

**SUPPLEMENT No. 8 DATED 13 MARCH 2019 TO THE
BASE PROSPECTUS DATED 25 APRIL 2018**

J.P.Morgan

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

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

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

Arranger and Dealer for the Programme

J.P. Morgan

Supplement to the Base Prospectus

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 25 April 2018 (the "**Original Base Prospectus**") as supplemented by Supplement No. 1 dated 11 May 2018, Supplement No. 2 dated 27 July 2018, Supplement No. 3 dated 14 August 2018, Supplement No. 4 dated 27 September 2018, Supplement No. 5 dated 26 October 2018, Supplement No. 6 dated 9 November 2018 and Supplement No. 7 dated 25 January 2019 (and the Original Base Prospectus as so supplemented, the "**Base Prospectus**"), which constitutes three base prospectuses for the purposes of Article 5.4 of Directive 2003/71/EC (as amended from time to time, including by Directive 2010/73 EC): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base Prospectus**"), (ii) a base prospectus in respect of JPMorgan Chase Bank, N.A. (the "**JPMorgan Chase Bank, N.A. Base Prospectus**"), and (iii) a base prospectus in respect of JPMorgan Chase & Co. (the "**JPMorgan Chase & Co. Base Prospectus**"), in each case, prepared in connection with the issue of non-equity securities under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by JPMSP, JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co., irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A.

Status of Supplement

The Supplement is a supplement for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 and amended on 3 July 2012 on prospectuses for securities (the "**Luxembourg Law**"). On 25 April 2018, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the Original Base Prospectus for the purposes of Article 7 of the Luxembourg Law. Terms defined in the Base Prospectus have the same meanings when used in this Supplement. This Supplement constitutes a supplement to, and should be read in conjunction with, the JPMSP Base Prospectus, the JPMorgan Chase Bank, N.A. Base Prospectus and the JPMorgan Chase & Co. Base Prospectus.

Responsibility

In relation to the JPMSP Base Prospectus and the JPMorgan Chase Bank, N.A. Base Prospectus, JPMorgan Chase Bank, N.A. accepts responsibility for the information given in this Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect its import. In relation to the JPMorgan Chase & Co. Base Prospectus, JPMorgan Chase & Co. accepts responsibility for the information given in this Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect its import.

Purpose of Supplement

The purpose of this Supplement is to (a) incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 2018 Form 10-K and the JPMorgan Chase Bank, N.A. 2018 Audited Financial Statements (each as defined below), (b) add J.P. Morgan AG as a Dealer to the Programme and (c) amend and supplement the related information in the Base Prospectus.

Right to withdraw acceptances

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Programme before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. This right is exercisable up to, and including 15 March 2019.

Information being supplemented

I. Incorporation by reference of the JPMorgan Chase & Co. 2018 Form 10-K and the JPMorgan Chase Bank, N.A. 2018 Audited Financial Statements

This Supplement incorporates the following documents by reference into the Base Prospectus:

- (a) the Annual Report on Form 10-K of JPMorgan Chase & Co. for the year ended 31 December 2018 as filed with the U.S. Securities and Exchange Commission (the "**JPMorgan Chase & Co. 2018 Form 10-K**"); and
- (b) the audited consolidated financial statements of JPMorgan Chase Bank, N.A. as at 31 December 2018 and 2017 and for each of the three years in the period ended 31 December 2018 (the "**JPMorgan Chase Bank, N.A. 2018 Audited Financial Statements**").

Copies of the JPMorgan Chase & Co. 2018 Form 10-K and JPMorgan Chase Bank, N.A. 2018 Audited Financial Statements have been filed with the CSSF in its capacity as competent authority under Article 21(1) of the Prospectus Directive and, by virtue of this Supplement, the information set out in the sections of the JPMorgan Chase & Co. 2018 Form 10-K and JPMorgan Chase Bank, N.A. 2018 Audited Financial Statements referred to below is incorporated by reference into and forms part of the Base Prospectus.

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Any information not listed in the above cross-reference table but included in the documents referred to in the above cross-reference table is not incorporated herein by reference for the purposes of the Prospectus Directive and is either (a) covered elsewhere in the Base Prospectus; or (b) not relevant for the investor.

