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Prospectus Supplement
(To Prospectus dated April 11, 2019)

JPMorgan Chase & Co.

$1,000,000,000

Fixed-to-Floating Rate Notes due 2024

Issue price: 100.000%

The fixed-to-floating rate notes due 2024, which we refer to as the notes, will mature on September 16, 2024. The notes will bear interest from and including September 16, 2020 to, but excluding, September 16, 2023 at a fixed annual rate of 0.653%, payable semiannually in arrears, on March 16 and September 16 of each year, beginning on March 16, 2021 and including September 16, 2023. From and including September 16, 2023, the notes will bear interest at a floating annual rate equal to a benchmark rate (which is expected to be Three-Month Term SOFR) plus a spread of 0.60% per annum, payable quarterly in arrears, on December 16, 2023, March 16, 2024, June 16, 2024 and September 16, 2024. We will have the option to redeem the notes (i) in whole, but not in part, on September 16, 2023, and (ii) in whole at any time or in part from time to time, on or after August 16, 2024, at a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest thereon to, but excluding, the date of redemption. There is no sinking fund for the notes.

As described under “Use of Proceeds”, we intend to allocate an amount equal to the net proceeds of the issuance of the notes to fund Eligible Green Projects (as defined herein).

The interest rate on the notes during the floating rate period may be determined based on a rate other than Three-Month Term SOFR. See “Risk Factors” beginning on page S-3 for a discussion of this and certain other risks that you should consider in connection with an investment in the notes.

The notes are unsecured and will have the same rank as our other unsecured and unsubordinated debt obligations.

The notes are not deposits or other obligations of a bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined that this prospectus supplement or the attached prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

	Price to Public	Underwriting Discounts	Proceeds to Us
Per Note	100.000%	0.250%	99.750%
Total	$ 1,000,000,000	$ 2,500,000	$ 997,500,000

The notes will not be listed on any securities exchange. Currently, there is no public trading market for the notes.

We expect to deliver the notes to investors through the book-entry delivery system of The Depository Trust Company and its direct participants, including Euroclear Bank SA/NV and Clearstream Banking, S.A., on or about September 16, 2020.

Our affiliates, including J.P. Morgan Securities LLC, may use this prospectus supplement and the attached prospectus in connection with offers and sales of the notes in the secondary market. These affiliates may act as principal or agent in those transactions. Secondary market sales will be made at prices related to market prices at the time of sale.

J.P. Morgan

September 9, 2020

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addition, JPMorgan Chase's participation directly or on behalf of customers and clients in U.S. government programs designed to support individuals, households and businesses impacted by the economic disruptions caused by the COVID-19 pandemic could be criticized and subject JPMorgan Chase to increased governmental and regulatory scrutiny, negative publicity or increased exposure to litigation, which could increase its operational, legal and compliance costs and damage its reputation. To the extent the COVID-19 pandemic adversely affects JPMorgan Chase's business, results of operations and financial condition, it may also have the effect of heightening many of the other risks described in the "Risk Factors" section of JPMorgan Chase's Annual Report on Form 10-K for the year ended December 31, 2019.

Investors should not rely on indicative or historical data concerning the Secured Overnight Financing Rate.

In the following discussion of the Secured Overnight Financing Rate, when we refer to SOFR-linked notes, we mean the notes at any time when the interest rate on the notes is or will be determined based on the Secured Overnight Financing Rate, including Three-Month Term SOFR, and when we refer to the "benchmark transition provisions" and certain defined terms contained in those provisions, we mean the benchmark transition provisions and defined terms that are described herein under "Description of the Notes – Interest on the notes".

The Secured Overnight Financing Rate is published by the Federal Reserve Bank of New York ("FRBNY") and is intended to be a broad measure of the cost of borrowing cash overnight collateralized by U.S. Treasury securities. FRBNY reports that the Secured Overnight Financing Rate includes all trades in the Broad General Collateral Rate, plus bilateral U.S. Treasury repurchase agreement ("repo") transactions cleared through the delivery-versus-payment service offered by the Fixed Income Clearing Corporation (the "FICC"), a subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). The Secured Overnight Financing Rate is filtered by FRBNY to remove a portion of the foregoing transactions considered to be "specials". According to FRBNY, "specials" are repos for specific-issue collateral which take place at cash-lending rates below those for general collateral repos because cash providers are willing to accept a lesser return on their cash in order to obtain a particular security.

