

JPMORGAN CHASE & CO
 Form 424B3
 April 01, 2019

Registration Statement Nos. 333-222672 and 333-222672-01 Dated April 1, 2019 North America Structured Investments Rule 424(b)(3) 7yrNC1yr S&P Economic Cycle Factor Rotator Callable PPN Overview Hypothetical Examples of Amounts Upon The S&P Economic Cycle Factor Rotator Index (the "Index") is a rules-based index that seeks to rotate its exposure among one of four distinct strategies (each, a "Sub-Index") based on the current U.S. business cycle indicated by the Chicago Fed National Automatic Call or at Maturity** Activity Index (CFNAI). The CFNAI is a weighted average of 85 monthly indicators of national economic activity that provides a single, summary measure of a common factor in these national economic data. Historical movements in the CFNAI have tended in the past to track periods of economic expansion and contraction, as well as periods of increasing and decreasing inflationary pressure. Each Sub-Index is a rules-based index that seeks to maintain a target volatility of 6% by dynamically allocating between Return at the relevant U.S. excess return style index that it references (each, an "Underlying Equity Index") and the S&P 5-Year U.S. Index Return Total Return if Total Return at Total Return at Maturity Treasury Note Futures Excess Return Index (the "Underlying Treasury Index"). Each Sub-Index deducts a notional borrowing cost at Review Called at First Third Review Sixth Review (applicable if based on a composite LIBOR rate. Date Review Date* Date* Date* there is no The Notes are designed for investors who seek an early exit prior to maturity at a premium, if, on any Review Date, the closing level early call) of the Index is at or above the applicable Call Value. The Call Value will be equal to a percentage of the Initial Value that increases progressively over the term of the Notes, starting at 103.10% of the closing level of the Index on the pricing date. 20.00% 7.00% 21.00% 42.00% 20.00% Summary of Terms Issuer: JPMorgan Chase Financial Company LLC. 10.00% 7.00% 21.00% N/A 10.00% Guarantor: JPMorgan Chase & Co. Minimum Denomination: \$1,000 5.00% 7.00% N/A N/A 5.00% Underlying: S&P Economic Cycle Factor Rotator Index Underlying Ticker: SPECFR6P 3.10% 7.00% N/A N/A 3.10% Review Date Call Value Call Premium* 103.10% 0.00% N/A N/A N/A 0.00% First At least 7.00% Second 106.20% At least 14.00% -5.00% N/A N/A N/A 0.00% Third 109.30% At least 21.00% Fourth 112.40% At least 28.00% -20.00% N/A N/A N/A 0.00% Fifth 115.50% At least 35.00% Sixth (Final) 118.60% At least 42.00% -30.00% N/A N/A N/A 0.00% Automatic Call: If the closing level of the Index on any Review Date is greater than or equal to the applicable Call Value, the Notes will be automatically called for a cash payment, for each \$1,000 Notes, -50.00% N/A N/A N/A 0.00% equal to (a) \$1,000 plus (b) the Call Premium Amount applicable to that Review Date, payable on the applicable Call Settlement Date. No further payments will be made on the -60.00% N/A N/A N/A 0.00% Notes. Payment At Maturity: If the Notes have not been automatically called, at maturity, you will receive a cash payment, -80.00% N/A N/A N/A 0.00% for each \$1,000 Note, of \$1,000 plus the Additional Amount, which may be zero. Participation Rate: 100% -100.00% N/A N/A N/A 0.00% Call Review Dates: Annually Pricing Date: April 15, 2019 N/A indicates that the Notes would not be called on the applicable Review Date Maturity Date: April 20, 2026 and no payment would be made for that date. CUSIP: 48130WV73 * Reflects a call premium of 7.00%. The call premium will be determined on the Preliminary Term Sheet: http://sp.jpmorgan.com/document/cusip/48130WV73/doctype/Product_Termsheet/document.pdf Pricing Date and will not be less than 7.00% per annum, annualized. For more information about the Annual Percentage Yield ("APY") or the estimated value of ** The hypothetical returns on the Notes shown above apply only if you hold the the Notes, which will be lower than the price you paid for the Notes, please see the hyperlink Notes for their entire term. These hypotheticals do not reflect fees or expenses that above. would be associated with any sale in the secondary market. If these fees and expenses were included, the hypothetical returns would likely be lower. Investing in the notes linked the Index involves a number of risks. See "Selected Risks" on page 2 of this document, "Risk Factors" in the relevant product supplement and the underlying supplement and "Selected Risk Considerations" in the relevant pricing supplement. Neither the securities and exchange commission nor any state securities commission has approved or disapproved of the notes or passed upon the accuracy or the adequacy of this document or the accompanying product supplement, underlying supplement, prospectus supplement or prospectus. Any representation to the contract is a criminal offense. *The notes are not bank deposits, are not insured by the Federal Deposit Insurance Corporation or*

