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***CALCULATION OF REGISTRATION FEE***

<i>Title of Each Class of Securities Offered</i>	<i>Maximum Aggregate Offering Price</i>	<i>Amount of Registration Fee</i>
<i>Notes</i>	\$3,000,000	\$386.40

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Pricing supplement no. 2399  
To prospectus dated November 14, 2011,  
prospectus supplement dated November 14, 2011 and  
product supplement no. 1-V dated March 21, 2014

Pricing supplement to  
Product supplement no. 1-V  
Registration Statement No. 333-177923  
Dated April 25, 2014; Rule 424(b)(2)

# JPMORGAN CHASE & CO.

Structured  
Investments

**Floating Rate Notes Linked to 10-Year Constant Maturity Swap  
Rate due April 30, 2024  
\$3,000,000**

## General

- Unsecured and unsubordinated obligations of JPMorgan Chase & Co. maturing April 30, 2024.
- The notes are designed for investors who seek (a) periodic interest payments that are linked to the 10-Year Constant Maturity Swap Rate as determined on each Determination Date multiplied by 80.00%, provided that such rate will not be less than the Minimum Interest Rate of 2.00% per annum, and (b) the return of their initial investment at maturity. **Any payment on the notes is subject to the credit risk of JPMorgan Chase & Co.**
- These notes have a relatively long maturity relative to other fixed income products. Longer dated notes may be more risky than shorter dated notes. See "Selected Risk Considerations" in this pricing supplement.
- The notes may be purchased in minimum denominations of \$1,000 and in integral multiples of \$1,000 thereafter.
- The notes priced on April 25, 2014 and are expected to settle on or about April 30, 2014.

## Key Terms

Payment at Maturity:	On the Maturity Date, we will pay you the outstanding principal amount of your notes plus any accrued and unpaid interest.
Interest:	We will pay you interest on each Interest Payment Date based on the applicable Day Count Fraction and subject to the Interest Accrual Convention described below and in the accompanying product supplement.
Interest Periods:	The period beginning on and including the Original Issue Date of the notes and ending on but excluding the first Interest Payment Date, and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date, subject to the Interest Accrual Convention described below and in the accompanying product supplement.
Interest Payment Dates:	Interest on the notes will be payable in arrears on the 30th day of January, April, July and October of each year, commencing on July 30, 2014, to and including the Maturity Date, subject to the Business Day Convention and Interest Accrual Convention described below and in the accompanying product supplement.
Interest Rate:	With respect to each Interest Period, a rate per annum equal to the 10-Year CMS Rate multiplied by 80.00%, as determined on each applicable Determination Date, provided that such rate will not be less than the Minimum Interest Rate.
Minimum Interest Rate:	2.00% per annum
10-Year CMS Rate:	The 10-Year Constant Maturity Swap Rate, which is the rate for U.S. dollar swap with a designated maturity of 10 years that appears on Reuters page "ISDAFIX1" (or any successor page) at approximately 11:00 a.m., New York City time, on the Determination Date, as determined by the calculation agent. On the Determination Date, if the 10-Year CMS Rate cannot be determined by reference to Reuters page "ISDAFIX1" (or any successor page), then the calculation agent will determine the 10-Year CMS Rate in accordance with the procedures set forth under "What is the 10-Year CMS Rate?" below.

Determination Date: For each Interest Period, two U.S. Government Securities Business Days immediately prior to the beginning of the applicable Interest Period.

U.S. Government Securities Business Day: Any day, other than a Saturday, Sunday or a day on which the Securities Industry and Financial Markets Association ("SIFMA") recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

Pricing Date: April 25, 2014

Original Issue Date (Settlement Date): April 30, 2014, subject to the Business Day Convention.

Maturity Date: April 30, 2024, subject to the Business Day Convention.

Business Day Convention: Following

Interest Accrual Convention: Unadjusted

Day Count Fraction: 30/360

CUSIP: 48126N6A0

Investing in the notes involves a number of risks. See "Risk Factors" beginning on page PS-14 of the accompanying product supplement no. 1-V and "Selected Risk Considerations" beginning on page PS-2 of this pricing supplement.

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

	Price to Public (1)	Fees and Commissions (2)	Proceeds to Issuer
Per note	\$1,000	\$10.00	\$990.00
Total	\$3,000,000	\$30,000	\$2,970,000

(1) The price to the public includes the estimated cost of hedging our obligations under the notes through one or more of our affiliates.

