

Pricing Term Sheet

This term sheet supplements the information set forth under “Description of the Notes” in the Prospectus Supplement, subject to completion, dated March 9, 2021 to the Prospectus dated April 11, 2019 (the “Preliminary Prospectus Supplement”) and provides information regarding the sale of an additional amount of JPMorgan Chase & Co.’s Floating Rate Notes due 2024.

Issuer:	JPMorgan Chase & Co.
Security Type:	SEC Registered Senior Notes
Security:	Floating Rate Notes due 2024
Currency:	USD
Reopening Size:	\$250,000,000
Total Amount Offered Following Reopening:	\$1,250,000,000
Maturity:	March 16, 2024
Payment Frequency:	Quarterly
Day Count Fraction:	Actual/360
Index:	Benchmark rate, which will initially be Compounded SOFR as described under “Description of the Notes—Interest on the notes” in the Preliminary Prospectus Supplement.
Re-offer Spread to Index:	+58 basis points
Price to Public:	100% of face amount
Proceeds (Before Expenses) to Issuer:	\$249,625,000
Interest Payment Dates:	March 16, June 16, September 16 and December 16 of each year, commencing June 16, 2021
Business Day:	New York
Business Day Convention:	Modified Following Business Day
Reset Frequency:	Quarterly

Optional Redemption:

We may redeem the notes, at our option, in whole, but not in part, on March 16, 2023 upon at least 5 days' but no more than 60 days' notice to holders of the notes, at a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest thereon to, but excluding, the date of redemption.

In addition, we may redeem the notes, at our option, in whole at any time or in part from time to time, on or after February 16, 2024, upon at least 5 days' but no more than 60 days' notice to holders of the notes, at a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest thereon to, but excluding, the date of redemption.

The foregoing supplements and supersedes the information set forth under "Description of the Notes" in the Preliminary Prospectus Supplement.

CUSIP/ISIN:

46647PCA2 / US46647PCA21

Trade Date:

March 10, 2021

Settlement Date:

March 16, 2021 (T+4)

Denominations:

\$2,000 x \$1,000

Sole Bookrunner:

J.P. Morgan Securities LLC

Co-Managers:

C.L. King & Associates, Inc.

R. Seelaus & Co., LLC

Siebert Williams Shank & Co., LLC

Stern Brothers & Co.

Telsey Advisory Group LLC

The offered notes are an additional amount of a series of previously offered notes. The notes offered hereby will have the same terms as, and will be fungible with, the notes previously offered. The notes offered hereby will be issued concurrently with the notes previously offered.

Certain of the underwriters are not U.S. registered broker-dealers, and will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of the Financial Industry Regulatory Authority, Inc.

Settlement Period: The closing will occur on March 16, 2021 which will be more than two U.S. business days after the date of this pricing term sheet. Rule 15c6-1 under the Securities Exchange Act of 1934 generally requires that securities trades in the secondary market settle in two business days, unless the parties to a trade expressly agree otherwise.

JPMorgan Chase & Co. has filed a registration statement (including a prospectus, as supplemented by a prospectus supplement) with the Securities and Exchange Commission, or SEC, for the offering to which this term sheet relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and any other documents relating to this offering that JPMorgan Chase & Co. has filed with the SEC for more complete information about JPMorgan Chase & Co. and this offering. You may get these documents without cost by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect 1-212-834-4533.

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