FRBNY reports that the Secured Overnight Financing Rate is calculated as a volume-weighted median of transaction-level tri-party repo data collected from The Bank of New York Mellon, which currently acts as the clearing bank for the tri-party repo market, as well as General Collateral Finance Repo transaction data and data on bilateral U.S. Treasury repo transactions cleared through the FICC's delivery-versus-payment service. FRBNY states that it obtains information from DTCC Solutions LLC, an affiliate of DTCC.

FRBNY currently publishes the Secured Overnight Financing Rate daily on its website at https://apps.newyorkfed.org/markets/autorates/sofr. FRBNY states on its publication page for the Secured Overnight Financing Rate that use of the Secured Overnight Financing Rate is subject to important disclaimers, limitations and indemnification obligations, including that FRBNY may alter the methods of calculation, publication schedule, rate revision practices or availability of the Secured Overnight Financing Rate at any time without notice.

FRBNY started publishing the Secured Overnight Financing Rate in April 2018. FRBNY has also started publishing historical indicative Secured Overnight Financing Rates dating back to 2014, although such historical indicative data inherently involves assumptions, estimates and approximations. Investors should not rely on such historical indicative data or on any historical changes or trends in the Secured Overnight Financing Rate as an indicator of the future performance of the Secured Overnight Financing Rate. Since the initial publication of the Secured Overnight Financing Rate, daily changes in the rate have, on occasion, been more volatile than daily changes in comparable benchmark or market rates, and the Secured Overnight Financing Rate over time may bear little or no relation to the historical actual or historical indicative data. In addition, the return on and value of the SOFR-linked notes may fluctuate more than floating rate securities that are linked to less volatile rates.

Changes in the Secured Overnight Financing Rate could adversely affect holders of the SOFR-linked notes.

Because the Secured Overnight Financing Rate is published by FRBNY based on data received from other sources, we have no control over its determination, calculation or publication. There can be no assurance that the Secured Overnight Financing Rate will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of investors in the SOFR-linked notes. If the manner in which the Secured Overnight Financing Rate is calculated is changed, that change may result in a reduction in the amount of interest that accrues on the SOFR-linked notes, which may adversely affect the trading prices of the SOFR-linked notes. In addition, the interest rate on the SOFR-linked notes for any day will not be adjusted for any modification or amendment to the Secured Overnight Financing Rate for that day that FRBNY may publish if the interest rate for that day has already been determined prior to such publication. Further, if the interest rate on the SOFR-linked notes during the floating rate period on any day or for any interest period declines to zero or becomes negative, no interest will accrue on the SOFR-linked notes with respect to that day or interest period.

The Secured Overnight Financing Rate differs fundamentally from, and may not be a comparable substitute for, U.S. dollar LIBOR.

In June 2017, the Alternative Reference Rates Committee (the "ARRC") convened by the Board of Governors of the Federal Reserve System and FRBNY announced the Secured Overnight Financing Rate as its recommended alternative to the London interbank offered rate for U.S. dollar obligations ("U.S. dollar LIBOR"). However, because the Secured Overnight Financing Rate is a broad U.S. Treasury repo financing rate that represents overnight secured funding transactions, it differs fundamentally from U.S. dollar LIBOR. For example, the Secured Overnight Financing Rate is a secured overnight rate, while U.S. dollar LIBOR is an unsecured rate that represents interbank funding over different maturities. In addition, because the Secured Overnight Financing Rate is a transaction-based rate, it is backward-looking, whereas U.S. dollar LIBOR is forward-looking. Because of these and other differences, there can be no assurance that the Secured Overnight Financing Rate will perform in the same way as U.S. dollar LIBOR would have done at any time, and there is no guarantee that it is a comparable substitute for U.S. dollar LIBOR.