II. Amendments and supplemental information to the Base Prospectus

The Base Prospectus is hereby amended and supplemented as follows:

1. Amendments to the Summary in the Base Prospectus

- (a) The third column of section B.4b (*Known trends with respect to the Issuer and industries in which it operates*) of the Summary on pages 10 to 11 of the Original Base Prospectus shall be supplemented by deleting them and replacing them with the following:

"[JPMSP's primary objective in 2019 will be the continued development of securitised products for their placement to retail, "high net worth" and institutional investors principally outside of the United States of America, linked to various underlying reference assets including equity, credit, interest rates, commodities and so called "alternatives" such as funds and hedge funds.]

[JPMorgan Chase Bank, N.A.'s outlook for the remainder of 2019 should be viewed against the backdrop of the global and U.S. economies, financial markets activity, the geopolitical environment, the competitive environment, client and customer activity levels, and regulatory and legislative developments in the U.S. and other countries where JPMorgan Chase does business. Each of these factors will affect the performance of JPMorgan Chase (as defined in Element B.5 below) and its lines of business. JPMorgan Chase Bank, N.A.'s activities are organised and integrated with the businesses of JPMorgan Chase.]

[JPMorgan Chase's outlook for the remainder of 2019 should be viewed against the backdrop of the global and U.S. economies, financial markets activity, the geopolitical environment, the competitive environment, client and customer activity levels, and regulatory and legislative developments in the U.S. and other countries where JPMorgan Chase does business. Each of these factors will affect the performance of JPMorgan Chase and its lines of business.]"

- (b) The third column of section B.12 (*Selected historical key financial information of the Issuer, no material adverse change statement and description of significant changes in the financial or trading position of the Issuer*) of the Summary on pages 12 to 13 of the Original Base Prospectus shall be updated to read as follows:

"[JPMorgan Chase & Co.		
Selected income statement data		
(in USD millions)	Year ended 31 December	
	2018	2017
Total net revenue:	109,029	100,705
Provision for credit losses:	4,871	5,290
Total noninterest expense:	63,394	59,515
Income before income tax expense:	40,764	35,900
Net income:	32,474	24,441
Selected balance sheet data		
(in USD millions)	As at 31 December	
	2018	2017
Trading assets:	413,714	381,844
Investment securities:	261,828	249,958
Loans, net of allowance for loan losses:	971,109	917,093
Total assets:	2,622,532	2,533,600
Deposits:	1,470,666	1,443,982
Long-term debt:	282,031	284,080

Total stockholders' equity:	256,515	255,693]
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[JPMorgan Chase Bank, N.A.]		
Selected income statement data (in USD millions)	Year ended 31 December	
	2018	2017
Total net revenue:	90,946	82,827
Net income:	25,813	18,930
Selected balance sheet data		
(in USD millions)	As at 31 December	
	2018	2017
Loans, net of allowance for loan losses:	872,394	816,132
Total assets:	2,218,960	2,140,778
Deposits:	1,558,027	1,534,907
Total stockholders' equity:	214,224	211,685]

[JPMSP]				
Selected income statement data				
(in USD)	Six months ended 30 June		Year ended 31 December	
	2018	2017	2017	2016
		(unaudited)		
Profit before income tax:	2,813,000	3,432,000	5,628,000	2,177,000
Profit for the year attributable to equity shareholders of the Company:	2,059,000	2,540,000	4,232,000	1,703,000
Selected balance sheet data				
(in USD)	As at 30 June		As at 31 December	
	2018	2017	2017	2016
		(unaudited)		
Total assets:	29,316,195,000	32,059,705,000	19,961,720,000	0
Total liabilities:	28,779,270,000	31,524,839,000	19,431,086,000	0
Total equity:	536,925,000	534,866,000	530,634,000]	

[There has been no material adverse change in the prospects of the Issuer since 31 December 2018.] *[Insert for JPMorgan Chase & Co. and JPMorgan Chase Bank, N.A.]*

[There has been no material adverse change in the prospects of the Issuer since 31 December 2017.] *[Insert for J.P. Morgan Structured Products B.V.]*

