

**SUPPLEMENT No. 4 DATED 27 JULY 2023 TO THE BASE
PROSPECTUS DATED 20 APRIL 2023**

J.P.Morgan

J.P. Morgan Structured Products B.V.
(incorporated with limited liability in The Netherlands)

as Issuer

JPMorgan Chase Financial Company LLC
(incorporated with limited liability in the State of Delaware, United States of America)

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 and as Guarantor in respect of Securities
issued by

JPMorgan Chase Financial Company LLC

**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 20 April 2023 (the "**Original Base Prospectus**"), as supplemented by Supplement No. 1 dated 17 May 2023 and Supplement No. 2 dated 26 May 2023 and Supplement No. 3 Dated 13 July 2023 (the Original Base Prospectus, as so supplemented, the "**Base Prospectus**"), which constitutes four base prospectuses for the purposes of Article 8 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMS**P") (the "**JPMS**P Base Prospectus"), (ii) a base prospectus in respect of JPMorgan Chase Bank, N.A (the "**JPMorgan Chase Bank, N.A. Base Prospectus**"), (iii) a base prospectus in respect of JPMorgan Chase & Co. (the "**JPMorgan Chase & Co. Base Prospectus**") and (iv) a base prospectus in respect of JPMorgan Chase Financial Company LLC ("**JPMCFC**") (the "**JPMCFC 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 JPMS

P, JPMorgan Chase Bank, N.A., JPMorgan Chase & Co. and JPMCFC, irrevocably guaranteed in respect of Securities issued by JPMS

P as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A. and in respect of Securities issued by JPMCFC as to payment, delivery and other obligations by JPMorgan Chase & Co. 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 JPMS

P Base Prospectus, the JPMorgan Chase Bank, N.A. Base Prospectus, the JPMorgan Chase & Co. Base Prospectus and the JPMCFC Base Prospectus.

Purpose of Supplement

The purpose of this Supplement is to incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 14 July 2023 Form 8-K (as defined below).

Right to withdraw acceptances

In accordance with Article 23(2) of the Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Base Prospectus before this Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted 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 31 July 2023. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

Status of Supplement

The Supplement is a supplement for the purposes of Article 23(1) of the Prospectus Regulation. On 20 April 2023, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities.

Responsibility

In relation to the JPMS

P 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, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import. In relation to the JPMorgan Chase & Co. Base Prospectus and the JPMCFC Base Prospectus, JPMorgan Chase & Co. accepts responsibility for the information given in this Supplement and confirms that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

Information being supplemented

I. Incorporation by reference

This Supplement incorporates by reference into the Base Prospectus:

- (a) the Current Report on Form 8-K of JPMorgan Chase & Co. dated 14 July 2023 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 30 June 2023, as filed with the United States Securities and Exchange Commission (the "**JPMorgan Chase & Co. 14 July 2023 Form 8-K**") (available at <https://dl.bourse.lu/dlp/105c5704675f124119b3a07fbabe91eda9>).

A copy of this document has been filed with the CSSF in its capacity as competent authority under Article 31(1) of the Prospectus Regulation and, by virtue of this Supplement, the information set out in the sections of the document referred to below is incorporated by reference into and forms part of the Base Prospectus.

Information incorporated by reference		Page Number
<i>From the JPMorgan Chase & Co. 14 July 2023 Form 8-K*</i>		
Item 2.02	Results of Operations and Financial Condition	Page 2
Item 9.01	Financial Statements and Exhibits	Page 2
Exhibit 99.1	JPMorgan Chase & Co. Earnings Release – Second Quarter 2023 Results	Pages 4 to 12
Exhibit 99.2	JPMorgan Chase & Co. Earnings Release Financial Supplement – Second Quarter 2023	Pages 13 to 44

* The page numbers set out above are references to the PDF pages included in the JPMorgan Chase & Co. 14 July 2023 Form 8-K.

