

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

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【会社名】 ジェー・ピー・モルガン・チェース・アンド・カンパニー  
(JPMorgan Chase & Co.)

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(注) 本書において、文脈上別段の解釈がなされる場合を除き、「当社」とはジェー・ピー・モルガン・チェース・アンド・カンパニーを指す。

1 【提出理由】

当社は、当社の6.125%非累積的優先株式シリーズYの募集を報告するため、金融商品取引法第24条の5第4項並びに企業内容等の開示に関する内閣府令第19条第1項及び第2項第1号の規定に基づき、以下のとおり本外国会社臨時報告書を提出いたします。

2 【報告内容】

(Note)

1. In this document, unless the context requires otherwise, “Company,” “We,” and “Our” means JPMorgan Chase & Co.
2. For the convenience of the Japanese readers, the amounts presented in Japanese Yen in this report were translated at the exchange rate of Japanese Yen (JPY) 119.25 to 1 U.S. Dollar (\$), the T.T.M. rate of the Tokyo Foreign Exchange Market on February 18, 2015. In some parts of this document, the figures in Japanese Yen have been rounded in millions. Such conversion should not be construed as a representation that any amounts represent, or have been or could be converted into, Japanese yen at that or any other rate.

(1) **Type and Name of Securities:**

Depository Shares, each representing a 1/400<sup>th</sup> interest in a share of JPMorgan Chase & Co. 6.125% Non-Cumulative Preferred Stock, Series Y

(2) (a) **Number of the Securities Issued:**

On February 12, 2015, an aggregate of 57,200,000 Depository Shares (equivalent to 143,000 shares of Preferred Stock, Series Y)

(b) **Issue Price and Amount Credited to Statutory Capital Account:**

Issue price: \$ 25 (JPY 2,981.25) per Depository Share

Amount credited to statutory capital account: par value of \$ 1.0 (JPY 119.25) per share of Series Y Preferred Stock

(c) **Aggregate Issue Price and Total Amount Credited to Statutory Capital Account:**

Aggregate issue price: \$ 1,430,000,000 (JPY 170,527,500,000)

Total amount credited to statutory capital account: \$ 143,000 (JPY 17,052,750)

(d) **Content of Depository Shares and Underlying Securities:**

Liquidation Preference: \$10,000 per share of Series Y Preferred Stock (equivalent to \$25 per Depository Share)

Maturity: Perpetual

Dividend Rate (Non- 6.125% per annum  
Cumulative):

The Company will not declare or pay or set aside for payment full dividends on any of our preferred stock ranking as to dividends on a parity with or junior to the Series Y Preferred Stock for any period unless full dividends on the shares of the Series Y Preferred Stock for the most recently completed dividend period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full on the Series Y Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series Y Preferred Stock, all dividends declared and paid upon the shares of the Series Y Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series Y Preferred Stock will be declared and paid pro rata.

So long as any shares of the Series Y Preferred Stock are outstanding, unless full dividends on all outstanding shares of the Series Y Preferred Stock have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed dividend period:

- no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series Y Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) will be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon our common stock or upon any other capital stock ranking junior to the Series Y Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and

- no common stock or other capital stock ranking junior to or on a parity with the Series Y Preferred Stock as to dividends or upon liquidation, dissolution or winding-up will be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Company,

subject to certain limited exceptions.

Dividend Payment Dates: Each March 1, June 1, September 1 and December 1, beginning on June 1, 2015, in each case if declared by the Issuer's board of directors or duly authorized board committee.

**Optional Redemption:** On any Dividend Payment Date on or after March 1, 2020, in whole or from time to time in part, or at any time following notice given within 90 days after a “capital treatment event” (subject to certain limitations) in whole but not in part, at a redemption price equal to \$10,000 per share of Series Y Preferred Stock (equivalent to \$25 per Depositary Share), plus any declared and unpaid dividends, without accumulation of undeclared dividends.

**Voting Rights:** The holders of the Series Y Preferred Stock and of the Depositary Shares will not have voting rights, except as specifically required by applicable law and except as below.

Whenever, at any time or times, dividends on the shares of Series Y Preferred Stock have not been paid for an aggregate of six or more quarterly dividend periods whether or not consecutive, the authorized number of the Company’s directors will automatically be increased by two and the holders of the Series Y Preferred Stock will have the right, with holders of shares of any other class or series of parity preferred stock outstanding at the time upon which like voting rights have been conferred and are exercisable, which we refer to as “voting parity stock,” voting together as a class, to elect two directors, which we refer to as “preferred directors,” to fill such newly created directorships at our next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series Y Preferred Stock for at least four quarterly consecutive dividend periods. At that time such right will terminate, except as expressly provided in the Certificate of Designations or by law, subject to subsequent vesting.

**Ranking:** The Series Y Preferred Stock will rank, as to payment of dividends and distribution of assets upon the Company’s liquidation, dissolution or winding-up, on a parity with any series of preferred stock ranking on a parity with the Series Y Preferred Stock, including “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I”, “5.50% Non-Cumulative Preferred Stock, Series O”, “5.45% Non-Cumulative Preferred Stock, Series P”, “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q”, “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R”, and “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S”, “6.70% Non-Cumulative Preferred Stock, Series T”, “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U” and “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V”, “6.30% Non-Cumulative Preferred Stock, Series W”, and “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X” and senior to the Company’s common stock and to any series of preferred stock ranking junior to the Series Y Preferred Stock.

