemented by Supplement No. 1 dated 16 May 2024, Supplement No. 2 dated 4 June 2024, Supplement No. 3 dated 25 July 2024, Supplement No. 4 dated 14 August 2024 and Supplement No. 5 dated 11 September 2024 (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 24 October 2024.

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 (a) incorporate by reference into the Offering Circular the JPMorgan Chase & Co. 11 October 2024 Form 8-K (as defined below) and (b) make certain amendments and changes to the sections in the Offering Circular entitled (i) "Form of Pricing Supplement" and (ii) "General Information".

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 11 October 2024 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 30 September 2024, as filed with the United States Securities and Exchange Commission (the "**JPMorgan Chase & Co. 11 October 2024 Form 8-K**").

Information incorporated by reference		Page Number
<i>From the JPMorgan Chase & Co. 11 October 2024 Form 8-K*</i>		
Item 2.02	Results of Operations and Financial Condition	Page 2
Item 9.01	Financial Statements and Exhibits	Page 2
Exhibit 99.1	JPMorgan Chase & Co. Earnings Release – Third Quarter 2024 Results	Pages 4 to 11
Exhibit 99.2	JPMorgan Chase & Co. Earnings Release Financial Supplement – Third Quarter 2024	Pages 12 to 42

* The page numbers set out above are references to the PDF pages included in the JPMorgan Chase & Co. 11 October 2024 Form 8-K.

II. Amendments to the section entitled Form of Pricing Supplement

- (a) The second paragraph of the sub-section headed "[*Additional Information for Swiss Offers*]" beginning with "[*Representatives (for purposes of article 58a of the Listing Rules of the SIX Swiss Exchange)*]" of Part B (Other Information) of the section entitled "Form of Pricing Supplement" on page 576 of the Original Offering Circular shall be deleted and replaced with the following:

"[Representatives (for purposes of article 58a of the Listing Rules of the SIX Swiss Exchange): [Homburger AG, Prime Tower, Hardstrasse 201, 8005 Zurich, Switzerland (for purposes of documentation)] [] and UBS AG and UBS Switzerland AG, attn. Documentation & Issuance Services, VTPD 5, P.O. Box, 8070 Zürich, Switzerland (for purposes of clearing and settlement).]"⁶¹

61. Include for Swiss Securities listed on the SIX Swiss Exchange."

- (b) The paragraph beginning with "The Agents appointed in respect of the Securities are:" of the section headed "*Operational Information*" in Part B (Other Information) of the Form of Pricing Supplement on page 581 of the Original Offering Circular shall be deleted and replaced with the following:

"The Agents appointed in respect of the Securities are: [Specify] / [As set out in the Agency Agreement] / [Insert for Swiss Securities only: UBS AG will act as Swiss Programme Agent and UBS Switzerland AG will act as Paying Agent in respect of the Securities] / [Insert for Swiss Certificates (UBS-cleared) only: UBS Switzerland AG will act as issuing and paying agent in respect of the Securities] / [Insert for CMU Securities only: The Bank of New York Mellon, Hong Kong Branch will act as CMU Lodging and Paying Agent, CMU Registrar and CMU Transfer Agent in respect of the Securities] [Insert for CMU Securities which are issued by JPMCF, JPMorgan Chase Bank, N.A. or JPMorgan Chase & Co. and where it has been agreed that the CMU Withholding

Tax Administration Agent will act as such: The Bank of New York Mellon will act as CMU Withholding Tax Administration Agent[.]"

III. Amendments to the section entitled General Information

A new sub-section headed "11. Appointment of UBS Switzerland AG as Swiss Paying Agent" shall be inserted immediately after the sub-section headed "10. Credit Suisse AG merger with UBS AG" which was inserted by Supplement No. 2 dated 4 June 2024 in the section entitled "General Information" on page 786 of the Original Offering Circular as follows:

"11. Appointment of UBS Switzerland AG as Swiss Paying Agent

Holders should note that from and including 25 October 2024 (the "**Appointment Effective Date**"), each of the Issuers, the JPMSP Guarantor (in relation to Securities issued by JPMSP) and the JPMCFC Guarantor (in relation to Securities issued by JPMCFC) hereby appoints UBS Switzerland AG as Paying Agent in respect of each Tranche of Swiss Securities under the Programme.

The registered address of UBS Switzerland AG is at Bahnhofstrasse 45, 8001 Zürich, Switzerland.

Following the Appointment Effective Date: (i) UBS AG will continue to be the Swiss Programme Agent and Swiss Registrar in respect of each Tranche of Swiss Securities under the Programme and (ii) all references to Paying Agent in respect of each Tranche of Swiss Securities in this Offering Circular and any related Pricing Supplement and other documents shall be deemed to be references to UBS Switzerland AG."

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.luxse.com*. 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, London Branch, 160 Queen Victoria Street, London EC4V 4LA, 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 (Matheson LLP, 70 Sir John Rogerson's Quay, 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 UBS AG, attn. Documentation & Issuance Services, VTPD 5, P.O. Box, 8070 Zürich, Switzerland.

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