Any information not listed in the above cross-reference table but included in the document referred to in the above cross-reference table is not incorporated herein by reference for the purposes of the Prospectus Regulation and is either (a) covered elsewhere in the Base Prospectus; or (b) not relevant for the investor.

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 document incorporated by reference above should do so in connection with their evaluation of the Securities.

This Supplement and the document incorporated by reference into it will be published on the Luxembourg Stock Exchange's website at *www.luxse.com*. In addition, any person receiving a copy of this Supplement may obtain, without charge, upon written or oral request, copies of the document incorporated by reference herein. Copies of the document 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, London Branch, 160 Queen Victoria Street, London EC4V 4LA, United Kingdom) 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).

Registered Office of JPMSP

J.P. Morgan Structured Products B.V.

Luna ArenA
Herikerbergweg 238
1101 CM Amsterdam
The Netherlands

**Registered Office of
JPMorgan Chase Bank, N.A.**

JPMorgan Chase Bank, N.A.

1111 Polaris Parkway
Columbus, Ohio 43240
United States of America

Principal Executive Office of JPMCFC

JPMorgan Chase Financial Company LLC

383 Madison Avenue
New York, New York 10179
United States of America

**Principal Office of
JPMorgan Chase & Co.**

JPMorgan Chase & Co.

383 Madison Avenue
New York, New York 10179
United States of America

Dealer and Arranger

J.P. Morgan Securities plc

25 Bank Street
Canary Wharf
London, E14 5JP
United Kingdom

Dealers

J.P. Morgan Securities LLC

383 Madison Avenue
5th Floor
New York, New York 10179
United States of America

J.P. Morgan SE

TaunusTurm
Taunustor 1
60310 Frankfurt am Main
Germany

**J.P. Morgan Securities
(Asia Pacific) Limited**

25/F Chater House
8 Connaught Road Central
Hong Kong

**J.P. Morgan Securities
Australia Limited**

Level 18
85 Castlereagh Street
Sydney NSW 2000
Australia

**JPMorgan Securities Japan
Co., Ltd.**

Tokyo Building
7-3 Marunouchi 2-Chome
Chiyoda-ku
Tokyo 100-6432
Japan

**Principal Programme Agent, Paying Agent and
Transfer Agent**

The Bank of New York Mellon, London Branch

160 Queen Victoria Street
London, EC4V 4LA
United Kingdom

Paying Agent, Registrar and Transfer Agent

The Bank of New York Mellon S.A./N.V.

Luxembourg Branch
Vertigo Building
Polaris
2-4 rue Eugène Ruppert
L-2453
Luxembourg

Calculation Agents and Delivery Agents

J.P. Morgan Securities plc

25 Bank Street
Canary Wharf
London, E14 5JP
United Kingdom

J.P. Morgan SE

TaunusTurm
Taunustor 1
60310 Frankfurt am Main
Germany

**J.P. Morgan Securities
LLC**

383 Madison Avenue
5th Floor
New York, New York 10179
United States of America

Luxembourg Listing Agent

The Bank of New York Mellon S.A./N.V., Luxembourg Branch
Vertigo Building
Polaris
2-4 rue Eugène Ruppert
L-2453
Luxembourg

Auditors

**Independent Auditors of
JPMSF**

**PricewaterhouseCoopers
Accountants N.V.**
Thomas R. Malthusstraat 5
1066 JR Amsterdam
The Netherlands

**Independent Auditors of JPMorgan Chase Bank,
N.A.**

PricewaterhouseCoopers LLP
300 Madison Avenue
New York, New York 10017
United States of America

**Independent Registered
Public Accounting Firm of
JPMorgan Chase & Co.**

**PricewaterhouseCoopers
LLP**
300 Madison Avenue
New York, New York 10017
United States of America

**Independent Auditors of JPMorgan Chase
Financial Company LLC**

PricewaterhouseCoopers LLP
300 Madison Avenue
New York, New York 10017
United States of America

