

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): September 14, 2020

JPMorgan Chase & Co.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation or
organization)

1-5805
(Commission File
Number)

13-2624428
(I.R.S. employer
identification no.)

383 Madison Avenue, New
York, New York

(Address of principal
executive offices)

10179

(Zip Code)

Registrant's telephone number, including area code: (212) 270-6000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock	JPM	The New York Stock Exchange
Depository Shares, each representing a one-four hundredth interest in a share of 6.10% Non-Cumulative Preferred Stock, Series AA	JPM PR G	The New York Stock Exchange
Depository Shares, each representing a one-four hundredth interest in a share of 6.15% Non-Cumulative Preferred Stock, Series BB	JPM PR H	The New York Stock Exchange
Depository Shares, each representing a one-four hundredth interest in a share of 5.75% Non-Cumulative Preferred Stock, Series DD	JPM PR D	The New York Stock Exchange
Depository Shares, each representing a one-four hundredth interest in a share of 6.00% Non-Cumulative Preferred Stock, Series EE	JPM PR C	The New York Stock Exchange
Depository Shares, each representing a one-four hundredth interest in a share of 4.75% Non-Cumulative Preferred Stock, Series GG	JPM PR J	The New York Stock Exchange
Alerian MLP Index ETNs due May 24, 2024	AMJ	NYSE Arca, Inc.
Guarantee of Callable Step-Up Fixed Rate Notes due April 26, 2028 of JPMorgan Chase Financial Company LLC	JPM/28	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events

On September 14, 2020, JPMorgan Chase & Co. (“JPMorgan Chase”) issued a press release announcing that J.P. Morgan Securities LLC, a wholly owned indirect subsidiary of JPMorgan Chase, has commenced a cash tender offer (the “Offer”) to purchase any and all of the securities of JPMorgan Chase listed in the table below.

CUSIP Number	Title of Security
46625HQJ2	2.550% Notes due 2021
46625HQB9	Floating Rate Notes due 2021
46625HHZ6	4.625% Notes due 2021
46625HRU6	Floating Rate Notes due 2021
46625HRT9	2.400% Notes due 2021
46625HJC5	4.350% Notes due 2021
46625HJD3	4.500% Notes due 2022
46647PAS5	Fixed-to-Floating Rate Notes due 2022
46647PAT3	Floating Rate Notes due 2022

JPMorgan Chase also announced that it intends to redeem, on or about October 14, 2020, any of its 2.400% Notes due 2021 that remain outstanding after the completion of the Offer.

A copy of the press release relating to these announcements is attached as Exhibit 99 hereto and is incorporated herein by reference.

This Current Report on Form 8-K is neither an offer to purchase nor a solicitation of offers to sell any securities and does not constitute a notice of redemption with respect to the 2.400% Notes due 2021 of JPMorgan Chase. The Offer is being made only pursuant to the Offer to Purchase and the related Notice of Guaranteed Delivery. The Offer is not being made to holders of securities in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

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| 99 | JPMorgan Chase press release dated September 14, 2020. |
| 101 | Pursuant to Rule 406 of Regulation S-T, the cover page is formatted in Inline XBRL (Inline eXtensible Business Reporting Language). |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101). |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JPMORGAN CHASE & CO.
(Registrant)

By: /s/ Jordan A. Costa

Name: Jordan A. Costa

Title: Managing Director

Dated: September 14, 2020

JPMorgan Chase & Co.
 383 Madison Avenue, New York, NY 10179-0001
 NYSE symbol: JPM
www.jpmorganchase.com

JPMORGAN CHASE & CO.

News release: IMMEDIATE RELEASE

**JPMorgan Chase Announces Any and All Cash Tender Offer
 By Its Wholly Owned Subsidiary for \$16.25 Billion of Its Senior Notes and
 Redemption of Its 2.400% Notes Due 2021**

New York, September 14, 2020 – JPMorgan Chase & Co. (“JPMorgan Chase”) announced today the commencement of a cash tender offer (the “Offer”) by J.P. Morgan Securities LLC (“J.P. Morgan Securities”), a wholly owned indirect subsidiary of JPMorgan Chase, to purchase any and all of the securities of JPMorgan Chase listed below (the “Securities”) at the purchase prices indicated:

