# SUPPLEMENT No. 11 DATED 20 APRIL 2018 TO THE BASE PROSPECTUS DATED 26 APRIL 2017

# 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 26 April 2017 (the "**Original Base Prospectus**") as supplemented by Supplement No. 1 dated 22 May 2017, Supplement No. 2 dated 28 July 2017, Supplement No. 3 dated 16 August 2017, Supplement No. 4 dated 24 August 2017, Supplement No. 5 dated 22 September 2017, Supplement No. 6 dated 24 October 2017, Supplement No. 7 dated 17 November 2017, Supplement No. 8 dated 22 December 2017, Supplement No. 9 dated 24 January 2018 and Supplement No. 10 dated 15 March 2018 (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 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. **Base Prospectus**"), and (iii) a base prospectus in respect of JPMorgan Chase Bank, N.A. **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 26 April 2017, 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.

#### **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 24 April 2018.

#### Information being supplemented

#### I. Incorporation by reference of the JPMSP 2017 Annual Report, the JPMorgan Chase & Co. 2018 Proxy Statement and the JPMorgan Chase & Co. 13 April 2018 Form 8-K

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

- a) the JPMSP Annual Report for the year ended 31 December 2017 (the "JPMSP 2016 Annual Report");
- b) the Proxy Statement on Schedule 14A of JPMorgan Chase & Co. dated 5 April 2018, as filed with the U.S. Securities and Exchange Commission (the "SEC") (the "JPMorgan Chase & Co. 2018 Proxy Statement"); and
- c) the Current Report on Form 8-K of JPMorgan Chase & Co. dated 13 April 2018 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 31 March 2018, as filed with the SEC (the "JPMorgan Chase & Co. 13 April 2017 Form 8-K").

Any information incorporated by reference that is not included in the cross-reference list is considered to be additional information and is not required by the relevant schedules of Commission Regulation (EC) No 809/2004, as amended (the "Prospectus Regulation").

A copy of the JPMSP 2017 Annual Report, the JPMorgan Chase & Co. 2018 Proxy Statement and the JPMorgan Chase & Co. 13 April 2018 Form 8-K 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 of the JPMSP 2017 Annual Report, the JPMorgan Chase & Co. 2018 Proxy Statement and the JPMorgan Chase & Co. 13 April 2018 Form 8-K referred to below are incorporated by reference into and form part of the Base Prospectus.

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\* The page numbers referenced above in relation to the JPMorgan Chase & Co. 13 April 2018 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 Summary in the Base Prospectus

1. The financial information in relation to JPMSP in the third column of Element 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 page 11 of the Original Base Prospectus shall be updated to read as follows:

[JPMSP					
Selected income statement data					
(in USD)	Year ended 31 December				
	2017	2016			
(Loss) profit on ordinary activities before taxation:	5,628,000	2,177,000			
(Loss) profit after tax:	4,232,000	1,703,000			
Selected balance sheet data					
(in USD)	As at 31 December				
	2017	2016			
Total assets:	32,059,705,000	19,961,720,000			
Total liabilities:	31,524,839,000	19,431,086,000			
Total Shareholders' funds:	534,866,000	530,634,000]			

[There has been no material adverse change in the prospects of the Issuer since 31 December 2017.]

[Not applicable; there has been no significant change in the financial or trading position of the Issuer subsequent to 31 December 2017.]

#### 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).