Any failure of the Secured Overnight Financing Rate to gain market acceptance could adversely affect holders of the SOFR-linked notes.

The Secured Overnight Financing Rate may fail to gain market acceptance. The Secured Overnight Financing Rate was developed for use in certain U.S. dollar derivatives and other financial contracts as an alternative to U.S. dollar LIBOR in part because it is considered to be a good representation of general funding conditions in the overnight U.S. Treasury repo market. However, as a rate based on transactions secured by U.S. Treasury securities, it does not measure bank-specific credit risk and, as a result, is less likely to correlate with the unsecured short-term funding costs of banks. This may mean that market participants would not consider the Secured Overnight Financing Rate to be a suitable substitute or successor for all of the purposes for which U.S. dollar LIBOR historically has been used (including, without limitation, as a representation of the unsecured short-term funding costs of banks), which may, in turn, lessen its market acceptance. Any failure of the Secured Overnight Financing Rate to gain market acceptance could adversely affect the return on, value of and market for the SOFR-linked notes.

Any market for the notes may be illiquid or unpredictable.

The SOFR-linked notes will likely have no established trading market when issued, and an established trading market for the SOFR-linked notes may never develop or may not be very liquid. Market terms for securities that are linked to the Secured Overnight Financing Rate, such as the spread over the base rate reflected in the interest rate provisions, may evolve over time, and as a result, trading prices of the SOFR-linked notes may be lower than those of later-issued securities that are linked to the Secured Overnight Financing Rate. Similarly, if the Secured Overnight Financing Rate does not prove to be widely used in securities that are similar or comparable to the SOFR-linked notes, the trading price of the SOFR-linked notes may be lower than those of securities that are linked to rates that are more widely used. Investors in the SOFR-linked notes may not be able to sell the SOFR-linked notes at all or may not be able to sell the SOFR-linked notes at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk.

The manner of adoption or application of reference rates based on the Secured Overnight Financing Rate in the bond market may differ materially compared with the application and adoption of the Secured Overnight Financing Rate in other markets, such as the derivatives and loan markets. Investors should carefully consider how any potential inconsistencies between the adoption of reference rates based on the Secured Overnight Financing Rate across these markets may impact any hedging or other financial arrangements which they may put in place in connection with any acquisition, holding or disposal of the SOFR-linked notes.

The interest rate for the notes during the floating rate period may be determined based on a rate other than Three-Month Term SOFR.

Under the terms of the notes, the interest rate on the notes for each interest period during the floating rate period will be based on Three-Month Term SOFR, a forward-looking term rate for a tenor of three months that will be based on the Secured Overnight Financing Rate. Three-Month Term SOFR does not currently exist and is currently being developed under the sponsorship of the ARRC. There is no assurance that the development of Three-Month Term SOFR, or any other forward-looking term rate based on the Secured Overnight Financing Rate, will be completed. Uncertainty surrounding the development of forward-looking term rates (including Three-Month Term SOFR) based on the Secured Overnight Financing Rate could have a material adverse effect on the return on, value of and market for the notes. If, at the commencement of the floating rate period for the notes, the Relevant Governmental Body has not selected or recommended a forward-looking term rate for a tenor of three months based on the Secured Overnight Financing Rate, the development of a forward-looking term rate for a tenor of three months based on the Secured Overnight Financing Rate that has been recommended or selected by the Relevant Governmental Body is not complete or we determine that the use of a forward-looking rate for a tenor of three months based on the Secured Overnight Financing Rate is not administratively feasible, then the next-available Benchmark Replacement under the benchmark transition provisions will be used to determine the interest rate on the notes during the floating rate period (unless a Benchmark Transition Event and its related Benchmark Replacement Date occur with respect to that next-available Benchmark Replacement).

