

【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】 2021年7月29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.)

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【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4.20%非累積的優先株式シリーズMM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) 110.25 to 1 U.S. Dollar (\$), the mean of the telegraphic transfer selling and buying exchange rates vis-à-vis customers on MUFG Bank, Ltd. on July 27, 2021. 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 4.20% Non-Cumulative Preferred Stock, Series MM, 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 1/400th interest in a share of JPMorgan Chase & Co. 4.20% Non-Cumulative Preferred Stock, Series MM

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

80,000,000 Depository Shares (equivalent to 200,000 shares of Series MM Preferred Stock)

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

Issue price: \$ 25 (JPY 2,756) per Depository Share

Amount credited to statutory capital account: par value of \$ 1.0 (JPY 110.25) per share of Series MM Preferred Stock

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

Aggregate issue price: \$ 2,000,000,000 (JPY 220,500,000,000)

Total amount credited to statutory capital account: \$ 200,000 (JPY 22,050,000)

(d) Content of Depositary Shares and Underlying Securities:

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

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

Dividend Rate (Non-Cumulative): 4.20% per annum

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

So long as any shares of the Series MM Preferred Stock are outstanding, unless full dividends on all outstanding shares of the Series MM 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 MM 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 MM 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 MM 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 December 1, 2021, 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 September 1, 2026, in whole at any time 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 MM 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 MM 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 MM Preferred Stock have not been paid for an aggregate of six or more 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 MM 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 MM Preferred Stock for at least four 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 retesting.

Ranking: The Series MM 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 MM Preferred Stock, including "Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I", "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", "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X", "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z", "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC", "5.75% Non-Cumulative Preferred Stock, Series DD", "6.00% Non-Cumulative Preferred Stock, Series EE", "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF", "4.75% Non-Cumulative Preferred Stock, Series GG", "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series HH", "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series II", "4.55% Non-Cumulative Preferred Stock, Series JJ", "3.65% Fixed-Rate Reset Non-Cumulative Preferred Stock, Series KK" and "4.625% Non-Cumulative Preferred Stock, Series LL", and senior to the Company's common stock and to any series of preferred stock ranking junior to the Series MM Preferred Stock.

Over-allotment Option: None.

(3) Method of Issuance:

Public offering by underwriters pursuant to the Underwriting Agreement dated July 22, 2021.

(4) Names of Underwriters:

Sole Bookrunner: J.P. Morgan Securities LLC

Joint Lead Managers: BofA Securities, Inc.
Morgan Stanley & Co. LLC
RBC Capital Markets, LLC
UBS Securities LLC
Wells Fargo Securities, LLC

Co-Managers: Citigroup Global Markets Inc.
Goldman Sachs & Co. LLC
TD Securities (USA) 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):

\$ 1,943,607,058.00 (JPY 214,282,678,145)

(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 \$ 0.2500 per Depositary Share.

(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 MM 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 29, 2021

(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 (approximately JPY 453 billion) (as of March 31, 2021)
 Preferred Stock \$ 31,563 million (approximately JPY 3,480 billion) (as of March 31, 2021)

(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, 2021)
Preferred Stock	3,156,250 shares (Note 2) (as of March 31, 2021)

(Note 1) Included treasury stock of 1,077,805,783 shares

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

Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I	293,375 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
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X	160,000 shares
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z	200,000 shares
6.10% Non-Cumulative Preferred Stock, Series AA (Note 3)	142,500 shares
6.15% Non-Cumulative Preferred Stock, Series BB (Note 3)	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
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF	225,000 shares
4.75% Non-Cumulative Preferred Stock, Series GG	90,000 shares
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series HH	300,000 shares
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series II	150,000 shares
4.55% Non-Cumulative Preferred Stock, Series JJ	150,000 shares

The Company has issued the following series of preferred shares since April 1, 2021:

3.65% Fixed-Rate Reset Non-Cumulative Preferred Stock, Series KK	200,000 shares
4.625% Non-Cumulative Preferred Stock, Series LL	185,000 shares
4.20% Non-Cumulative Preferred Stock, Series MM (Note 4)	200,000 shares

(Note 3) The 6.10% Non-Cumulative Preferred Stock, Series AA and 6.15% Non-Cumulative Preferred Stock, Series BB were redeemed in full on June 1, 2021.

(Note 4) Included in this report.

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