

JPMORGAN CHASE & CO
Form 8-A12B
January 24, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

JPMORGAN CHASE & CO.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

13-2624428
(I.R.S. Employer Identification No.)

JPMorgan Chase & Co.

10017

270 Park Avenue

New York, New York
(Address of principal executive offices) **(Zip Code)**
Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|---|--|
| Depository Shares, each representing a 1/400th interest in a share of 6.00% Non-Cumulative Preferred Stock, Series EE | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A file number to which this form relates:

333-209681

Securities to be registered pursuant to Section 12(g) of the Act:

None

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the 74,000,000 depository shares (the "Depository Shares"), each representing a 1/400th interest in a share of JPMorgan Chase & Co.'s 6.00% Non-Cumulative Preferred Stock, Series EE, \$1 par value and with a liquidation preference of \$10,000 per share (equivalent to \$25 per depository share) (the "Preferred Stock"). The terms of the Preferred Stock and the Depository Shares are described in the prospectus, dated April 15, 2016, under the captions "Description of the Preferred Stock" and "Description of the Depository Shares," as supplemented by the prospectus supplement, dated January 16, 2019 (together, the "Prospectus"). Such information, as it may hereafter be amended or supplemented and filed as part of an amendment to the Registration Statement on Form S-3 (File No. 333-209681) of which the Prospectus forms a part or otherwise pursuant to Rule 424(b) under the Securities Act of 1933, as amended, is hereby incorporated by reference.

Item 2. Exhibits.

- 3.1 Restated Certificate of Incorporation of JPMorgan Chase & Co., effective April 5, 2006 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of JPMorgan Chase & Co. (File No. 1-5805), filed on April 7, 2006).
- 3.2 Amendment to the Restated Certificate of Incorporation of JPMorgan Chase & Co., effective June 7, 2013 (incorporated by reference to Appendix F to the Proxy Statement on Schedule 14A of JPMorgan Chase & Co. (File No. 1-5805), filed on April 10, 2013).
- 3.3 Certificate of Designations, Powers, Preferences and Rights of JPMorgan Chase & Co., establishing the rights, preferences, privileges, qualifications, restrictions and limitations relating to the Preferred Stock (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of JPMorgan Chase & Co. (File No. 1-5805), filed on January 24, 2019).
- 3.4 By-Laws of JPMorgan Chase & Co., as amended, effective January 30, 2018 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of JPMorgan Chase & Co. (File No. 1-5805) filed on January 30, 2018).
- 4.1 Form of certificate representing the Preferred Stock (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of JPMorgan Chase & Co. (File No. 1-5805), filed on January 24, 2019).
- 4.2 Deposit Agreement, dated January 24, 2019, among JPMorgan Chase & Co., Computershare Inc, as depository, and the holders from time to time of Depository Receipts (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K of JPMorgan Chase & Co. (File No. 1-5805), filed on January 24, 2019).
- 4.3 Form of Depository Receipt (included as part of Exhibit 4.2).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: January 24, 2019

JPMORGAN CHASE & CO.

By: /s/ Jordan A. Costa

Name: Jordan A. Costa

Title: Managing Director