(2) J.P. Morgan Securities LLC, which we refer to as JPMS, acting as agent for JPMorgan Chase & Co., will pay all of the selling commissions of \$10.00 per \$1,000 principal amount note it receives from us to other affiliated or unaffiliated dealers. See "Plan of Distribution (Conflicts of Interest)" beginning on page PS-43 of the accompanying product supplement no. 1-V.

*The notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.*

**J.P.Morgan**

**April 25, 2014**

### Additional Terms Specific to the Notes

You should read this pricing supplement together with the prospectus dated November 14, 2011, as supplemented by the prospectus supplement dated November 14, 2011, relating to our Series E medium-term notes of which these notes are a part, and the more detailed information contained in product supplement no. 1-V dated March 21, 2014. **This pricing supplement, together with the documents listed below, contains the terms of the notes, supplements the term sheet related hereto and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours.** You should carefully consider, among other things, the matters set forth in “Risk Factors” in the accompanying product supplement no. 1-V and “Selected Risk Considerations” below, as the notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the notes.

You may access these documents on the SEC website at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- Product supplement no. 1-V dated March 21, 2014: [http://www.sec.gov/Archives/edgar/data/19617/000089109214002227/e58025\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109214002227/e58025_424b2.pdf)
- Prospectus supplement dated November 14, 2011: [http://www.sec.gov/Archives/edgar/data/19617/000089109211007578/e46180\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007578/e46180_424b2.pdf)
- Prospectus dated November 14, 2011: [http://www.sec.gov/Archives/edgar/data/19617/000089109211007568/e46179\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007568/e46179_424b2.pdf)

Our Central Index Key, or CIK, on the SEC website is 19617. As used in this pricing supplement, the “Company,” “we,” “us” or “our” refers to JPMorgan Chase & Co.

### Selected Purchase Considerations

- **PRESERVATION OF CAPITAL AT MATURITY** – Regardless of the performance of the 10-Year CMS Rate, we will pay you at least the principal amount of your notes if you hold the notes to maturity. Because the notes are our unsecured and unsubordinated obligations, payment of any amount at maturity is subject to our ability to pay our obligations as they become due.
- **PERIODIC INTEREST PAYMENTS** – The notes offer periodic interest payments on each Interest Payment Date. With respect to the Interest Periods, your notes will pay a rate per annum equal to the 10-Year CMS Rate multiplied by 80.00%, provided that such rate will not be less than the Minimum Interest Rate. The yield on the notes may be less than the overall return you would receive from a conventional debt security that you could purchase today with the same maturity as the notes.
- **TREATED AS VARIABLE RATE DEBT INSTRUMENTS** – You should review carefully the section entitled “Material U.S. Federal Income Tax Consequences” in the accompanying product supplement no. 1-V. You and we agree to treat the notes as “variable rate debt instruments” for U.S. federal income tax purposes. Assuming this characterization is respected, interest paid on the notes will generally be taxable to you as ordinary interest income at the time it accrues or is received in accordance with your method of accounting for U.S. federal income tax purposes. In general, gain or loss realized on the sale, exchange or other disposition of the notes will be capital gain or loss. Prospective purchasers are urged to consult their own tax advisers regarding the U.S. federal income tax consequences of an investment in the notes. Purchasers who are not initial purchasers of notes at their issue price on the Original Issue Date should consult their tax advisers with respect to the tax consequences of an investment in the notes, and the potential application of special rules. Subject to certain assumptions and representations received from us, the discussion in this section entitled “Treated As Variable Rate Debt Instruments”, when read in combination with the section entitled “Material U.S. Federal Income Tax Consequences” in the accompanying product supplement, constitutes the full opinion of Sidley Austin LLP regarding the material U.S. federal income tax treatment of owning and disposing of the notes.

### Selected Risk Considerations

- **THE NOTES ARE NOT ORDINARY DEBT SECURITIES BECAUSE THE INTEREST RATE ON THE NOTES IS VARIABLE AND MAY BE EQUAL TO THE MINIMUM INTEREST RATE** – With respect to the Interest Periods, your notes will pay a rate per annum equal to the 10-Year CMS Rate multiplied by 80.00%, provided that such rate will not be less than the Minimum Interest Rate.