Under the terms of the notes, we are expressly authorized to make determinations, decisions or elections with respect to technical, administrative or operational matters that we decide are appropriate to reflect the use of Three-Month Term SOFR as the interest rate basis for the notes, which are defined in the terms of the notes as “Three-Month Term SOFR Conventions”. For example, assuming that a form of Three-Month Term SOFR is developed, it is not currently known how or by whom rates for Three-Month Term SOFR will be published. Accordingly, we will need to determine and to instruct the calculation agent concerning the manner and timing for its determination of the applicable Three-Month Term SOFR during the floating rate period. Our determination and implementation of any Three-Month Term SOFR Conventions could result in adverse consequences to the amount of interest that accrues on the notes during the floating rate period, which could adversely affect the return on, value of and market for the notes.

Any Benchmark Replacement may not be the economic equivalent of Three-Month Term SOFR.

Under the benchmark transition provisions of the notes, if the calculation agent determines that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred with respect to Three-Month Term SOFR, then the interest rate on the notes during the floating rate period will be determined using the next-available Benchmark Replacement (which may include a related Benchmark Replacement Adjustment). However, the Benchmark Replacement may not be the economic equivalent of Three-Month Term SOFR. For example, Compounded SOFR, the first-available Benchmark Replacement, is the compounded average of the daily Secured Overnight Financing Rates calculated in arrears, while Three-Month Term SOFR is intended to be a forward-looking rate with a tenor of three months. In addition, very limited market precedent exists for securities that use Compounded SOFR as the rate basis, and the method for calculating Compounded SOFR in those precedents varies. Further, the ISDA Fallback Rate, which is another Benchmark Replacement, has not yet been established and may change over time.

The implementation of Benchmark Replacement Conforming Changes could adversely affect holders of the notes.

Under the benchmark transition provisions of the notes, if a particular Benchmark Replacement or Benchmark Replacement Adjustment cannot be determined, then the next-available Benchmark Replacement or Benchmark Replacement Adjustment will apply. These replacement rates and adjustments may be selected or formulated by (i) the Relevant Governmental Body (such as the ARRC), (ii) ISDA or (iii) in certain circumstances, us. In addition, the benchmark transition provisions expressly authorize us to make certain changes, which are defined in the terms of the notes as “Benchmark Replacement Conforming Changes,” with respect to, among other things, the determination of interest periods, interest reset periods and interest reset dates, and the timing and frequency of determining rates and making payments of interest. The application of a Benchmark Replacement and Benchmark Replacement Adjustment, and any implementation of Benchmark Replacement Conforming Changes, could result in adverse consequences to the amount of interest payable on the notes during the floating rate period, which could adversely affect the return on, value of and market for the notes. Further, there is no assurance that the characteristics of any Benchmark Replacement will be similar to the then-current Benchmark that it is replacing, or that any Benchmark Replacement will produce the economic equivalent of the then-current Benchmark that it is replacing.

We or an affiliate of ours will or could have authority to make determinations and elections that could affect the return on, value of and market for the notes.

Under the terms of the notes, we may make certain determinations, decisions and elections with respect to the interest rate on the notes during the floating rate period, including any determination, decision or election required to be made by the calculation agent that the calculation agent fails to make. We will make any such determination, decision or election in our sole discretion, and any such determination, decision or election that we make could affect the amount of interest payable on the notes during the floating rate period. For example, we are expressly authorized to determine and implement Three-Month Term SOFR Conventions in order to reflect the use of Three-Month Term SOFR as the Benchmark for the floating rate period. In addition, if the calculation agent determines that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred, then we will determine, among other things, the Benchmark Replacement Conforming Changes. Furthermore, if the calculation agent fails, when required, to make a determination that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred, or fails, when required, to determine the Benchmark Replacement and Benchmark Replacement Adjustment, then we will make those determinations in our sole discretion. Furthermore, we or an affiliate of ours may assume the duties of calculation agent. Any exercise of discretion by us under the terms of the notes, including any discretion exercised by us or by an affiliate acting as calculation agent, could present a conflict of interest. In making the required determinations, decisions and elections, we or an affiliate of ours acting as calculation agent may have economic interests that are adverse to the interest of the holders of the notes, and those determinations, decisions or elections could have a material adverse effect on the return on, value of and market for the notes. All determinations, decisions or elections by us, or by us or an affiliate acting as calculation agent, under the terms of the notes will be conclusive and binding absent manifest error.

