

**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**").

Information incorporated by reference From the JPMSP 2018 Annual Report*

	Page Reference
Directors' Report	3 to 5
Financial Statements:	
Balance sheet	6
Income Statement	7
Statement of changes in equity	8
Statement of cash flows	9
Notes to the financial statements	10 to 32
Other Information:	

Profit appropriation according to the Articles of Association	33
Independent auditors' report	34 to 39
<i>From the JPMorgan Chase & Co. 2019 Proxy Statement</i>	
<i>Corporate Governance</i>	
Executive summary	9
Proposal 1: Election of Directors	
Summary of factors for shareholder consideration	10
Director Nominees	11 to 17
Director independence, recruitment and re-nomination	18
Personal and Professional attributes and skills of the nominees	18
Independence	19
Director recruitment	20
Director re-nomination	20 to 21
How our Board conducts its business	21
Sound governance practices	21
Our Board's leadership structure	21
Factors the Board considers in reviewing its leadership structure	22
Board Meetings	23
Committees of the Board	23 to 26
Board and committee self-assessment	27
Director education	28
Board oversight of the business and affairs of the Firm	28
Board oversight	28
Strategic oversight	28
Executive performance and talent management	28
Oversight of financial performance and condition	28
Oversight of risk management and internal control framework	29 to 30
Oversight of environmental, social and governance ("ESG") matters	30
Active Board engagement with the Firm's stakeholders	31
Active engagement	31
Engagement with shareholders	31
Engagement with employees	32
Engagement with regulators	32
Engagement with ESG stakeholders	32
Other corporate governance policies and practices	32
Shareholder rights	33
Policies and procedures for approval of related party transactions	32 to 33
Transactions with directors, executive officers and 5% shareholders	33 to 34
Compensation & Management development committee interlocks and insider participation	34
Political activities and lobbying	34
Code of Conduct	34 to 35
Code of Ethics for Finance Professionals	35
Supplier Code of Conduct	35
Section 16 (a) beneficial ownership reporting compliance	35

<i>Executive Compensation</i>	Director compensation	35 to 37
	Executive Summary	39
	Proposal 2: Advisory resolution to approve executive compensation	
	Compensation discussion and analysis	41
	Summary	41
	2018 Performance	42 to 48
	Pay-for-performance framework	49 to 54
	Pay practices	55 to 56
	Compensation decisions for Named Executive Officers	57 to 60
	Risk and control	61 to 63
	Compensation & Management Development Committee report	64
	Executive compensation tables	65
	I. Summary compensation table	65 to 66
	II. 2018 Grants of plan-based awards	67
	III. Outstanding equity awards at fiscal year-end 2018	68 to 69
	IV. 2018 Options exercises and stock vested table	70
	V. 2018 Pensions benefits	70 to 71
	VI. 2018 Non-qualified deferred compensation	71
	VII. 2018 Potential payments upon termination or change in control	72 to 74
	CEO pay ratio disclosure	75
	Security ownership of directors and executive officers	76 to 77
<i>Audit Matters</i>		
	Executive Summary	79
	Proposal 3: Ratification of independent registered public accounting firm	
	Audit Committee approval policy and procedures	81
	Audit Committee report	82 to 83
<i>Shareholder Proposal</i>		
	4. Gender pay equity report	85 to 87
	5. Enhance shareholder proxy access	88 to 89
	6. Cumulative voting	90 to 91
	Information about the annual shareholder meeting	92 to 97
	Shareholder proposals and nominations for the 2020 annual meeting	98
	Notes on Non-GAAP financial measures	99 to 101
	Glossary of selected terms and acronyms	103 to 104
	Chase Tower – map and directions	105
<i>From the JPMorgan Chase & Co. 12 April 2019 Form 8-K*</i>		
Item 2.02	Results of Operations and Financial Condition	2
Item 9.01	Financial Statements and Exhibits	2
Exhibit 99.1	JPMorgan Chase & Co. Earnings Release – First Quarter 2019 Results	4 to 11
Exhibit 99.2	JPMorgan Chase & Co. Earnings Release Financial Supplement – First Quarter 2019	12 to 49

* 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 Paardekooper 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 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.