

**SUPPLEMENT No. 6 DATED 19 SEPTEMBER 2019 TO  
THE BASE PROSPECTUS DATED 24 APRIL 2019**

**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 24 April 2019 (the "**Original Base Prospectus**") as supplemented by Supplement No. 1 dated 17 May 2019, Supplement No. 2 dated 11 June 2019, Supplement No. 3 dated 2 July 2019, Supplement No. 4 dated 29 July 2019 and Supplement No. 5 dated 20 August 2019 (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which constitutes three base prospectuses for the purposes of Article 5.4 of Directive 2003/71/EC (as amended or superseded and as implemented in the relevant Member State): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base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, which remains applicable in relation to the Base Prospectus pursuant to Article 64 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities (the "**Luxembourg Law**"). On 24 April 2019, 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) make certain technical amendments to correct and supplement certain definitions and other provisions in relation to physical-delivered warrants and (b) make conforming changes in each of the Summary, the Form of Final Terms and the Form of Pricing Supplement.

## **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 23 September 2019.

## Information being supplemented

### I. Amendments to the Summary

- (a) The first paragraph beginning with "Rights: The Securities give the right..." in the third column of section C.8 (*Rights attached to the Securities, including ranking and limitation on rights*) of the Summary on page 15 of the Original Base Prospectus is supplemented by inserting the following additional sentence at the end of such paragraph:

"[If the Securities are Warrants, insert: A Holder has the right to exercise the Securities on [any scheduled trading day during the exercise period of [insert date] to [insert date]]/[on the expiration date].]"

- (b) Section C.16 entitled "Maturity / redemption date" on page 23 of the Original Base Prospectus shall be amended as follows:

- (i) the title set out in the second column of section C.16 shall be deleted in its entirety and replaced with the following:

"[Maturity / redemption]/[Settlement] date:"

- (ii) the first paragraph in the third column of section C.16 beginning with "[For Securities other than Credit Linked Securities, insert:" shall be deleted in its entirety and replaced with the following:

"[For Securities other than Credit Linked Securities, insert: [The [scheduled][maturity / redemption / expiration] date is [insert maturity / redemption / expiration date].]/[The settlement date in respect of each Security:

- (i) exercised by the Holder shall be the earlier of (a) the [tenth]/[●] business day following such exercise date for such Security and (b) [insert date]; and
- (ii) deemed to be automatically exercised on the expiration date of [insert expiration date], [insert date].]"

### II. Amendments to the General Conditions

- (a) The definition of "Settlement Date" in General Condition 31.1 on page 348 of the Original Base Prospectus is supplemented by including an additional proviso in relation to delivery of the Issuer Physical Settlement Amount, such that following such changes the definition shall read as follows:

""**Settlement Date**" means, subject to General Condition 12.2 (*Payments on Payment Days*) and General Condition 14 (*Physical Settlement*), and subject to there not having occurred a Settlement Disruption Event:

- (a) in relation to Reference Assets to be delivered in respect of an Exercise Date or Redemption Date, the date that falls one Settlement Cycle following that Exercise Date or Redemption Date (or, if such date is not a Clearing System Business Day, the next following Clearing System Business Day), unless a Settlement Disruption Event prevents delivery of such Reference Assets on that date. If a Settlement Disruption Event prevents delivery of a Reference Asset on that date, General Condition 14.5 (*Settlement Disruption Event*) shall apply;
- (b) in relation to payment of the Settlement Amount or Redemption Amount, the date specified as such in the relevant Issue Terms; and

provided that, if so provided in the relevant Issue Terms, the Settlement Date in respect of each Security:

- (i) exercised by the Holder, shall be the earlier of (x) the tenth (or such day as is specified in the relevant Issue Terms) Business Day following exercise of such Security and (y) the date specified in the relevant Issue Terms; and

- (ii) deemed to be automatically exercised on the Expiration Date, the date specified in the relevant Issue Terms."

### III. Amendments to the Share Linked Provisions

- (a) The definition of "Delisting" in Share Linked Provision 10 on page 428 of the Original Base Prospectus is supplemented by inserting the following immediately after the words "European Union)" and immediately before the full stop at the end of such definition:

"or such other exchange(s) as are specified as **"Re-listing Exchanges"** in the relevant Issue Terms (or their successors as determined by the Calculation Agent)".

- (b) The definition of "Merger Event" in Share Linked Provision 10 on page 431 of the Original Base Prospectus is supplemented by inserting the following immediately after the word "applicable" and immediately before the full stop at the end of such definition:

"(provided that in relation to Warrants settled by Issuer Physical Settlement, the Expiration Date shall be deemed to be the final Reference Date)".

### IV. Amendments to the Form of Final Terms

- (a) Paragraph 7 of the Form of Final Terms entitled "Maturity Date/Settlement Date/Settlement Date and Redemption Date" and the corresponding footnotes 11 and 12 on page 566 of the Original Base Prospectus shall be deleted in their entirety and replaced with the following:

"7. Maturity Date/Settlement Date and Redemption Date: <sup>11</sup> [[●] / As specified in the Credit Linked Provisions / [In respect of each Security:

- (i) exercised by the Holder pursuant to General Condition 11.1 and 11.3, shall be the earlier of (a) the [tenth]/[●] Business Day following the Exercise Date for such Security and (b) [insert date]; or

- (ii) deemed to be automatically exercised on the Expiration Date pursuant to General Condition 11.1, [insert date]]<sup>12</sup>

<sup>11</sup> In the case of Securities which are (i) Notes, specify "Maturity Date", (ii) Certificates, specify "Settlement Date and Redemption Date", and (iii) Warrants, specify "Settlement Date".

<sup>12</sup> Any Securities issued by JPMorgan Chase & Co. will not have a maturity of less than one year from the date of their issue."

- (b) Paragraph 38 of the Form of Final Terms headed "Share Linked Provisions" on pages 637 to 639 of the Original Base Prospectus is supplemented by inserting a new line item 38(xxxiii) as follows:

"(xxxiii) Extraordinary Events – [As specified in Share Linked Provision 10 Delisting: (Definitions)] / [Re-listing Exchange(s): [●]].

### V. Amendments to the Form of Pricing Supplement

- (a) Paragraph 7 of the Form of Pricing Supplement entitled "Maturity Date/Settlement Date/Settlement Date and Redemption Date" and the corresponding footnote 8 on page 667 of the Original Base Prospectus shall be deleted in their entirety and replaced with the following:

"7. Maturity Date/Settlement Date / As specified in the Credit Linked Provisions / [In Date/Settlement Date and respect of each Security: Redemption Date:<sup>8</sup>

- (i) exercised by the Holder pursuant to General Condition 11.1 and 11.3, shall be the earlier of (a) the [tenth]/[●] Business Day following the Exercise Date for such Security and (b) [*insert date*]; or
- (ii) deemed to be automatically exercised on the Expiration Date pursuant to General Condition 11.1, [*insert date*]

<sup>8</sup> In the case of Securities which are (i) Notes, specify "Maturity Date", (ii) Certificates, specify "Settlement Date and Redemption Date", and (iii) Warrants, specify "Settlement Date".

- (b) Paragraph 38 of the Form of Pricing Supplement headed "Share Linked Provisions" on pages 738 to 740 of the Original Base Prospectus is supplemented by inserting a new line item 38(xxxiii) as follows:

"(xxxiii) Extraordinary Events – [As specified in Share Linked Provision 10 (*Definitions*)] / Delisting: [Re-listing Exchange(s): [●]]."

**General**

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

This Supplement will be published on the Luxembourg Stock Exchange's website at *www.bourse.lu*.