

【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】 2019年8月1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)

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【代理人の氏名又は名称】 弁 護 士 中 村 慎 二

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【事務連絡者氏名】 弁 護 士 山 元 貴 恵
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【電話番号】 (03)6775 - 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FF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) 108.45 to 1 U.S. Dollar (\$), the T.T.M. rate of the Tokyo Foreign Exchange Market on July 29, 2019. 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. Reason for the Filing of this Report

This Report is being filed by the Company due to issuance of the Company’s Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, pursuant to Article 24-5, Paragraph 4 and Paragraph 15 of the Financial Instruments and Exchange Law and Article 19, Paragraph 1 and Paragraph 2, Item 1 of the Ordinance of the Cabinet Office Concerning Disclosure of Information of the Companies.

2. Matters to be Reported

(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 FF

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

2,250,000 Depository Shares (equivalent to 225,000 shares of Series FF Preferred Stock)

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

Issue price: \$ 1,000 (JPY 108,450) per Depository Share

Amount credited to statutory capital account: par value of \$ 1.0 (JPY 108.45) per share of Series FF Preferred Stock

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

Aggregate issue price: \$ 2,250,000,000 (JPY 244,012,500,000)

Total amount credited to statutory capital account: \$ 225,000 (JPY 24,401,250)

(d) Content of Depositary Shares and Underlying Securities:

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

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

Dividend Rate (Non-Cumulative):

From July 31, 2019 to, but excluding, August 1, 2024, 5.00% per annum, and from and including August 1, 2024, at a floating rate equal to a benchmark rate (which is expected to be Three-Month Term SOFR) plus a spread of 3.38% per annum. “Three-Month Term SOFR” means a forward-looking term rate for a tenor of three months based on the Secured Overnight Financing Rate, which rate has been selected or recommended by the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto.

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 FF Preferred Stock for any period unless full dividends on the shares of the Series FF 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 FF Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series FF Preferred Stock, all dividends declared and paid upon the shares of the Series FF Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series FF Preferred Stock will be declared and paid pro rata.

So long as any shares of the Series FF Preferred Stock are outstanding, unless full dividends on all outstanding shares of the Series FF 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 FF 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 FF 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 FF 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 February 1, 2020, each February 1 and August 1 until, but excluding, August 1, 2024, and thereafter, beginning on August 1, 2024, each February 1, May 1, August 1 and November 1, in each case if declared by the Company's board of directors or duly authorized board committee.

Optional Redemption: On any Dividend Payment Date on or after August 1, 2024, 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 FF 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 FF 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 FF 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 FF 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 FF 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 re-vesting.

Ranking: The Series FF 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 FF Preferred Stock, including "Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I", "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", "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", "6.15% Non-Cumulative Preferred Stock, Series BB", "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC", "5.75% Non-Cumulative Preferred Stock, Series DD" and "6.00% Non-Cumulative Preferred Stock, Series EE", and senior to the Company's common stock and to any series of preferred stock ranking junior to the Series FF Preferred Stock.

Over-allotment Option: None.

(3) Method of Issuance:

Public offering by underwriters pursuant to the Underwriting Agreement dated July 24, 2019.

(4) Names of Underwriters:

Sole Bookrunner J.P. Morgan Securities LLC

Co-Managers:

- ANZ Securities, Inc.
- BBVA Securities Inc.
- BMO Capital Markets Corp.
- Capital One Securities, Inc.
- CIBC World Markets Corp.
- Citizens Capital Markets, Inc.
- Fifth Third Securities, Inc.
- ING Financial Markets LLC
- KeyBanc Capital Markets Inc.
- Mizuho Securities USA LLC
- MUFG Securities Americas Inc.
- nabSecurities, LLC
- NatWest Markets Securities Inc.
- Nordea Bank Abp
- PNC Capital Markets LLC
- Santander Investment Securities Inc.
- Scotia Capital (USA) Inc.
- SMBC Nikko Securities America, Inc.
- Standard Chartered Bank
- TD Securities (USA) LLC
- UniCredit Capital Markets LLC

- Academy Securities, Inc.
- Drexel Hamilton, LLC
- Loop Capital Markets LLC
- Samuel A. Ramirez & Company, Inc.
- 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):

\$ 2,227,500,000 (JPY 241,572,375,000)

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

The Company will contribute the net proceeds that it receives from the sale of the Depositary Shares 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 the Company’s 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 FF Preferred Stock represented by the Depositary Shares), as well as redemptions or repurchases of the Company’s 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:**

July 31, 2019

(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 445,187 million) (as of March 31, 2019)

Preferred Stock \$ 26,993 million (approximately JPY 2,927,391 million) (as of March 31, 2019)

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

| Type of Shares | Number of Issued Shares |
|-----------------|--|
| Common Stock | 4,104,933,895 shares (Note 1) (as of March 31, 2019) |
| Preferred Stock | 2,669,250 shares (Note 2) (as of March 31, 2019) |

(Note 1) Included treasury stock of 860,960,924 shares

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

| | |
|---|----------------|
| Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I | 430,375 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 |
| 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 |
| Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC | 125,750 shares |
| 5.75% Non-Cumulative Preferred Stock, Series DD | 169,625 shares |
| 6.00% Non-Cumulative Preferred Stock, Series EE | 185,000 shares |

The Company issued the following series of preferred shares since March 31, 2019:

| | |
|--|----------------|
| Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF | 225,000 shares |
|--|----------------|

(Note 3)

(Note 3) Included in this report.

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