

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 1934Date of Report: April 5, 2001
-----Commission file number 1-5805
-----J.P. MORGAN CHASE & CO.

(Exact name of registrant as specified in its charter)

Delaware
-----(State or other jurisdiction
of incorporation)13-2624428
-----(I.R.S. Employer
Identification No.)270 Park Avenue, New York, NY

(Address of principal executive offices)

10017

(Zip Code)

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

Item 9. Regulation FD Disclosure

A detailed summary of the performance of the direct private equity investments of JPMorgan Partners ("JPMP"), the private equity business of J.P. Morgan Chase & Co. ("JPMorgan Chase"), is set forth in Exhibit 99.1. The valuations reflected in the figures presented in Exhibit 99.1 are as of January 31, 2001, and the Registrant assumes no responsibility to update such valuations or any other information contained herein. The historical returns achieved by JPMP are not a prediction of future performance and there can be no assurance that these or comparable returns will be achieved by JPMP in the future. The valuations reflected in the figures presented in Exhibit 99.1 have been prepared by JPMP using the valuation policies described in notes (1) through (4) in Exhibit 99.2 and, in some instances, may differ materially from the valuations reflected in JPMorgan Chase's financial statements, which have been prepared in accordance with United States generally accepted accounting principles.

For the notes referred to in Exhibit 99.1, see Exhibit 99.2.

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.

J.P. MORGAN CHASE & CO.
(Registrant)

/s/ Dina Dublon

Dina Dublon
Chief Financial Officer

Dated: April 5, 2001

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EXHIBIT 99.1 - INVESTMENT PERFORMANCE

	INVESTMENT PERFORMANCE (1)									
	FULLY REALIZED AND PUBLIC INVESTMENTS (2)					TOTAL FOR ALL INVESTMENTS (3)				
	NUMBER OF INVESTMENTS	INVESTED CAPITAL	VALUE	GROSS IRR (4)	MULTIPLE OF COST	NUMBER OF INVESTMENTS	INVESTED CAPITAL	VALUE	GROSS IRR (4)	MULTIPLE OF COST
INDUSTRY										
Telecommunications, Media & Technology	174	\$ 1,417	\$ 5,319	90.4%	3.8x	460	\$ 3,845	\$ 8,189	51.7%	2.1x
Life Sciences & Healthcare Infrastructure	70	467	1,292	43.6%	2.8x	144	1,130	1,945	24.6%	1.7x
Industrial	179	1,095	2,808	39.1%	2.6x	318	3,062	5,248	24.4%	1.7x
Consumer, Retail & Services	138	878	1,716	25.7%	2.0x	220	1,876	2,878	16.5%	1.5x
Financial Services	24	222	495	67.7%	2.2x	60	657	1,076	30.9%	1.6x
TOTAL	585	\$ 4,079	\$11,630	54.0%	2.9x	1,202	\$10,570	\$19,336	31.7%	1.8x
ASSET CLASS										
Venture	140	\$ 810	\$ 2,639	100.2%	3.3x	466	\$ 2,835	\$ 5,021	45.6%	1.8x
Buyout	346	2,178	5,515	43.1%	2.5x	509	4,845	8,932	29.0%	1.8x
Growth Equity	99	1,091	3,476	52.9%	3.2x	227	2,890	5,383	28.1%	1.9x
TOTAL	585	\$ 4,079	\$11,630	54.0%	2.9x	1,202	\$10,570	\$19,336	31.7%	1.8x
REGION										
North America	523	\$ 3,694	\$10,692	52.6%	2.9x	929	\$ 8,357	\$16,289	33.8%	2.0x
Latin America	12	113	232	79.5%	2.1x	68	638	787	11.9%	1.2x
Europe	41	231	620	66.9%	2.7x	140	1,241	1,835	27.1%	1.5x
Asia	9	41	86	95.3%	2.1x	65	334	425	17.9%	1.3x
TOTAL	585	\$ 4,079	\$11,630	54.0%	2.9x	1,202	\$10,570	\$19,336	31.7%	1.8x

EXHIBIT 99.2 - NOTES TO TABLE

- (1) This table reflects the performance of all direct private equity investments made by JPMP from January 1, 1984 through January 31, 2001. References to JPMP in this note include JPMP's predecessors, Chemical Venture Partners, Manufacturers Hanover and Chase, but exclude Hambrecht & Quist, Flemings, The Beacon Group and J.P. Morgan Capital Corporation (the heritage private equity organization of J.P. Morgan & Co. Incorporated). The invested capital reflected in this table does not include capital co-invested by third-party investors (e.g., Asia Opportunity Fund, L.P.) alongside JPMP. Direct private equity investments in real estate oriented businesses are excluded from the figures in this table. Mezzanine financings are included in the figures for their respective industry practice groups, asset classes and regions in this table. The historical returns achieved by JPMP are not a prediction of future performance and there can be no assurance that these or comparable returns will be achieved by JPMP in the future. There can be no assurance that the unrealized values reflected in this table will be realized.
- (2) Investments fully realized or publicly traded, with fully realized investments valued based on their respective actual monthly cash flows, and publicly traded investments valued based on their respective closing market prices as of January 31, 2001. As of January 31, 2001, 494 direct private equity investments, comprising approximately \$2.7 billion of invested capital, had been fully realized, resulting in a Gross IRR with respect to such investments of approximately 57.8%, representing 2.9 times such invested capital.
- (3) Total for all direct private equity investments, including unrealized investments in companies that are not publicly traded. JPMP estimates the fair market value of these unrealized investments considering all relevant factors, such as cash flows and comparables. This table reflects data from the comprehensive portfolio valuation as of January 31, 2001.
- (4) Represents the gross compounded annual pre-tax internal rate of return based on monthly investment inflows and outflows as of January 31, 2001, assuming the estimated value of investments that have not been realized is received on January 31, 2001. Gross IRRs are calculated utilizing the time-zero IRR method which assumes all investments are made concurrently and each investment is held for its respective time period.