

**SUPPLEMENT NO. 3 DATED 10 MAY 2019
TO THE BASE PROSPECTUS DATED 26 SEPTEMBER 2018**

J.P.Morgan

J.P. Morgan Structured Products B.V.
(incorporated with limited liability in The Netherlands)

as Issuer

and

J.P. Morgan Securities plc
(incorporated with limited liability in the United Kingdom)

as Guarantor

**Programme for the issuance
of
Notes, Warrants and Certificates**

Arranger and Dealer for the Programme

J.P. Morgan Securities plc

This supplement pursuant to section 16 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) (the "**Supplement**") constitutes a supplement to the base prospectus dated 26 September 2018 (the "**Original Base Prospectus**") as supplemented by Supplement No. 1 dated 9 October 2018 and Supplement No. 2 dated 6 May 2019, (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"), prepared in connection with the issue of non-equity securities under the Programme for the issuance of Notes, Warrants and Certificates by J.P. Morgan Structured Products B.V. and guaranteed by J.P. Morgan Securities plc.

Subject of this Supplement is the inclusion of new factors into the Base Prospectus by incorporation by reference following the publication of the audited annual report of J.P. Morgan Securities plc for the financial year ended 31 December 2018 (the "**JPMS plc 2018 Annual Report**"). The JPMS plc 2018 Annual Report has been published on 8 May 2019. The JPMS plc 2018 Annual Report is incorporated by way of supplement into the JPMS Registration Document (the "**JPMS Registration Document**") constituting two registration documents: (i) the registration document in relation to J.P. Morgan Structured Products B.V., Amsterdam, The Netherlands (the "**Issuer**" or "**JPMS**") and (ii) the registration document in relation to J.P. Morgan Securities plc, London, United Kingdom ("**JPMS plc**" or, the "**Guarantor**").

Amendments and supplemental information to the Base Prospectus

I. Amendments to the section "I. SUMMARY OF THE PROGRAMME"

In the section "SECTION B – ISSUER AND GUARANTOR" element "B.19 (B.4b) – Known trends with respect to the Issuer and the industries in which it operates" on page 10 of the Base Prospectus shall be deleted and replaced by the following information:

"

B.19 (B.4b)	Known trends with respect to the Guarantor and the industries in which it operates	The outlook of JPMS plc for the full 2019 year should be viewed against the backdrop of the global economy, financial markets activity, the geopolitical environment, the competitive environment, client activity levels and regulatory and legislative developments in the countries where the JPMS plc does business. Each of these inter-related factors will affect the performance of JPMS plc and its lines of business.
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In the section "SECTION B – ISSUER AND GUARANTOR" element "B.19 (B.12) – Selected historical key financial information of the Guarantor, no material adverse change statement and description of significant changes in financial or trading position of the Guarantor" on page 10 et seq. of the Base Prospectus shall be deleted and replaced by the following information:

"

B.19 (B.12)	Selected historical key financial information of the Guarantor, no material adverse change statement and description of significant changes in	<p>The following table contains selected financial information in relation to the Guarantor which have been extracted from the audited annual report for the financial year ended 31 December 2018 and the audited annual report for the financial year ended 31 December 2017, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework". FRS 101 applies the recognition and measurement requirements of International Financial Reporting Standards (IFRS) as adopted by the European Union, with reduced disclosures.</p> <table border="1" data-bbox="579 1966 1388 2033"> <tr> <td data-bbox="579 1966 1388 2033">Selected income statement data</td> </tr> </table>	Selected income statement data
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financial or trading position of the Guarantor	(in thousand USD)		Year ended 31 December	
			2018	2017
	Profit on ordinary activities before taxation:		4,362,431	3,599,049
	Profit for the financial year:		3,369,587	2,635,459
	Selected balance sheet data			
	(in thousand USD)		As at 31 December	
			2018	2017
	Total assets:		668,042,178	620,914,735
	Total liabilities:		623,137,736	579,400,215
	Total equity:		44,904,442	41,514,520
There has been no material adverse change in the prospects of the Guarantor since 31 December 2018.				
Not applicable; there has been no significant change in the financial or trading position of the Guarantor subsequent to 31 December 2018.				

