

**SUPPLEMENT No. 3 DATED 14 AUGUST 2018 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 and Supplement No. 2 dated 27 July 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 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 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 17 August 2018.

Information being supplemented

I. Incorporation by reference

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

- (a) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 30 June 2018, as filed with the United States Securities and Exchange Commission (the "SEC") on 1 August 2018 (the "**JPMorgan Chase & Co. 30 June 2018 Form 10-Q**"); and
- (b) the unaudited Consolidated Financial Statements of JPMorgan Chase Bank, N.A. for the six months ended 30 June 2018 (the "**JPMorgan Chase Bank, N.A. 2018 Interim Financial Statements**").

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 JPMorgan Chase & Co. 30 June 2018 Form 10-Q and the JPMorgan Chase Bank, N.A. 2018 Interim 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 sections of the JPMorgan Chase & Co. 30 June 2018 Form 10-Q and the JPMorgan Chase Bank, N.A. 2018 Interim Financial Statements referred to below are incorporated by reference into and form part of the Base Prospectus.

Information incorporated by reference

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From the JPMorgan Chase Bank, N.A. 2018 Interim Financial Statements

Consolidated Financial Statements – JPMorgan Chase Bank, National Association

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II. Amendments to the Summary

- (a) 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 page 12 of the Original Base Prospectus shall be updated to read as follows:

JPMorgan Chase & Co.				
Selected income statement data				
(in USD millions)	Six months ended 30 June		Year ended 31 December	
	2018	2017	2017	2016
	(unaudited)			
Total net revenue:	55,660	50,670	99,624	95,668
Provision for credit losses:	2,375	2,530	5,290	5,361
Total noninterest expense:	32,051	30,050	58,434	55,771
Income before income tax expense:	21,234	18,090	35,900	34,536
Net income:	17,028	13,477	24,441	24,733
Selected balance sheet data				
(in USD millions)	As at 30 June		As at 31 December	
	2018	2017	2017	2016
	(unaudited)			
Trading assets:	418,799	381,844	372,130	
Securities:	233,015	249,958	289,059	
Loans, net of allowance for loan losses:	935,164	917,093	880,989	
Total assets:	2,590,050	2,533,600	2,490,972	
Deposits:	1,452,122	1,443,982	1,375,179	
Long-term debt:	273,114	284,080	295,245	
Total stockholders' equity:	257,458	255,693	254,190]	

JPMorgan Chase Bank, N.A.				
Selected income statement data				
(in USD millions)	Six months ended 30 June		Year ended 31 December	
	2018	2017	2017	2016
	(unaudited)			
Total net revenue:	46,165	41,502	82,825	78,186
Net income:	13,562	10,273	18,930	19,372
Selected balance sheet data				
(in USD millions)	As at 30 June		As at 31 December	
	2018	2017	2017	2016
	(unaudited)			
Loans, net of allowance for loan losses:	842,862	816,132	781,404	
Total assets:	2,167,700	2,140,778	2,082,803	
Deposits:	1,526,755	1,534,907	1,480,238	
Total stockholders' equity:	215,480	211,685	205,087]	

[JPMSP		
Selected income statement data		
(in USD)	Year ended 31 December 2017	Year ended 31 December 2016
Profit before income tax:	5,628,000	2,177,000
Profit for the year attributable to equity shareholders of the Company:	4,232,000	1,703,000
Selected balance sheet data		
(in USD)	As at 31 December 2017	As at 31 December 2016
Total assets:	32,059,705,000	19,961,720,000
Total liabilities:	31,524,839,000	19,431,086,000
Total equity:	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 30 June 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 31 December 2017.] *[Insert for J.P. Morgan Structured Products B.V.]*

- (b) The third column of section B.19 (B.12) (*Selected historical key 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 and 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)	Six months ended 30 June		Year ended 31 December	
	2018	2017	2017	2016
	(unaudited)			
Total net revenue:	46,165	41,502	82,825	78,186
Net income:	13,562	10,273	18,930	19,372
Selected balance sheet data				
(in USD millions)	As at 30 June		As at 31 December	
	2018		2017	2016
	(unaudited)			
Loans, net of allowance for loan losses:	842,862		816,132	781,404
Total assets:	2,167,700		2,140,778	2,082,803
Deposits:	1,526,755		1,534,907	1,480,238

Total stockholders' equity:	215,480	211,685	205,087
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There has been no material adverse change in the prospects of the Guarantor since 31 December 2017.

Not applicable; there has been no significant change in the financial or trading position of the Guarantor subsequent to 30 June 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 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).