Legal Advisers

To the Arranger and Dealer

in respect of English law

Ashurst LLP
London Fruit and Wool Exchange
1 Duval Square
London E1 6PW
United Kingdom

in respect of U.S. law

Ashurst LLP
55 Hudson Yards
18th Floor
New York, NY 10001
United States of America

To J.P. Morgan Structured Products B.V.

in respect of Dutch law

Clifford Chance LLP
Droogbak 1A
1013 GE Amsterdam
PO Box 251
1000 AG Amsterdam
The Netherlands

In respect of Norwegian Securities:

Norwegian Programme Agent

**Skandinaviska Enskilda Banken AB
(publ)**
Oslo Branch
Investor Services
Filipstad Brygge 1
N-0252 Oslo
Norway

Norwegian Registrar

Verdipapirsentralen ASA
Fred Olsens gate 1
N-0152 Oslo
P.O. Box. 1174 Sentrum
N-0107 Oslo
Norway

Legal Adviser to the Issuers

in respect of Norwegian law

**Advokatfirmaet DLA
Piper Norway DA**
Bryggegate 6,
N-0250 Oslo
P.O. Box 1364
Vika
N-0114 Oslo
Norway

In respect of Swedish Securities:

Swedish Programme Agent

**Skandinaviska Enskilda Banken AB
(publ)**
Investor Services, A-S12
Råsta Strandväg 5
SE-169 79 Solna
Sweden

Swedish Registrar

Euroclear Sweden AB
Klarabergsviadukten 63,
Box 191
SE-101 23 Stockholm
Sweden

Legal Adviser to the Issuers

in respect of Swedish law

AG Advokat KB
Regeringsgatan 38
Box 3124
SE-103 62
Stockholm
Sweden

In respect of Finnish Securities

Finnish Programme Agent

**Skandinaviska Enskilda Banken AB
(publ)**
Helsinki Branch
Investor Services
Eteläesplanadi 18,
FI-00130 Helsinki
Finland

Finnish Registrar

Euroclear Finland Oy
Urho Kekkosen katu 5 C
00100 Helsinki
Finland

**Legal Advisers to the Issuers
in respect of Finnish law**

Waselius & Wist
Eteläesplanadi 24 A
00130 Helsinki
Finland

In respect of Danish Notes:

Danish Programme Agent

**Skandinaviska Enskilda Banken AB
(publ)**
Copenhagen Branch
Investor Services Bernstorffsgade 50
1577 Copenhagen V
Denmark

Danish Registrar

**Euronext Securities Copenhagen (VP
Securities A/S)**
Nicolai Eigtveds Gade 8
1402 Copenhagen K
Denmark

**Legal Adviser to the Issuers
in respect of Danish law**

Bech-Bruun Law Firm P/S
Langelinie Allé 35
2100 Copenhagen
Denmark

In respect of French Securities:

French Programme Agent

BNP Paribas S.A.
16, boulevard des Italiens
75009 Paris
France

Dutch Listing Agent

**Cooperatieve Centrale Raiffeisen-
Boerenleenbank BA**
Amstelplein 1, 1096 HA
Amsterdam
The Netherlands

**Legal Advisers to the Arranger
and the Dealers
in respect of French law**

Ashurst LLP
Avocats au Barreau de Paris
18, square Edouard VII
75009 Paris
France

In respect of Swiss Securities:

Swiss Programme Agent

Credit Suisse AG
Paradeplatz 8
8001 Zürich
Switzerland

**Legal Advisers to the Arranger and the Dealers
in respect of Swiss law**

Homburger AG
Prime Tower
Hardstrasse 201
8005 Zurich
Switzerland

In respect of German Securities:

German Programme Agent

BNP Paribas S.A.
Germany Branch
Senckenberganlage 19
60325 Frankfurt am Main
Germany

**Legal Advisers to the Arranger and Dealer
in respect of German securities law**

Simmons & Simmons LLP
MesseTurm
Friedrich-Ebert-Anlage 49
60308 Frankfurt am Main
Germany