

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 平成29年10月31日

【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.)

【代表者の役職氏名】 秘書役
(Corporate Secretary)
モリー・カーペンター
(Molly Carpenter)

【本店の所在の場所】 アメリカ合衆国 10017 ニューヨーク州 ニューヨーク市
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【代理人の住所又は所在地】 東京都港区元赤坂一丁目2番7号 赤坂Kタワー
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【電話番号】 (03)6888 - 1000

【縦覧に供する場所】 該当なし

(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、当社の固定/変動利率非累積的優先株式シリーズCCの募集を報告するため、金融商品取引法第24条の5第4項及び第15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) 114.16 to 1 U.S. Dollar (\$), the T.T.M. rate of the Tokyo Foreign Exchange Market on October 27, 2017. 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 one-tenth interest in a share of JPMorgan Chase & Co. Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC

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

1,257,500 Depository Shares (equivalent to 125,750 shares of Series CC Preferred Stock)

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

Issue price: \$ 1,000 (JPY 114,160) per Depository Share

Amount credited to statutory capital account: par value of \$ 1.00 (JPY 114.16) per share of Series CC Preferred Stock

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

Aggregate issue price: \$ 1,257,500,000 (JPY 143,556,200,000)

Total amount credited to statutory capital account: \$ 125,750 (JPY 14,355,620)

(d) Content of Depository Shares and Underlying Securities:

Liquidation Preference: \$ 10,000 per share of Series CC Preferred Stock (equivalent to \$ 1,000 per Depository Share)

Maturity: Perpetual (Subject to the Company's optional redemption. See "Optional Redemption" below.)

Dividend Rate (Non-Cumulative): From October 20, 2017 to, but excluding, November 1, 2022, 4.625%, and from and including November 1, 2022, Three-Month LIBOR plus a spread of 2.58%

The Company will not declare or pay or set aside for payment full dividends on any of its preferred stock ranking as to dividends on a parity with or junior to the Series CC Preferred Stock for any period unless full dividends on the shares of the Series CC 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 CC Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series CC Preferred Stock, all dividends declared and paid upon the shares of the Series CC Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series CC Preferred Stock will be declared and paid pro rata.

So long as any shares of the Series CC Preferred Stock are outstanding, unless full dividends on all outstanding shares of the Series CC 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 CC 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 CC 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 CC 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: Beginning on May 1, 2018, each May 1 and November 1 until, but excluding, November 1, 2022, and thereafter, beginning on February 1, 2023, each February 1, May 1, August 1, and November 1, in each case if declared by the Issuer's board of directors or duly authorized board committee.

Optional Redemption: The Company may redeem, out of assets legally available therefor, the Series CC Preferred Stock on any Dividend Payment Date on or after November 1, 2022, 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 CC Preferred Stock (equivalent to \$ 1,000 per Depositary Share), plus any declared and unpaid dividends, without accumulation of undeclared dividends.

Voting Rights: The holders of the Series CC 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 CC Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly dividend periods, as applicable, whether or not consecutive, the authorized number of the Company’s directors will automatically be increased by two and the holders of the Series CC 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 CC Preferred Stock for at least two semi-annual or four quarterly consecutive dividend periods, as applicable. At that time such right will terminate, except as expressly provided in the Certificate of Designations or by law, subject to subsequent revesting.

Ranking: The Series CC 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 CC 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”, “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”, “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V”, “6.30% Non-Cumulative Preferred Stock, Series W”, “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X”, “6.125% Non-Cumulative Preferred Stock, Series Y”, “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z”, “6.10% Non-Cumulative Preferred Stock, Series AA” and “6.15% Non-Cumulative Preferred Stock, Series BB” and senior to the Company’s common stock and to any series of preferred stock ranking junior to the Series CC Preferred Stock.

(3) Method of Issuance:

Public offering by underwriters pursuant to the Underwriting Agreement dated October 13, 2017.

(4) Names of Underwriters:

Sole Bookrunner JP. Morgan Securities LLC

Co-Managers ABN AMRO Securities (USA) LLC
BBVA Securities Inc.
Capital One Securities, Inc.
Danske Markets Inc
Fifth Third Securities, Inc.
ING Financial Markets LLC
Lloyds Securities Inc
Mitsubishi UFJ Securities (USA), Inc
Mizuho Securities USA LLC
RBS Securities Inc.
Santander Investment Securities Inc.
SMBC Nikko Securities America, Inc.
Standard Chartered Bank
SunTrust Robinson Humphrey, Inc.
UniCredit Capital Markets LLC
Academy Securities, Inc.
CastleOak Securities, L.P.
Penserra Securities LLC
Siebert Cisneros Shank & Co., L.L.C.

(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):

\$ 1,244,925,000 (JPY 142,120,638,000)

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

The Company will contribute the net proceeds to its “intermediate holding company” subsidiary, JPMorgan Chase Holdings LLC, which will use those net proceeds for general corporate purposes. General corporate purposes may include investments in its subsidiaries, payments of dividends to the Company, extensions of credit to the Company or its subsidiaries or the financing of possible acquisitions or business expansion. Net proceeds may be temporarily invested pending application for their stated purpose. Interest on the Company's

debt securities and dividends on its equity securities (including dividends on the Series CC Preferred Stock), as well as redemptions or repurchases of its outstanding securities, will be made using amounts the Company receives as dividends or extensions of credit from JPMorgan Chase Holdings LLC or as dividends from JPMorgan Chase Bank, N.A.

(7) **Date of Issuance:**

October 20, 2017

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

Not applicable

-Others-

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

Common Stock \$ 4,105 million (approximately JPY 468,627 million) (as of June 30, 2017)

Preferred Stock \$ 26,068 million (approximately JPY 2,975,923 million) (as of June 30, 2017)

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

| Type of Shares | Number of Issued Shares |
|------------------|---|
| Ordinary Shares | 4,104,933,895 shares (Note 1) (as of June 30, 2017) |
| Preferred Shares | 2,606,750 shares (Note 2) (as of June 30, 2017) |

(Note 1) Included treasury stock of 585,969,485 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 |
| 6.125% Non-Cumulative Preferred Stock, Series Y | 143,000 shares |
| Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z | 200,000 shares |
| 6.10% Non-Cumulative Preferred Stock, Series AA | 142,500 shares |
| 6.15% Non-Cumulative Preferred Stock, Series BB | 115,000 shares |

The Company issued the following series of preferred shares since July 1, 2017.

Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC 125,750 shares
(Note 3)

(Note 3) Included in this report.

以 上