- **THE INTEREST RATE ON THE NOTES IS BASED ON THE 10-YEAR CMS RATE OVER WHICH WE HAVE NO SUBSTANTIVE CONTROL** – The amount of interest, if any, payable on the notes will depend on a number of factors that could affect the levels of the 10-Year CMS Rate, and in turn, could affect the value of the notes. These factors include (but are not limited to) the expected volatility of the 10-Year CMS Rate, interest and yield rates in the market generally, the performance of capital markets, monetary policies, fiscal policies, regulatory or judicial events, inflation, general economic conditions, and public expectations with respect to such factors. These and other factors may have a negative impact on the Interest Rate and on the value of the notes in the secondary market. The effect that any single factor may have on the 10-Year CMS Rate may be partially offset by other factors. We cannot predict the factors that may cause the 10-Year CMS Rate, and consequently the Interest Rate for an Interest Period, to increase or decrease. A decrease in the 10-Year CMS Rate will result in a reduction of the applicable Interest Rate used to calculate the Interest for any Interest Period.
- **VARIABLE RATE NOTES DIFFER FROM FIXED RATE NOTES** – The rate of interest on your notes will be variable and determined based on the 10-Year CMS Rate multiplied by 80.00%, provided that such rate will not be less than the Minimum Interest Rate, which may be less than returns otherwise payable on notes issued by us with similar maturities. You should consider, among other things, the overall potential annual percentage rate of interest to maturity of the notes as compared to other investment alternatives.
- **LONGER DATED NOTES MAY BE MORE RISKY THAN SHORTER DATED NOTES** – By purchasing a note with a longer tenor, you are more exposed to fluctuations in interest rates than if you purchased a note with a shorter tenor. Specifically, you may be negatively affected if certain interest rate scenarios occur. The applicable discount rate, which is the prevailing rate in the market for notes of the same tenor, will likely be higher for notes with longer tenors than if you had purchased a note with a shorter tenor. Therefore, assuming that short term rates rise, the market value of a longer dated note will be lower than the market value of a comparable short term note with similar terms.

- **CREDIT RISK OF JPMORGAN CHASE & CO.** — The notes are subject to the credit risk of JPMorgan Chase & Co., and our credit ratings and credit spreads may adversely affect the market value of the notes. Investors are dependent on JPMorgan Chase & Co.'s ability to pay all amounts due on the notes, and therefore investors are subject to our credit risk and to changes in the market's view of our creditworthiness. Any decline in our credit ratings or increase in the credit spreads charged by the market for taking our credit risk is likely to adversely affect the value of the notes. If we were to default on our payment obligations, you may not receive any amounts owed to you under the notes and you could lose your entire investment.
- **POTENTIAL CONFLICTS** — We and our affiliates play a variety of roles in connection with the issuance of the notes, including acting as calculation agent and hedging our obligations under the notes. In performing these duties, our economic interests and the economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the notes. In addition, our business activities, including hedging and trading activities for our own accounts or on behalf of customers, could cause our economic interests to be adverse to yours and could adversely affect any payments on the notes and the value of the notes. It is possible that hedging or trading activities of ours or our affiliates could result in substantial returns for us or our affiliates while the value of the notes declines. Please refer to "Risk Factors — Risks Relating to the Notes Generally" in the accompanying product supplement for additional information about these risks.
- **THE 10-YEAR CMS RATE WILL BE AFFECTED BY A NUMBER OF FACTORS** — The amount of interest payable on the notes will depend on the 10-Year CMS Rate. A number of factors can affect the 10-Year CMS Rate by causing changes in the value of the 10-Year CMS Rate including, but not limited to:
  - changes in, or perceptions, about future 10-Year CMS Rate levels;
  - general economic conditions in the United States;
  - prevailing interest rates; and
  - policies of the Federal Reserve Board regarding interest rates.These and other factors may have a negative impact on the payment of interest on the notes and on the value of the notes in the secondary market.
- **THE 10-YEAR CMS RATE MAY BE VOLATILE** — The 10-Year CMS Rate is subject to volatility due to a variety of factors affecting interest rates generally, including but not limited to:
  - sentiment regarding the U.S. and global economies;
  - expectation regarding the level of price inflation;
  - sentiment regarding credit quality in U.S. and global credit markets;
  - central bank policy regarding interest rates; and
  - performance of capital markets.
- **CERTAIN BUILT-IN COSTS ARE LIKELY TO ADVERSELY AFFECT THE VALUE OF THE NOTES PRIOR TO MATURITY** — While the payment at maturity described in this pricing supplement is based on the full principal amount of your notes, the original issue price of the notes includes the agent's commission or reflects the deduction of a discount allowed to each agent and includes the estimated cost of hedging our obligations under the notes. As a result, and as a general matter, the price, if any, at which JPMS will be willing to purchase notes from you in secondary market transactions, if at all, will likely be lower than the full principal amount and may be lower than the price at which you initially purchased the notes and any sale prior to the maturity date could result in a substantial loss to you. This secondary market price will also be affected by a number of factors aside from the agent's commission or discount and hedging costs, including those set forth under "Many Economic and Market Factors Will Impact the Value of the Notes" below. The notes are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your notes to maturity.
- **LACK OF LIQUIDITY** — The notes will not be listed on any securities exchange. JPMS intends to offer to purchase the notes in the secondary market but is not required to do so. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the notes easily. Because other dealers are not likely to make a secondary market for the notes, the price at which you may be able to trade your notes is likely to depend on the price, if any, at which JPMS is willing to buy the notes.
- **MANY ECONOMIC AND MARKET FACTORS WILL IMPACT THE VALUE OF THE NOTES** — In addition to the 10-Year CMS Rate on any day, the value of the notes will be affected by a number of economic and market factors

