

## **Pricing Supplement**

# **JPMORGAN CHASE & CO.**

## **JPMORGAN CHASE & CO.** **("Issuer")**

**A\$225,000,000 3.75% Fixed Rate Medium Term Notes due 9 December 2019**

**A\$10,000,000,000 (in respect of Notes issued by JPMorgan Chase & Co.)**  
**Debt Issuance Programme**  
**("Programme")**

**SERIES NO: 12**  
**TRANCHE NO: 1**

### **PRICING SUPPLEMENT**

in connection with the issue of  
**A\$225,000,000 3.75% Fixed Rate Medium Term Notes due 9 December 2019**  
**("Notes")**

**J.P. Morgan Australia Limited**  
**(ABN 52 002 888 011)**  
**("Lead Manager")**

**Australia and New Zealand Banking Group Limited**  
**(ABN 11 005 357 522)**

**Commonwealth Bank of Australia**  
**(ABN 48 123 123 124)**

**National Australia Bank Limited**  
**(ABN 12 004 044 937)**

**Westpac Banking Corporation**  
**(ABN 33 007 457 141)**

**(each a "Co-Manager", and together the "Co-Managers")**

The date of this Pricing Supplement is 5 December 2014.

This Pricing Supplement, under which the Notes described herein ("**Notes**") are issued, is supplemental to, and should be read in conjunction with, the Information Memorandum dated 26 November 2014 ("**Information Memorandum**") and the Note Deed Poll dated 22 May 2007 ("**Note Deed Poll**"), each issued in relation to the A\$10,000,000,000 (in respect of Notes issued by JPMorgan Chase & Co.) and A\$5,000,000,000 (in respect of Notes issued by JPMorgan Chase Bank, National Association (acting through its New York branch)) Debt Issuance Programme of JPMorgan Chase & Co. and JPMorgan Chase Bank, National Association (acting through its New York branch). The Notes will be issued on the terms of this Pricing Supplement read together with the Information Memorandum. The Issuer, with respect to itself and the Notes issued by it, having made all reasonable enquiries, confirms that the information contained in this Pricing Supplement, when read together with the Information Memorandum (including the information incorporated by reference therein), contains all information that is material in the context of the issue of the Notes.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or invitation by anyone in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

Terms used but not otherwise defined in this Pricing Supplement have the meaning given in the Note Deed Poll. A reference to a "Condition" in this Pricing Supplement is a reference to the corresponding Condition of the Notes in the Information Memorandum.

## TERMS

The terms of the Tranche of Notes and additional provisions relating to their issue are as follows:

1	Series No:	12
2	Tranche No:	1
3	If interchangeable with existing Series:	Not Applicable
4	ISIN:	AU3CB0226033
5	Common Code:	115043064
6	Specified Currency:	Australian dollars (A\$)
7	Currency of payments:	Australian dollars
8	Aggregate Principal Amount of Tranche:	A\$225,000,000
9	Issue Date:	9 December 2014
10	Issue Price:	98.944%
11	Maturity Date:	9 December 2019
12	Issuer:	JPMorgan Chase & Co.
13	Relevant Dealers:	J.P. Morgan Australia Limited (ABN 52 002 888 011)
		Australia and New Zealand Banking Group Limited (ABN 11 005 357 522)

Commonwealth Bank of Australia  
(ABN 48 123 123 124)

National Australia Bank Limited  
(ABN 12 004 044 937)

Westpac Banking Corporation  
(ABN 33 007 457 141)

14 Rating:

The Issuer's senior debt has been rated:

A (Negative) by Standard and Poor's

A3 (Stable) by Moody's Investors Service

A+ (Stable) by Fitch Ratings

A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the ratings agency at any time.

*Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Part 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Pricing Supplement and anyone who receives this Pricing Supplement must not distribute it to any person who is not entitled to receive it.*

15 Place of initial offering:

Australia

16 Issuing and Paying Agent:

BTA Institutional Services Australia Limited  
(ABN 48 002 916 396)

17 Calculation Agent:

BTA Institutional Services Australia Limited

18 Additional Agents:

None

19 Registrar:

BTA Institutional Services Australia Limited

20 Form of Notes:

Registered

21 Denomination:

A\$10,000 provided the minimum aggregate principal amount of Notes issued or transferred in Australia must be at least A\$500,000 (or its equivalent in an alternate currency, and in each case, disregarding moneys lent by the offeror or its associates).

22 Status of the Notes:

Unsecured and Unsubordinated

23 Type of Notes:

Fixed Rate Notes

24	Business Days:	Sydney, London and New York
25	Business Day Convention for purposes other than interest determination (including payments):	Following Business Day Convention
26	Interest:	Applicable
	<b>Fixed Rate Notes:</b>	Applicable. Condition 6 will apply
	(a) Interest Commencement Date:	9 December 2014
	(b) Interest Payment Dates:	Each 9 June and 9 December, commencing on 9 June 2015 and ending on the Maturity Date
	(c) Interest Rate:	3.75% per annum
	(d) Fixed Coupon Amount:	A\$187.50 per A\$10,000 per Interest Payment Date
	(e) Business Day Convention:	Following Business Day Convention
	(f) Day Count Fraction:	RBA Bond Basis
	<b>Floating Rate Notes:</b>	Not Applicable
27	Relevant Financial Centre:	London
28	Minimum Interest Rate:	Not Applicable
29	Maximum Interest Rate:	Not Applicable
30	Default Rate:	Not Applicable
31	Minimum notice period for early redemption for taxation reasons:	30 days
32	Maximum notice period for early redemption for taxation reasons:	60 days
33	Early redemption at the option of Holders (Holder put):	Not Applicable
34	Early redemption at the option of the Issuer (Issuer call):	Not Applicable
35	Minimum notice period for the exercise of the Holder put/Issuer call:	Not Applicable
36	Maximum notice period for the exercise of the Holder put/Issuer call:	Not Applicable
37	Specify any relevant conditions to exercise of Holder put/Issuer call:	Not Applicable
	Specify whether redemption at Holder put / Issuer call is permitted in respect of only some of the Notes and, if so, any minimum	Not Applicable



aggregate principal amount:

- |    |                                      |  |
|----|--------------------------------------|--|
| 38 | Zero Coupon Note Redemption Amount:  | Not Applicable   |
| 39 | Redemption of Partly Paid Notes:     | Not Applicable   |
| 40 | Other relevant terms and conditions: | Not Applicable   |
| 41 | Clearing System:                     | Austraclear System.<br><br>On admission to the Austraclear System, interests in the Notes may be held through Euroclear or Clearstream, Luxembourg as set out in the Information Memorandum.       |
| 42 | Additional selling restrictions:     | Refer to the Information Memorandum for information with respect to selling restrictions and other important information. The Notes may not be offered or sold within the U.S. or to U.S. persons. |
| 43 | Listing:                             | Not Applicable   |
| 44 | Notices:                             | Refer to Information Memorandum  |

**Signed on behalf of the Issuer**

**JPMORGAN CHASE & CO.**

By: 

Name: Irene Apotovsky

Title: Managing Director

Date: 5 December 2014