CUSIP Number	Title of Security	Interest Rate	Maturity	Aggregate Principal Amount Outstanding	Purchase Price Per \$1,000 Principal Amount of Securities ⁽¹⁾
46625HQJ2	2.550% Notes due 2021	2.550%	March 1, 2021	\$2,500,000,000	\$ 1,008.65
46625HQB9	Floating Rate Notes due 2021	3 month LIBOR + 1.48%	March 1, 2021	\$ 750,000,000	\$ 1,005.90
46625HHZ6	4.625% Notes due 2021	4.625%	May 10, 2021	\$2,000,000,000	\$ 1,028.45
46625HRU6	Floating Rate Notes due 2021	3 month LIBOR + 1.10%	June 7, 2021	\$ 750,000,000	\$ 1,007.70
46625HRT9	2.400% Notes due 2021	2.400%	June 7, 2021	\$1,500,000,000	\$ 1,014.70
46625HJC5	4.350% Notes due 2021	4.350%	August 15, 2021	\$3,000,000,000	\$ 1,037.75
46625HJD3	4.500% Notes due 2022	4.500%	January 24, 2022	\$3,250,000,000	\$ 1,058.00
46647PAS5	Fixed-to-Floating Rate Notes due 2022	3.514%	June 18, 2022	\$1,400,000,000	\$ 1,024.15
46647PAT3	Floating Rate Notes due 2022	3 month LIBOR + 0.61%	June 18, 2022	\$1,100,000,000	\$ 1,004.60

(1) Plus an amount equal to accrued and unpaid interest from the last interest payment date to, but not including, the initial settlement date for the applicable series of Securities purchased pursuant to the Offer (the “Initial Settlement Date”).

Investor Contact: Jason Scott
 212-270-2479

Media Contact: Joseph Evangelisti
 212-270-7438

JPMorgan Chase also announced that it intends to redeem, on or about October 14, 2020, any of its 2.400% Notes due 2021 that remain outstanding after the completion of the Offer.

The Offer is being made pursuant to an Offer to Purchase dated today, which contains detailed information concerning the terms of the Offer. The Offer is scheduled to expire at 5:00 p.m., New York City time, on September 18, 2020 unless extended or earlier terminated (the “Expiration Date”). Upon the terms and subject to the conditions of the Offer, the Initial Settlement Date is expected to be September 21, 2020.

Tenders of Securities pursuant to the Offer may be validly withdrawn at any time before the Expiration Date. Securities subject to the Offer may also be validly withdrawn at any time after the 60th business day after commencement of the Offer if for any reason the Offer has not been consummated within 60 business days after commencement.

The tender offer is conditioned upon the satisfaction of certain customary conditions described in the Offer to Purchase. The tender offer is not conditioned upon the tender of any minimum principal amount of Securities. Subject to applicable law, J.P. Morgan Securities may, at its sole discretion, waive any condition applicable to the tender offer and may extend the Offer.

Under certain conditions and as more fully described in the Offer to Purchase, J.P. Morgan Securities may terminate the tender offer before the Expiration Date.

D.F. King & Co., Inc. is serving as the tender agent and information agent. Requests for documents may be directed to D.F. King & Co., Inc. by telephone at +1-212-269-5550 (banks and brokers) or +1 866-796-7182 or email at jpm@dfking.com. Questions regarding the Offer may be directed to J.P. Morgan Securities at +1 866-834-4666 or collect at +1 212-834-8553.

Copies of the Offer to Purchase and related Notice of Guaranteed Delivery are available at the following web address: <http://www.dfking.com/jpm>.

This press release is for informational purposes only and does not constitute an offer to purchase nor the solicitation of an offer to sell any Securities. The Offer is being made only pursuant to the Offer to Purchase and related Notice of Guaranteed Delivery. The Offer is not being made to holders of Securities in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. None of J.P. Morgan Securities, JPMorgan Chase, the Tender Agent, the Information Agent or any of their respective affiliates makes any recommendation in connection with the Offer. Please refer to the Offer to Purchase for a description of terms, conditions, disclaimers and other information applicable to the Offer.

This press release does not constitute a notice of redemption with respect to the 2.400% Notes due 2021 of JPMorgan Chase or an obligation to issue a notice of redemption in respect thereof. Any such notice of redemption will be transmitted to the holders of the 2.400% Notes due 2021 through the facilities and in accordance with the procedures of The Depository Trust Company.

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JPMorgan Chase & Co. (NYSE: JPM) is a leading global financial services firm with assets of \$3.2 trillion and operations worldwide. The Firm is a leader in investment banking, financial services for consumers and small businesses, commercial banking, financial transaction processing, and asset management. A component of the Dow Jones Industrial Average, JPMorgan Chase & Co. serves millions of customers in the United States and many of the world’s most prominent corporate, institutional and government clients under its J.P. Morgan and Chase brands. Information about JPMorgan Chase & Co. is available at www.jpmorganchase.com.

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