SUPPLEMENT No. 9 DATED 18 APRIL 2019 TO THE OFFERING CIRCULAR 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 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

*Being the Offering Circular dated 29 April 2014 as supplemented up to and as restated on each of 28 April 2015, 27 April 2016, 26 April 2017, 13 December 2017 and 25 April 2018.

Supplement to the Offering Circular

This supplement (the "**Supplement**") constitutes a supplement to the offering circular dated 29 April 2014 as supplemented up to and as restated on each of 28 April 2015, 27 April 2016, 26 April 2017, 13 December 2017 and 25 April 2018 (the "**Original Offering Circular**") 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, Supplement No. 7 dated 25 January 2019 and Supplement No. 8 dated 13 March 2019 (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's Euro MTF Market pursuant to the rules and regulations of the Luxembourg Stock Exchange.

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.

Information being supplemented

I. Incorporation by reference of the JPMSP 2018 Annual Report, the JPMorgan Chase & Co. 2019 Proxy Statement and the JPMorgan Chase & Co. 12 April 2019 Form 8-K

This Supplement incorporates the following by reference into the Offering Circular:

- a) the JPMSP Annual Report for the year ended 31 December 2018 (the "JPMSP 2018 Annual Report");
- b) the Proxy Statement on Schedule 14A of JPMorgan Chase & Co. dated 5 April 2019, as filed with the U.S. Securities and Exchange Commission (the "SEC") (the "JPMorgan Chase & Co. 2019 Proxy Statement"); and
- c) the Current Report on Form 8-K of JPMorgan Chase & Co. dated 12 April 2019 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 31 March 2019, as filed with the SEC (the "JPMorgan Chase & Co. 12 April 2019 Form 8-K").

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Supplement – First Quarter 2019 * The page numbers referenced above in relation to the JPMSP 2018 Annual Report and JPMorgan Chase & Co. 12 April 2019 Form 8-K relate to the PDF versions of such documents, copies of which are available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

II. Supplemental information in regard to the section entitled "J.P. Morgan Structured Products B.V."

The second and third paragraph under the heading "Financial Information" of the section entitled "J.P. Morgan Structured Products B.V." on page 486 of the Original Offering Circular shall be amended by deleting it and replacing it with the following:

"JPMSP's audited financial statements as at and for the financial year ended 31 December 2018, which form part of JPMSP's 2018 Annual Report, are incorporated by reference into this Offering Circular. Mazars Paardekooper Hoffman Accountants N.V., who are members of the Royal Dutch Institute of Chartered Accountants (*Koninklijk Nederlands Instituut voor Registeraccountants*), have audited without qualification JPMSP's audited financial statements as at and for the financial year ended 31 December 2018. A copy of the auditor's report appears at page 32 (pages 34 to 39 of the pdf) of the JPMSP 2018 Annual Report and is incorporated by reference into this Offering Circular. Mazars Paardekooper Hoffman Accountants N.V. has no material interest in JPMSP.

JPMSP's audited financial statements as at and for the financial year ended 31 December 2017, which form part of JPMSP's 2017 Annual Report, are incorporated by reference into this Offering Circular. Mazars Paardekooper Hoffman Accountants N.V., who are members of the Royal Dutch Institute of Chartered Accountants (*Koninklijk Nederlands Instituut voor Registeraccountants*), have audited without qualification JPMSP's audited financial statements as at and for the financial year ended 31 December 2017. A copy of the auditor's report appears at page 27 (pages 29 to 34 of the pdf) of the JPMSP's 2017 Annual Report, and is incorporated by reference into this Offering Circular. Mazars Paardekooper Hoffman Accountants N.V. has no material interest in JPMSP.

The address of Mazars Paadekooper Hoffman Accountants N.V. is Wilhelmina Tower, Delflandlaan 1, 1062 EA, Amsterdam, the Netherlands."

III. Supplemental information in regard to the section entitled "J.P. Morgan Structured Products B.V."

The two paragraphs under the sub-heading "Selected financial information" of the section entitled "J.P. Morgan Structured Products B.V." on page 457 of the Original Offering Circular shall be replaced with the following:

"The Selected Financial Information set forth below has been extracted from the audited consolidated financial statements of J.P. Morgan Structured Products B.V. contained in the JPMSP 2018 Annual Report incorporated by reference into this Offering Circular.

The profit after tax of JPMSP for the financial year ending 31 December 2018 was U.S.\$ 5,416,000 (a profit of U.S.\$ 4,232,000 for the financial year ended 31 December 2017). As at 31 December 2018 the total shareholders' funds of JPMSP were U.S.\$ 540,282,000 (U.S.\$ 534,866,000 as at 31 December 2017). JPMSP's profit on ordinary activities before taxation for the year ended 31 December 2018 was U.S.\$ 7,319,000 (a profit of U.S.\$ 5,628,000 for the year ended 31 December 2017). JPMSP's total assets at 31 December 2018 were U.S.\$ 26,818,651,000 (U.S.\$ 32,059,705,000 as at 31 December 2017). JPMSP's total liabilities as at 31 December 2018 were U.S.\$ 26,278,369,000 (U.S.\$ 31,524,839,000 as at 31 December 2017).

IV. Supplemental information in regard to the section entitled "J.P. Morgan Structured Products B.V."

The two paragraphs under the sub-heading "Operating Profit and Loss" of the section entitled "J.P. Morgan Structured Products B.V." on page 481 of the Original Offering Circular shall be replaced with the following:

"The operating profit of JPMSP for the year ended 31 December 2018 was U.S.\$ 826,000.

The operating profit of JPMSP for the year ended 31 December 2017 was U.S.\$ 3,182,000."

V. Supplemental information in regard to the section entitled "General Information"

The two paragraphs under the sub-heading entitled "No material adverse change in prospects or significant change in financial or trading position" of section 1. (*JPMSP*) of the section entitled "General Information" on page 654 of the Original Offering Circular shall be supplemented by deleting them and replacing them with the following:

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

There has been no significant change in the financial or trading position of JPMSP since 31 December 2018."

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 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 and Euronext Dublin's website at www.ise.ie. 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 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), 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 SA/NV, Riverside 2, Sir John Rogerson's Quay, Grand Canal Dock, Dublin 2 Ireland).

This Supplement and the documents 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, Zugg 3, P.O. Box, 8070 Zurich, Switzerland.

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

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