

Pricing Supplement dated 7 September 2016

J.P. Morgan Structured Products B.V.

Structured Products Programme for the issuance of Notes, Warrants and Certificates

Guaranteed by JPMorgan Chase Bank, N.A.

Issue of 29,000 Cash Settled Low Exercise Price Warrants on the ordinary shares of DONG-E E-JIAO CO LTD (Bloomberg Code: 000423 CS), due June 2020 (the "Securities") (to be immediately fungible with Issue of 125,000 Cash Settled Low Exercise Price Warrants on the ordinary shares of DONG-E E-JIAO CO LTD (Bloomberg Code: 000423 CS), due June 2020 ("Tranche Number 1"), Issue of 130,000 Cash Settled Low Exercise Price Warrants on the ordinary shares of DONG-E E-JIAO CO LTD (Bloomberg Code: 000423 CS), due June 2020 ("Tranche Number 2") and Issue of 130,000 Cash Settled Low Exercise Price Warrants on the ordinary shares of DONG-E E-JIAO CO LTD (Bloomberg Code: 000423 CS), due June 2020 ("Tranche Number 3", together with Tranche Number 1 and Tranche Number 2, the "Old Securities"))

The offering circular dated 27 April 2016 and the Supplement(s) listed in the Annex hereto (the "Offering Circular") (as completed and (if applicable) amended by this Pricing Supplement) has been prepared on the basis that any offer of Securities in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Securities. The expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State. Accordingly any person making or intending to make an offer in that Relevant Member State of the Securities may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

The Securities will not be offered, sold or otherwise distributed in or from Switzerland and neither this Pricing Supplement nor any other document relating to the Securities may be distributed in or from Switzerland in connection with any such offering or distribution except to individually selected qualified investors within the meaning of, and in accordance with the Swiss Federal Act on Collective Investment Schemes.

If you purchase the Securities described in this Pricing Supplement after the date hereof, you should review the most recent restatement (if any) of the Offering Circular and each supplement thereafter up to (and including) the date of purchase to ensure that you have the most up to date information on the Issuer and (if applicable) the Guarantor on which to base your investment decision (note that the terms and conditions of the Securities will remain as described in this Pricing Supplement and the version of the Original Offering Circular below, subject to any amendments notified to Holders). Each supplement and restatement to this Original Offering Circular and the Offering Circular can be found on (www.bourse.lu) and (www.ise.ie).

RISK FACTORS

Purchase of these Securities involves substantial risks

Investors should ensure that they understand the nature of the risks posed by, and the extent of their exposure under, the Securities. Investors should make all pertinent inquiries they deem necessary without relying on the Issuer, the Guarantor, or the Dealer. Investors should consider the suitability of the Securities as an investment in light of their own circumstances, investment objectives, tax position and financial condition. Investors should consider carefully all the information set forth in this Pricing Supplement along with all the information set forth in the Offering Circular. Investors should pay particular attention to the section entitled "Risk Factors" in the Offering Circular (pages 26 to 82 inclusive).

Unregulated Securities: The Securities do not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and are not subject to supervision by the Swiss Financial Market Supervisory Authority FINMA

None of the Securities constitutes a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and none of the Securities is subject to approval, registration or supervision by the Swiss Financial Market Supervisory Authority FINMA or any other regulatory authority in Switzerland. Accordingly, investors do not have the benefit of the specific investor protection provided under the Swiss Federal Act on Collective Investment Schemes and are exposed to the credit risk of the Issuer and Guarantor.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions and the Specific Product Provisions set forth in the offering circular dated 28 April 2015 and Supplement no.2 dated 8 July 2015 and Supplement no.5 dated 22 September 2015 (as so supplemented, the "**Original Offering Circular**"). This document constitutes the Pricing Supplement of the Securities described herein and must be read in conjunction with the Offering Circular, save in respect of the General Conditions and the Specified Product Provisions which are extracted from the Original Offering Circular and which are incorporated by reference into the Offering Circular. Full information of the Issuer, the Guarantor (if applicable) and the offer of the Securities is only available on the basis of the combination of this Pricing Supplement, the Offering Circular and the Original Offering Circular incorporated by reference therein. The Offering Circular and the Original Offering Circular (including all documents incorporated by reference) are available from The Bank of New York Mellon (Luxembourg) S.A., at Vertigo Building, Polaris, 2-4 rue Eugène Ruppert, L-2453, Luxembourg and The Bank of New York Mellon SA/NV, at Dublin Branch, Hanover Building, 4th Floor, Windmill Lane, Dublin 2, Ireland., and in electronic form on the Luxembourg Stock Exchange's website (www.bourse.lu).

