



JPMorgan Chase Financial Company LLC  
Structured Investments

## Alerian MLP Index<sup>®</sup> ETNs due January 28, 2044

Fully and Unconditionally Guaranteed by JPMorgan Chase & Co.

The risk factor entitled “As a finance subsidiary, JPMorgan Financial has no independent operations and has limited assets.” in the amendment no. 2 dated May 14, 2024 to the pricing supplement dated January 26, 2024 related to the notes referred to above (the “pricing supplement”) is amended, restated and superseded in its entirety by the following:

- **AS A FINANCE SUBSIDIARY, JPMORGAN FINANCIAL HAS NO INDEPENDENT OPERATIONS AND HAS LIMITED ASSETS —**

As a finance subsidiary of JPMorgan Chase & Co., we have no independent operations beyond the issuance and administration of our securities and the collection of intercompany obligations. Aside from the initial capital contribution from JPMorgan Chase & Co., substantially all of our assets relate to obligations of JPMorgan Chase & Co. to make payments under loans made by us to JPMorgan Chase & Co. or under other intercompany agreements. As a result, we are dependent upon payments from JPMorgan Chase & Co. to meet our obligations under the notes. We are not a key operating subsidiary of JPMorgan Chase & Co. and in a bankruptcy or resolution of JPMorgan Chase & Co. we are not expected to have sufficient resources to meet our obligations in respect of the notes as they come due. If JPMorgan Chase & Co. does not make payments to us and we are unable to make payments on the notes, you may have to seek payment under the related guarantee by JPMorgan Chase & Co., and that guarantee will rank *pari passu* with all other unsecured and unsubordinated obligations of JPMorgan Chase & Co. For more information, see the accompanying prospectus addendum.

CUSIP: 48133Q309

**Investing in the notes involves a number of risks. See “Risk Factors” beginning on page S-2 of the accompanying prospectus supplement, Annex A to the accompanying prospectus addendum, “Risk Factors” beginning on page PS-4 of the accompanying product supplement and “Selected Risk Considerations” beginning on page PS-9 of the pricing supplement.**

Neither the Securities and Exchange Commission (the “SEC”) nor any state securities commission has approved or disapproved of the notes or passed upon the accuracy or the adequacy of this amendment, the pricing supplement or the accompanying product supplement, prospectus supplement, prospectus and prospectus addendum. Any representation to the contrary is a criminal offense.

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

You should read this amendment together with the pricing supplement and the related product supplement, prospectus supplement, prospectus and prospectus addendum, each of which can be accessed via the hyperlinks below. Please also see “Additional Terms Specific to the Notes” in the pricing supplement.

- Amendment no. 2 dated May 14, 2024 to the pricing supplement dated January 26, 2024:  
[http://www.sec.gov/Archives/edgar/data/1665650/000121390024043018/ea174371\\_424b2.htm](http://www.sec.gov/Archives/edgar/data/1665650/000121390024043018/ea174371_424b2.htm)
  - Product supplement no. 7-I dated December 19, 2023:  
[http://www.sec.gov/Archives/edgar/data/19617/000121390023096783/ea165293\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000121390023096783/ea165293_424b2.pdf)
  - Prospectus supplement and prospectus, each dated April 13, 2023:  
[http://www.sec.gov/Archives/edgar/data/19617/000095010323005751/crt\\_dp192097-424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000095010323005751/crt_dp192097-424b2.pdf)
  - Prospectus addendum dated June 3, 2024:  
[http://www.sec.gov/Archives/edgar/data/1665650/000095010324007599/dp211753\\_424b3.htm](http://www.sec.gov/Archives/edgar/data/1665650/000095010324007599/dp211753_424b3.htm)