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your tax advisor regarding the tax consequences of an investment relatively strong value characteristics (by reference to (1) book value to price ratio, (2) earnings to price ratio and (3) sales to price ratio) and relatively in the notes. weak growth characteristics (by reference to EPS growth, sales per share growth and price momentum). The risks identified above are not exhaustive. Please see “Risk Factors” in the applicable Pricing Supplement and the Offering Circular for additional Buyback: The S&P 500[®] Buyback FCF Excess Return Index is designed to measure the performance of 30 companies (excluding JPMorgan Chase information. & Co., Visa and their past or present affiliated companies) with relatively higher rates of buying back their own stock, relatively higher levels of trading activity in their stock, and relatively higher free cash flow yields, as compared to the S&P 500[®] Index. High Div Low Vol: The S&P 500[®] Low Volatility High Dividend Excess Return Index is designed to measure the performance of the 50 least-volatile among the 75 highest dividend-yielding companies in the S&P 500[®] Index, subject to sector and individual constituent concentration limits. Although the S&P 500[®] Low Volatility High Dividend Excess Return Index measures the performance of high dividend-yielding companies, the S&P 500[®] Low Volatility High Dividend Excess Return Index will not include any dividends paid on the securities that make up the S&P 500[®] Low Volatility High Dividend Excess Return Index. Disclaimer The information contained in this document is for discussion purposes only. Any information relating to performance contained in these materials is illustrative and no assurance is given that any indicative returns, performance or results, whether historical or hypothetical, will be achieved. These terms are subject to change, and J.P. Morgan undertakes no duty to update this information. This document shall be amended, superseded and replaced in its entirety by a subsequent term sheet and/or disclosure supplement, and the documents referred to therein. In the event any inconsistency between the information presented herein and any such term sheet and/or disclosure supplement, such term sheet and/or disclosure supplement shall govern. Past performance, and especially hypothetical back-tested performance, is not indicative of future results. Actual performance may vary significantly from past performance or any hypothetical back-tested performance. This type of information has inherent limitations and you should carefully consider these limitations before placing reliance on such information. IRS Circular 230 Disclosure: JPMorgan Chase & Co. and its affiliates do not provide tax advice. Accordingly, any discussion of U.S. tax matters contained herein (including any attachments) is not intended or written to be used, and cannot be used, in connection with the promotion, marketing or recommendation by anyone unaffiliated with JPMorgan Chase & Co. of any of the matters address herein or for the purpose of avoiding U.S. tax-related penalties. Investment suitability must be determined individually for each investor, and the financial instruments described herein may not be suitable for all investors. This information is not intended to provide and should not be relied upon as providing accounting, legal, regulatory or tax advice. Investors should consult with their own advisors as to these matters. This material is not a product of J.P. Morgan Research Departments. J.P. Morgan Structured Investments | 1 800 576 3529 | jpm_structured_investments@jpmorgan.com