1.	(i)	Issuer:	J.P. Morgan Structured Products B.V.
	(ii)	Guarantor:	JPMorgan Chase Bank, N.A.
2.	(i)	Series Number	Not Applicable
	(ii)	Tranche Number:	Four
3.	Specified Currency or Currencies:		United States dollars ("U.S.\$" or "USD")
4.	Notes, Warrants or Certificates:		Warrants
5.	Number of Warrants:		
	(i)	Series:	414,000
	(ii)	Tranche:	29,000
6.	Issue Price:		USD 8.9673 per Warrant

The Issue Price specified above may be more than the market value of the Securities as at the Issue Date, and the price, if any, at which the Dealer or any other person is willing to purchase the Securities in secondary market transactions is likely to be lower than the Issue Price. In particular, where permitted by applicable law, the Issue Price may take into account amounts with respect to commissions relating to the issue and sale of the Securities as well as amounts relating to the hedging of the Issuer's obligations under the Securities and secondary market prices may

	exclude such amounts
	If any commissions or fees relating to the issue and sale of the Securities have been paid or are payable by the Dealer to an intermediary, then such intermediary may be obliged to fully disclose to its clients the existence, nature and amount of any such commissions or fees (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to such intermediary, including any legislation, regulation and/or rule implementing the Markets in Financial Instruments Directive (Directive 2004/39/EC), or as otherwise may apply in any non-EEA jurisdictions
	Investors in the Securities intending to invest in Securities through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof
(i)	Specified Denomination/ Notional Amount per Warrant:
(ii)	Trading in Units (Notes):
(iii)	Minimum trading Size:
7.	Issue Date:
8.	Settlement Date:

PROVISIONS APPLICABLE TO NOTES

"Paragraphs 9-21 are intentionally deleted"

PROVISIONS APPLICABLE TO WARRANTS

22.	European, American or Bermudan Style:	American Style
23.	Automatic Exercise:	Applicable
24.	Expiration Date:	30 June 2020 (the "Scheduled Expiration Date"), provided that in respect of any Warrant exercised pursuant to General Condition 11.3 (Exercise Procedure) prior to the Scheduled Expiration Date, the Expiration Date in respect of such Warrant following such exercise shall be deemed to be the Exercise Date of such Warrant
25.	Expiration Date subject to Valuation Date adjustment:	Not Applicable
26.	Potential Exercise Date(s):	Not Applicable
27.	Potential Exercise Date subject to Valuation Date adjustment:	Not Applicable

28.	Exercise Amount:	Not Applicable
29.	Exercise Date(s)/Period:	In respect of each Warrant, the Exercise Period shall be as specified in paragraph (a) of the definition of "Exercise Period" in General Condition 31.1 (<i>Definitions</i>), as if the Share Linked Provisions applied to the Warrants
30.	Minimum Exercise Number:	Not Applicable
31.	Maximum Exercise Number:	Not Applicable
32.	Cash Settlement/Issuer Physical Settlement/Holder Physical Settlement:	Cash Settlement is applicable
33.	Settlement Amount:	As defined in LEPW Provision 1 (Settlement Amount) and LEPW Provision 7 (<i>Definitions</i>)

PROVISIONS APPLICABLE TO CERTIFICATES

"Paragraphs 34-40 are intentionally deleted"

SPECIFIC PRODUCT PROVISIONS APPLICABLE TO THE SECURITIES

SHARE LINKED PROVISIONS

41.	Share Linked Provisions:	Not Applicable
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INDEX LINKED PROVISIONS

42.	Index Linked Provisions:	Not Applicable
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COMMODITY LINKED PROVISIONS

43.	Commodity Linked Provisions:	Not Applicable
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FX LINKED PROVISIONS