[Not applicable; there has been no significant change in the financial or trading position of the Issuer subsequent to 31 December 2018.] *[Insert for JPMorgan Chase & Co. and JPMorgan Chase Bank, N.A.]*

[Not applicable; there has been no significant change in the financial or trading position of the Issuer subsequent to 30 June 2018.] *[Insert for J.P. Morgan Structured Products B.V.]*"

- (c) The third column of section B.19 (B.4b) (*Known trends with respect to the Guarantor and industries in which it operates*) of the Summary on page 14 of the Original Base Prospectus shall be supplemented by deleting it and replacing it with the following:

"JPMorgan Chase Bank, N.A.'s outlook for the remainder of 2019 should be viewed against the backdrop of the global and U.S. economies, financial markets activity, the geopolitical environment, the competitive environment, client and customer activity levels, and regulatory and legislative developments in the United States and other countries where JPMorgan Chase does business. Each of these factors will affect the performance of JPMorgan Chase and its lines of business. JPMorgan Chase Bank, N.A.'s activities are organised and integrated with the businesses of JPMorgan Chase."

- (d) The third column of section B.19 (B.12) (*Selected historical key financial information of the Guarantor, no material adverse change statement and description of significant changes in the financial or trading position of the Guarantor*) of the Summary on pages 14 to 15 of the Original Base Prospectus shall be updated to read as follows:

"[JPMorgan Chase Bank, N.A.		
Selected income statement data (in USD millions)	Year ended 31 December	
	2018	2017
Total net revenue:	90,946	82,827
Net income:	25,813	18,930
Selected balance sheet data		
(in USD millions)	As at 31 December	
	2018	2017
Loans, net of allowance for loan losses:	872,394	816,132
Total assets:	2,218,960	2,140,778
Deposits:	1,558,027	1,534,907
Total stockholders' equity:	214,224	211,685]

There has been no material adverse change in the prospects of the Guarantor since 31 December 2018.

Not applicable; there has been no significant change in the financial or trading position of the Guarantor subsequent to 31 December 2018."

2. Supplemental information in regard to the section entitled "Risk Factors"

Risk factors 2.1 to 2.13 set out under the heading "Risk Factors" on pages 110 to 139 of the Original Base Prospectus shall be supplemented by deleting them and replacing them with the risk factors set out under the heading "Risk Factors" on pages 7 to 28 of the JPMorgan Chase & Co. 2018 Form 10-K, which is incorporated by reference into this Supplement.

3. Amendments to the section entitled "Form of Final Terms"

Line item 59 entitled "If non-syndicated, name and address of Dealer" on pages 616 to 617 of the Original Base Prospectus shall be amended by deleting it entirely and replacing it with the following:

"59. **If non-syndicated, name and address of Dealer:**

[J.P. Morgan Securities plc of 25 Bank Street, Canary Wharf London E14 5JP]/[J.P. Morgan AG of Taunusturm, Taunustor 1, 60310, Frankfurt am Main, Republic of Germany]/[J.P. Morgan Securities (Asia Pacific) Limited of 25/F Chater House, 8 Connaught Road Central, Hong Kong]/[J.P. Morgan (S.E.A.) Limited of 168 Robinson Road, 17th Floor, Capital Tower, Singapore 068912]/[J.P. Morgan Securities LLC of 383 Madison Avenue, 5th Floor, New York, New York 10179, United States of America]/[J.P. Morgan Securities Australia Limited of Level 18, 85 Castlereagh Street, Sydney NSW 2000, Australia]/[JPMorgan Securities Japan Co., Ltd. of Tokyo Buildings, 7-3 Marunouchi 2 Chome, Chiyoda-ku, Tokyo 100 6432 Japan]

(Insert in the case of public offers in Italy)

[For the avoidance of doubt, the Dealer will not act as distributor.]

