

JPMORGAN CHASE & CO

Form 424B8

February 05, 2019

February 5, 2019 Registration Statement Nos. 333-222672 and 333-222672-01; Rule 424(b)(8)

JPMorgan Chase Financial Company LLC

Structured Investments

Step-Up Auto Callable Notes Linked to the S&P Economic Cycle Factor Rotator Index due January 30, 2026

Fully and Unconditionally Guaranteed by JPMorgan Chase & Co.

Notwithstanding anything to the contrary set forth in the pricing supplement dated January 28, 2018 (the “pricing supplement”), the Review Dates and the Call Settlement Dates are as set forth below:

**Review Dates\*:** January 28, 2020, January 28, 2021, January 28, 2022, January 30, 2023, January 29, 2024 and January 28, 2025 (final Review Date)

**Call Settlement Dates\*:** January 31, 2020, February 2, 2021, February 2, 2022, February 2, 2023, February 1, 2024, January 31, 2025

CUSIP: 48130WNG2 and 48130WNH0

\* Subject to postponement in the event of a market disruption event and as described under “General Terms of Notes — Postponement of a Determination Date — Notes Linked to a Single Underlying — Notes Linked to a Single Underlying (Other Than a Commodity Index)” and “General Terms of Notes — Postponement of a Payment Date” in the accompanying product supplement

**Investing in the notes involves a number of risks. See “Risk Factors” beginning on page PS-8 of the accompanying product supplement, “Risk Factors” beginning on page US-6 of the accompanying underlying 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, underlying supplement, prospectus supplement and prospectus. 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.*

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

·Pricing Supplement dated January 28, 2019:

[https://www.sec.gov/Archives/edgar/data/19617/000161577419001299/s115684\\_424b2.htm](https://www.sec.gov/Archives/edgar/data/19617/000161577419001299/s115684_424b2.htm)

· Product supplement no. 3-I dated April 5, 2018:

[http://www.sec.gov/Archives/edgar/data/19617/000095010318004518/dp87527\\_424b2-ps3i.pdf](http://www.sec.gov/Archives/edgar/data/19617/000095010318004518/dp87527_424b2-ps3i.pdf)

· Underlying supplement no. 2-I dated April 5, 2018:

[http://www.sec.gov/Archives/edgar/data/19617/000095010318004515/dp89175\\_424b2-2isp.pdf](http://www.sec.gov/Archives/edgar/data/19617/000095010318004515/dp89175_424b2-2isp.pdf)

·Prospectus supplement and prospectus, each dated April 5, 2018:

[http://www.sec.gov/Archives/edgar/data/19617/000095010318004508/dp87767\\_424b2-ps.pdf](http://www.sec.gov/Archives/edgar/data/19617/000095010318004508/dp87767_424b2-ps.pdf)

Amendment no. 1 to pricing supplement dated January 28, 2019 to product supplement no. 3-I dated April 5, 2018, underlying supplement no.2-I dated April 5, 2018 and the prospectus and prospectus supplement, each dated April 5, 2018