44.	FX Linked Provisions	Not Applicable
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MARKET ACCESS PARTICIPATION PROVISIONS

45.	Market Access Participation Provisions:	Not Applicable
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LOW EXERCISE PRICE WARRANT PROVISIONS

46.	Low Exercise Price Warrant Provisions:	Applicable, and the following terms as set forth in LEPW Provision 7 (<i>Definitions</i>) shall have the following meanings:
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"Exchange" means in respect of a Share, the **Shenzhen Stock Exchange**;

"Share" means the ordinary shares of **DONG-E E-JIAO CO LTD** (Bloomberg Code: 000423 CS); and

"Trade Date" means **30 June 2015**.

For the avoidance of doubt, for the purposes of LEPW Provision 4.2, QFII Events shall be **Applicable**.

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

47. New Global Note:	Not Applicable
48. Form of Securities:	Registered Securities
(i) Temporary or Permanent Bearer Global Security / Registered Global Security:	Registered Global Security which is exchangeable for Registered Definitive Securities in the limited circumstances specified in the relevant Registered Global Security
(ii) Are the Notes to be issued in the form of obligations under French law?	No
(iii) Name of French Registration Agent:	Not Applicable
(iv) Representation of Holders of Notes/Masse:	Not Applicable
(v) Regulation S/Rule 144A Warrants:	Applicable
49. Record Date:	As defined in LEPW Provision 7 (<i>Definitions</i>)
50. Additional Financial Centre(s) (General Condition 12.2.) or other special provisions relating to payment dates:	Beijing (and, for the avoidance of doubt, New York City)
51. Payment Disruption Event (General Condition 13):	
Relevant Currency:	Specified Currency
52. Extraordinary Hedge Disruption Event (General Condition 17):	Applicable
(i) Extraordinary Hedge Sanctions Event:	Applicable
(ii) Extraordinary Hedge Bail-in Event:	Applicable
(iii) Extraordinary Hedge Currency Disruption Event:	Applicable
53. Early Redemption for Tax on Underlying Hedge Transactions (General Condition 18.4):	Not Applicable
54. Physical Settlement:	Not Applicable
55. Calculation Agent:	J.P. Morgan Securities plc
56. Redenomination, renominalisation and reconventioning provisions:	Not Applicable
57. Gross Up (General Condition 18):	Not Applicable
58. Rounding:	General Condition 22 applies
59. Other terms or special conditions:	Not Applicable

DISTRIBUTION

60. **If non-syndicated, name and address of Dealer:** J.P. Morgan Securities plc of 25 Bank Street, Canary Wharf, London E14 5JP, J.P. Morgan Securities (Asia Pacific) Limited of 25/F Chater House, 8 Connaught Road Central, Hong Kong acting as agent of J.P. Morgan Securities plc of 25 Bank Street, Canary Wharf, London E14 5JP, or J.P. Morgan Securities LLC of 383 Madison Avenue, 5th Floor, New York, New York 10179, United States of America, acting in its own capacity or as agent of J.P. Morgan Securities plc of 25 Bank Street, Canary Wharf, London E14 5JP

61. **Stabilising Manager(s) (if any):** Not Applicable

62. **Total commission and concession:** Not Applicable

63. **U.S. selling restrictions:** Regulation S /Rule 144A

Regulation S/Rule 144A Warrants issued by JPMSP may be sold to certain investors outside the United States in "offshore transactions" (as defined in Regulation S) in reliance on Regulation S and to certain qualified investors in the United States in reliance on Rule 144A of the Securities Act.

ERISA Restrictions for all Securities (including Rule 144A Securities and Securities subject to Regulation S)

JPMSP Standard Restrictions apply: The Securities may not be acquired by, on behalf of, or with the assets of any plans subject to ERISA or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, other than certain insurance company general accounts. See "Subscription and Sale – United States" and "Purchaser representations and requirements and transfer restrictions – ERISA Legends and ERISA Restrictions – (b) JPMSP Standard Restrictions" in the Offering Circular.