[(i) *Responsabile del Collocamento:*] [[●] is the *Responsabile del Collocamento* (the Lead Manager), pursuant to Article 93-bis of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended, in relation to the public offer in Italy since it has organised the placing syndicate by appointing the distributors.] [For the avoidance of doubt, the Lead Manager will not act as distributor/placer and will not place the Securities in Italy.] *(To be included in the case of public offers in Italy)*

[(i/ii) If syndicated, [names of Managers] [names and addresses of Managers and underwriting commitments]: [Not Applicable/[●] (give names, addresses and underwriting commitments) (Not applicable with respect to public offers in Italy)]

(Include (a) names and addresses of entities agreeing to underwrite the issue on a firm commitment basis and names, addresses and commitments of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers and (b) process for notification of applicants of the amount allotted and indication whether dealing may begin before notification is made. Where not all of the issue is underwritten, include statement of the portion not covered.) (Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment)

[(ii/iii) [Date of Subscription [●]] Agreement:

4. Amendments to the section entitled "Form of Pricing Supplement"

Line item 59 entitled "If non-syndicated, name and address of Dealer" on pages 703 to 704 of the Original Base Prospectus shall be amended by deleting it entirely and replacing it with the following:

- "59. **If non-syndicated, name and address of Dealer:**
- [J.P. Morgan Securities plc of 25 Bank Street, Canary Wharf London E14 5JP]/[J.P. Morgan AG of Taunusturm, Taunustor 1, 60310, Frankfurt am Main, Republic of Germany]/[J.P. Morgan Securities (Asia Pacific) Limited of 25/F Chater House, 8 Connaught Road Central, Hong Kong]/[J.P. Morgan (S.E.A.) Limited of 168 Robinson Road, 17th Floor, Capital Tower, Singapore 068912]/[J.P. Morgan Securities LLC of 383 Madison Avenue, 5th Floor, New York, New York 10179, United States of America]/[J.P. Morgan Securities Australia Limited of Level 18, 85 Castlereagh Street, Sydney NSW 2000, Australia]/[JPMorgan Securities Japan Co., Ltd. of Tokyo Building, 703 Marunouchi 2 Chome, Chiyoda-ku, Tokyo 100-6432 Japan]

(Insert in the case of public offers in Italy)

[For the avoidance of doubt, the Dealer will not act as distributor.]

- [(i) *Responsabile del Collocamento:*] [[●] is the *Responsabile del Collocamento* (the Lead Manager), in relation to the public offer in Italy since it has organised the placing syndicate by appointing the distributors.] [For the avoidance of doubt, the Lead Manager will not act as distributor/placer and will not place the Securities in Italy.] *(To be included in the case of public offers in Italy)*

- [(i/ii) If syndicated, [names of Managers] [names and addresses of Managers and underwriting commitments]: [Not Applicable/[●] (give names, addresses and underwriting commitments) (Not applicable with respect to public offers in Italy)]

(Include (a) names and addresses of entities agreeing to underwrite the issue on a firm commitment basis and names, addresses and commitments of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers and (b) process for notification of applicants of the amount allotted and indication whether dealing may begin before notification is made. Where not all of the issue is underwritten, include statement of the portion not covered.) (Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment)

- [(ii/iii) [Date of Subscription Agreement: [●]]"

5. Amendments to the list of Dealers

The list of Dealers set out under the heading "Dealers" on page 874 of the Original Base Prospectus shall be amended by deleting it entirely and replacing it with the following:

"J.P. Morgan Securities LLC

383 Madison Avenue
5th Floor
New York, New York 10179
United States of America

J.P. Morgan (S.E.A.) Limited

168 Robinson Road
17th Floor
Capital Tower
Singapore 068912

J.P. Morgan Securities (Asia Pacific) Limited

25/F Chater House
8 Connaught Road Central
Hong Kong

J.P. Morgan Securities Australia Limited

Level 18
85 Castlereagh Street
Sydney NSW 2000
Australia

J.P. Morgan AG

TaunusTurm
Taunustor 1
60310 Frankfurt am Main
Republic of Germany

JPMorgan Securities Japan Co., Ltd.

Tokyo Building
7-3 Marunouchi 2-Chome
Chiyoda-ku
Tokyo 100-6432
Japan"

General

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

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

This Supplement and the documents 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 documents incorporated by reference herein. Copies of the documents 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 England) and 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).