that may either offset or magnify each other, including:

- the expected volatility of the 10-Year CMS Rate;
- the time to maturity of the notes;
- interest and yield rates in the market generally, as well as the volatility of those rates;
- a variety of economic, financial, political, regulatory or judicial events; and
- our creditworthiness, including actual or anticipated downgrades in our credit ratings.

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JPMorgan Structured Investments —  
Floating Rate Notes Linked to 10-Year Constant Maturity Swap Rate

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### Hypothetical Interest Rate for an Interest Period

The following table illustrates the Interest Rate determination for an Interest Period for a hypothetical range of performance of the 10-Year CMS Rate and reflects the Minimum Interest Rate set forth on the cover of this pricing supplement. The hypothetical the 10-Year CMS Rate and interest payments set forth in the following examples are for illustrative purposes only and may not be the actual the 10-Year CMS Rate or interest payment applicable to a purchaser of the notes.

Hypothetical 10-Year CMS Rate		Multiplier		Hypothetical Interest Rate
9.00%	*	80.00%	=	7.20%
8.00%	*	80.00%	=	6.40%
7.00%	*	80.00%	=	5.60%
6.00%	*	80.00%	=	4.80%
5.00%	*	80.00%	=	4.00%
4.00%	*	80.00%	=	3.20%
3.00%	*	80.00%	=	2.40%
2.00%	*	80.00%	=	2.00%*
1.00%	*	80.00%	=	2.00%*
0.00%	*	80.00%	=	2.00%*
-1.00%	*	80.00%	=	2.00%*
-2.00%	*	80.00%	=	2.00%*

\*The Interest Rate cannot be less than the Minimum Interest Rate of 2.00% per annum.

These returns do not reflect fees or expenses that would be associated with any sale in the secondary market. If these fees and expenses were included, the hypothetical total returns shown above would be lower.

### Hypothetical Examples of Interest Rate Calculation

The following examples illustrate how the hypothetical Interest Rates set forth in the table above are calculated for a particular Interest Period, assuming the number of calendar days in the applicable Interest Period is 90.

**Example 1: With respect to a particular Interest Period, the 10-Year CMS Rate is 3.00% on the applicable Determination Date.** The Interest Rate applicable to such Interest Period is 2.40% per annum calculated as follows:

$$3.00\% \times 80.00\% = 2.40\%$$

The corresponding interest payment per \$1,000 principal amount note is calculated as follows:

$$\$1,000 \times 2.40\% \times (90/360) = \$6.00$$

**Example 2: With respect to a particular Interest Period, the 10-Year CMS Rate is -2.00% on the applicable Determination Date.** Because 10-Year CMS Rate of -2.00% multiplied by 80.00% is less than the Minimum Interest Rate of 2.00% per annum, the Interest Rate is the Minimum Interest Rate of 2.00% per annum and the interest payment per \$1,000 principal amount note is calculated as follows:

$$\$1,000 \times 2.00\% \times (90/360) = \$5.00$$



### What is the 10-Year CMS Rate?

The 10-Year CMS Rate is the rate for U.S. dollar swap with a designated maturity of 10 years that appears on Reuters page “ISDAFIX1” (or any successor page) at approximately 11:00 a.m., New York City time, on the Determination Date, as determined by the Calculation Agent.