64. **Additional Selling Restrictions:** Not Applicable

65. **Swiss Public Offer:** No

GENERAL

66. The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of [•] 1 = U.S.\$ [•] producing a sum of (for Notes not denominated in U.S. dollars): Not Applicable

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the pricing supplement required for the issue and listing and admission to trading on the Luxembourg Stock Exchange's Euro MTF, of the Securities described herein pursuant to the Structured Products Programme for the issuance of Notes, Warrants and Certificates of J.P. Morgan Structured Products B.V., JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co.

GOVERNING LAW AND JURISDICTION

Securities: English Law/Courts of England

Guarantee: English Law/Courts of England

RESPONSIBILITY

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Pricing Supplement. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from the relevant information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

An investor intending to acquire or acquiring any Securities from an offeror will do so, and offers and sales of the Securities to an investor by an offeror will be made, in accordance with any terms and other arrangements in place between such offeror and such investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with investors (other than the Dealer(s)), in connection with the offer or sale of the Securities and, accordingly, this Pricing Supplement will not contain such information. The investor must look to the offeror at the time of such offer for the provision of such information. The Issuer has no responsibility to an investor in respect of such information.

Signed on behalf of the Issuer:

By: _____

Duly authorised

Signed on behalf of the Guarantor:

By: _____

Duly authorised

Marketer: KA YAN CHAN/AL

PART B - OTHER INFORMATION

LISTING AND ADMISSION TO TRADING

Application will be made for the Securities to be listed and admitted to trading on the Luxembourg Stock Exchange's Euro MTF with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

The Issuer has no duty to maintain the listing (if any) of the Securities on the relevant stock exchange(s) over their entire lifetime. Securities may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).

RATINGS	Not Applicable
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INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

"Save as discussed in the section of the Offering Circular entitled "Subscription and Sale", so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue."

REASONS FOR THE ISSUE, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the issue:	Not Applicable
(ii) Estimated net proceeds:	Not Applicable
(iii) Estimated total expenses:	Not Applicable

PERFORMANCE OF REFERENCE ASSET(S) AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET(S)

Details of the past and future performance and the volatility of the Shares may be obtained from Bloomberg® and the website of the Share (www.dongejiao.com).

The Warrants may be exercised on any Exchange Business Day during the Exercise Period (provided that no Market Disruption Event has occurred or is continuing at the time of such exercise), following which the Settlement Amount will be paid in respect of such Warrant on the Settlement Date (as defined in Part A above). The Settlement Amount will vary with the Final Price and the FX Rate on the relevant dates.

If in respect of any Warrant, (i) **99.00** per cent. of the ratio of the Final Price to the FX Rate, less (ii) the Strike Price is less than or equal to zero, then the Holders of such Warrant will not receive any return in respect of such Warrant, which will expire valueless.

Capitalised terms used herein shall have the meanings ascribed to them in Part A and in the LEPW Provisions.

POST-ISSUANCE INFORMATION

The Issuer will not provide any post-issuance information with respect to the Reference Asset(s), unless required to do so by applicable law or regulation.

OPERATIONAL INFORMATION

Intended to be held in a manner which would allow
Eurosystem eligibility: No

ISIN: **NL0010972287**

Common Code: **125700802**

Relevant Clearing System(s) and the relevant identification number(s): Euroclear/Clearstream, Luxembourg

Delivery: Delivery against payment

The Agents appointed in respect of the Securities are: As set out in the Agency Agreement

Registrar: The Bank of New York Mellon (Luxembourg) S.A.

ANNEX

The Offering Circular dated 27 April 2016 has been supplemented by the following Supplement(s):

Supplement(s)	Description	Date
Supplement No. 1	In respect of (i) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 31 March 2016 and (ii) amendments and supplemental information to the Offering Circular	20 May 2016
Supplement No. 2	In respect of the Current Report on Form 8-K of JPMorgan Chase & Co. dated 14 July 2016, containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 30 June 2016	26 July 2016
Supplement No. 3	In respect of (i) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 30 June 2016, (ii) the unaudited interim financial statements of JPMorgan Chase Bank, N.A. for the six months ended 30 June 2016 and (iii) amendments and supplemental information to the Offering Circular	17 August 2016
Supplement No. 4	In respect of the Current Report on Form 8-K of JPMorgan Chase & Co. dated 19 August 2016, concerning settlements related to Washington Mutual Bank	31 August 2016