**Over-allotment Option:** The underwriters also were granted an option to purchase up to an additional 7,200,000 Depositary Shares at the Public Offering Price within 30 days from the initial Public Offering on February 5, 2015 in order to cover over-allotments, if any. The underwriters fully exercised this over-allotment option on February 9, 2015 with an issuance date of February 12, 2015.

(3) **Method of Issuance:**

Public offering by underwriters pursuant to the Underwriting Agreements dated February 5, 2015 (for initial 55,200,000 Depositary Shares) and February 10, 2015 (for 2,000,000 additional Depositary Shares).

(4) **Names of Underwriters:**

**(a) Underwriters for initial 55,200,000 Depositary Shares:**

Sole Bookrunner JP. Morgan Securities LLC

Joint Lead Managers Citigroup Global Markets Inc  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Morgan Stanley & Co. LLC  
UBS Securities LLC  
Wells Fargo Securities, LLC

Co-Managers RBC Capital Markets, LLC  
Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.  
Goldman, Sachs & Co.

Other Underwriters Ameriprise Financial Services, Inc.  
Barclays Capital Inc.  
BB&T Capital Markets, a division of BB&T Securities, LLC  
BNY Mellon Capital Markets, LLC  
Fifth Third Securities, Inc.  
Halliday (HRC Investments Inc.)  
HSBC Securities (USA) Inc.  
Janney Montgomery Scott LLC  
Keefe, Bruyette & Woods, Inc.  
KeyBanc Capital Markets, Inc.  
Mischler Financial Group, Inc.  
Oppenheimer & Co. Inc.  
PNC Capital Markets LLC  
RBS Securities Inc.  
Robert W. Baird & Co. Incorporated  
U.S. Bancorp Investments, Inc.  
Academy Securities, Inc.  
B.C. Ziegler & Company  
Blaylock Robert Van, LLC  
C.L. King & Associates, Inc.  
CastleOak Securities, L.P.  
CAVU Securities, LLC  
City Securities Corporation  
Comerica Securities, Inc.  
D.A. Davidson & Co.  
Davenport & Company LLC  
Drexel Hamilton, LLC  
Guzman & Company  
J.J.B. Hilliard, W.L. Lyons, LLC  
Lebenthal & Co., LLC  
Loop Capital Markets LLC  
Mesirow Financial, Inc.  
MFR Securities, Inc.

nabSecurities, LLC  
Ramirez & Co., Inc.  
Ross, Sinclair & Associates, LLC  
Sandler O'Neill & Partners, L.P.  
Scotia Capital (USA) Inc.  
Siebert Brandford Shank & Co. L.L.C.  
The Williams Capital Group, L.P.  
Toussaint Capital Partners, LLC  
Wedbush Securities Inc.  
William Blair & Company, L.L.C.

**(b) Underwriter for 2,000,000 additional Depositary Shares:**

J.P. Morgan Securities LLC

**(5) Place of Public Offering:**

United States

**(6) Total amount of proceeds from the issuance, and details, amounts and expected time of expenditure for each use of proceeds:**

**(a) Total Amount of Proceeds (net):**

\$ 1,385,970,550 (JPY 165,276,988,088)

(Note) The underwriting commissions of \$0.7875 per Depositary Share were deducted from the public offering price; provided, however, that for sales to certain institutions, the underwriting commissions deducted were \$0.3125 per Depositary Share (for the initial 55,200,000 Depositary Shares), which would increase the proceeds to the Company with respect to these Depositary Shares by \$ 1,015,550.

**(b) Details, amounts and expected time of expenditure for each use of proceeds:**

The Company will use the net proceeds for general corporate purposes. General corporate purposes may include the repayment of debt, investments in or extensions of credit to the Company's subsidiaries, redemption of its securities or the financing of possible acquisitions or business expansion. The Company may invest the net proceeds temporarily or apply them to repay debt until it is ready to use them for their stated purpose.

**(7) Date of Issuance:**

February 12, 2015: 57,200,000 Depositary Shares (143,000 shares of Preferred Stock, Series Y)

**(8) Exchange where the Securities are or are to be Listed:**

The Company intends to apply to list the Depositary Shares on the New York Stock Exchange. If the application is approved, trading of the Depositary Shares on the New York Stock Exchange is expected to commence within 30 days after they are first issued.

-Others-

**(1) Amount of Stated Capital:**

Common Stock \$ 4,105 million (JPY 489,521 million) (as of September 30, 2014)  
 Preferred Stock \$ 20,063 million (JPY 2,392,513 million) (as of September 30, 2014)

**(2) Total Number of Issued Shares:**

Type of Shares	Number of Issued Shares
Ordinary Shares	4,104,933,895 shares (Note 1) (as of September 30, 2014)
Preferred Shares	2,006,250 shares (Note 2) (as of September 30, 2014)

(Note 1) Included treasury stock of 366,745,149 shares

(Note 2) The Company's outstanding preferred shares are follows:

Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I	600,000 shares
5.50% Non-Cumulative Preferred Stock, Series O	125,750 shares
5.45% Non-Cumulative Preferred Stock, Series P	90,000 shares
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q	150,000 shares
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R	150,000 shares
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S	200,000 shares
6.70% Non-Cumulative Preferred Stock, Series T	92,500 shares
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U	100,000 shares
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V	250,000 shares
6.30% Non-Cumulative Preferred Stock, Series W	88,000 shares
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X	160,000 shares

The Company issued the following series of preferred shares since October 1, 2014.

6.125% Non-Cumulative Preferred Stock, Series Y (Note 3)	143,000 shares
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(Note 3) Included in this report.

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