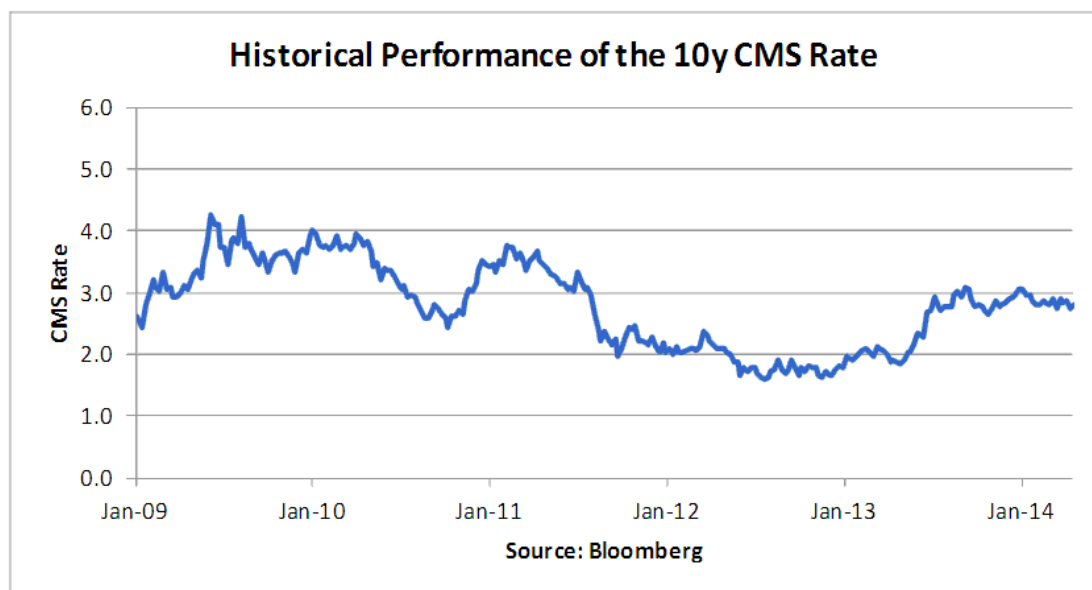
On the Determination Date, if the 10-Year CMS Rate cannot be determined by reference to Reuters page “ISDAFIX1” (or any successor page), then the Calculation Agent will determine the 10-Year CMS Rate, as applicable, for such day on the basis of the mid-market semi-annual swap rate quotations to the Calculation Agent provided by five leading swap dealers in the New York City interbank market (the “Reference Banks”) at approximately 11:00 a.m., New York City time, on such Determination Date, and, for this purpose, the mid-market semi-annual swap rate means the mean of the bid and offered rates for the semi-annual fixed leg, calculated on a 30/360 day count basis, of a fixed-for-floating U.S. Dollar interest rate swap transaction with a term equal to the applicable 10 year maturity commencing on such Determination Date and in a Representative Amount with an acknowledged dealer of good credit in the swap market, where the floating leg, calculated on an actual/360 day count basis, is equivalent to 3- Month USD LIBOR with a designated maturity of three months. The Calculation Agent will request the principal New York City office of each of the Reference Banks to provide a quotation of its rate. If at least three quotations are provided, the rate for that day will be the arithmetic mean of the quotations, eliminating the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest). If fewer than three quotations are provided as requested, the rate will be determined by the Calculation Agent in good faith and in a commercially reasonable manner. Representative Amount means, as determined by the Calculation Agent, an amount that is representative for a single transaction in the relevant market at the relevant time.

### Historical Information

The following graph sets forth the weekly historical performance of the 10-Year CMS Rate from January 2, 2009 through April 25, 2014. We obtained the rates used to construct the graph below from Bloomberg Financial Markets. We make no representation or warranty as to the accuracy or completeness of the information obtained from Bloomberg Financial Markets.

The 10-Year CMS Rate, as it appeared on Reuters page “ISDAFIX1” on April 25, 2014 was 2.764%.

The historical rates should not be taken as an indication of future performance, and no assurance can be given as to the 10-Year CMS Rate on any Determination Date. We cannot give you assurance that the performance of the 10-Year CMS Rate will result in an Interest Rate for any Interest Period that is greater than the Minimum Interest Rate.



### Validity of the Notes

In the opinion of Sidley Austin LLP, as counsel to the Company, when the notes offered by this pricing supplement have been executed and issued by the Company and authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such notes will be valid and binding obligations of the Company, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation,

concepts of good faith, fair dealing and the lack of bad faith), provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the Federal laws of the United States, the laws of the State of New York and the General Corporation Law of the State of Delaware as in effect on the date hereof. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture and the genuineness of signatures and certain factual matters, all as stated in the letter of such counsel dated November 14, 2011, which has been filed as Exhibit 5.3 to the Company's registration statement on Form S-3 filed with the Securities and Exchange Commission on November 14, 2011.

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JPMorgan Structured Investments —  
Floating Rate Notes Linked to 10-Year Constant Maturity Swap Rate

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