There can be no assurance that the use of proceeds of the notes to finance Eligible Green Projects will be suitable for the investment criteria of an investor.

We will exercise judgment and use our sole discretion in determining what constitutes an Eligible Green Project. If the use of the net proceeds of this offering is a factor in your decision whether to invest in the notes, you should determine for yourself the relevance of the information set forth under the heading "Use of Proceeds", consult with your counsel or other advisors and undertake any other investigation you deem necessary before investing in the notes. We cannot assure you that the transactions that we select for funding from the net proceeds of this offering will at any time or from time to time meet your expectations concerning environmental or sustainability benefits, expectations for sustainable finance products or any criteria or guidelines with which you are required to comply. In addition, adverse environmental, social or other impacts may occur during the implementation of any Eligible Green Project, and any Eligible Green Project may become controversial or criticized by activist groups or other stakeholders, which could adversely affect the return on, value of and market for the notes.

There is currently no clear definition in the U.S. (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a "green" or an equivalently labeled project or product or as to what precise attributes are required for a particular project or product to be defined as "green" or such other equivalent label, nor can any assurance be given that such a clear definition or consensus will develop over time. Accordingly, no assurance can be given to investors that an Eligible Green Project or the notes will meet any or all investor expectations regarding such "green" or other equivalently labeled objectives or meet any rating criteria, taxonomies, standards or other independent expectations.

There is no assurance or representation given as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by us) that may be made available in connection with the issuance of the notes, in particular as it regards the ability of an Eligible Green Project to fulfill any environmental, social, sustainability or other criteria. No such opinion or certification is, nor should it be deemed to be, a recommendation by us, any underwriter or any other person to buy, sell or hold any notes. Investors must determine for themselves the relevance of any such opinion or certification, the information contained therein and the provider of such opinion or certification for the purpose of any investment in the notes. To our knowledge, the providers of such opinions and certifications are not currently subject to any specific regulatory or other regime or oversight. For the avoidance of doubt, no such opinion or certification is, nor shall it be deemed to be, incorporated into this prospectus supplement or the accompanying prospectus.

The description of Eligible Green Projects set forth under the heading "Use of Proceeds" is for illustrative purposes only and no assurance can be provided that the net proceeds of the notes offered hereby will be allocated to fund transactions with these specific characteristics during the term of the notes. We have significant flexibility in allocating the net proceeds from the notes, including reallocating the net proceeds in the event we determine in our sole discretion that any project receiving an allocation no longer meet our criteria for Eligible Green Projects. In addition, there can be no assurance that the net proceeds of the issuance of the notes will be capable of being allocated in accordance with any timing schedule, and accordingly there can be no assurance that such net proceeds will be totally or partially disbursed for any Eligible Green Projects. There also cannot be any assurance that any Eligible Green Projects will be completed within any specified time period or at all, or that such Eligible Green Projects will achieve the results or outcome, environmental or otherwise, originally expected or anticipated by us or as contemplated by the information set forth under the heading “Use of Proceeds”.

Any failure to apply the net proceeds of the issuance of the notes to any Eligible Green Projects, any failure of Eligible Green Projects to achieve the results or outcome originally expected or anticipated by us, or the withdrawal of any opinion or certification of a third party or any attestation regarding our complying in whole or in part with any matters subject to such opinion, certification or attestation may have a material adverse effect on the return on, value of and market for the notes and may result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose. Furthermore, neither any such failure to apply the net proceeds of the issuance of the notes to any Eligible Green Projects, any such failure of Eligible Green Projects to achieve the results or outcome originally expected or anticipated by us, any such withdrawal of any opinion, certification or attestation, nor any failure to comply with our commitment to certain reporting obligations as described under “Use of Proceeds”, will constitute a covenant breach or an event of default under the notes or the senior indenture.