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In the section "GERMAN TRANSLATION OF THE SUMMARY OF THE PROGRAMME" in the section "ABSCHNITT B – EMITTENTIN UND GARANTIN" the element "B.19 (B.4b) – Bekannte die Garantin und die Branchen, in denen sie tätig ist, betreffende Trends " on page 42 of the Base Prospectus shall be deleted and replaced by the following information:

"

B.19 (B.4b)	Bekannte die Garantin und die Branchen, in denen sie tätig ist, betreffende Trends	Der Ausblick von JPMS plc für das Gesamtjahr 2019 ist vor dem Hintergrund der globalen Wirtschaft, den Aktivitäten auf den Finanzmärkten, der geopolitischen Lage, der Wettbewerbssituation, dem Grad an Kundenaktivität und den regulatorischen sowie gesetzgeberischen Entwicklungen in den Ländern, in welchen JPMS plc tätig ist, zu betrachten. Jeder dieser Faktoren, welche voneinander abhängig sind, wird die Entwicklung von JPMS plc und ihrer Geschäftsbereiche beeinflussen.
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In the section "GERMAN TRANSLATION OF THE SUMMARY OF THE PROGRAMME" in the section "ABSCHNITT B – EMITTENTIN UND GARANTIN" the element "B.12 – Ausgewählte historische Finanzdaten der Emittentin, Erklärung zu wesentlichen nachteiligen Änderungen und Beschreibung wesentlicher Änderungen in der Finanz- oder Handelsposition der Emittentin" on page 43 of the Base Prospectus shall be deleted and replaced by the following information:

"

<p>B.19 (B.12)</p>	<p>Ausgewählte historische Finanzdaten der Garantin, Erklärung zu wesentlichen nachteiligen Änderungen und Beschreibung wesentlicher Änderungen in der Finanz- oder Handelsposition der Garantin</p>	<p>Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Garantin, die dem geprüften Abschluss für das am 31. Dezember 2018 geendete Geschäftsjahr und dem geprüften Abschluss für das am 31. Dezember 2017 geendete Geschäftsjahr entnommen wurden, und welche gemäß den in Großbritannien geltenden Rechnungslegungsvorschriften, einschließlich FRS 101 "Reduced Disclosure Framework" erstellt wurden. FRS 101 wendet die Ansatz- und Bewertungskriterien der Internationalen Rechnungslegungsgrundsätze (IFRS), wie von der Europäischen Union angenommen, mit verringerten Offenlegungspflichten an.</p> <table border="1" data-bbox="619 835 1361 1637"> <thead> <tr> <th colspan="3">Ausgewählte Daten der Gewinn- und Verlustrechnung</th> </tr> <tr> <th>(in Tausend USD)</th> <th colspan="2">Geschäftsjahr zum 31. Dezember</th> </tr> <tr> <td></td> <th>2018</th> <th>2017</th> </tr> </thead> <tbody> <tr> <td>Ergebnis der normalen Geschäftstätigkeit vor Steuern:</td> <td>4.362.431</td> <td>3.599.049</td> </tr> <tr> <td>Ergebnis für das Geschäftsjahr:</td> <td>3.369.587</td> <td>2.635.459</td> </tr> <tr> <td colspan="3">Ausgewählte Bilanzdaten</td> </tr> <tr> <th>(in Tausend USD)</th> <th colspan="2">Zum 31. Dezember</th> </tr> <tr> <td></td> <th>2018</th> <th>2017</th> </tr> <tr> <td>Summe Aktiva:</td> <td>668.042.178</td> <td>620.914.735</td> </tr> <tr> <td>Summe Verbindlichkeiten:</td> <td>623.137.736</td> <td>579.400.215</td> </tr> <tr> <td>Summe Eigenkapital:</td> <td>44.904.442</td> <td>41.514.520</td> </tr> </tbody> </table> <p>Seit dem 31. Dezember 2018 haben sich bei den Aussichten der Garantin keine wesentlichen nachteiligen Änderungen ergeben. Entfällt; nach dem 31. Dezember 2018 haben sich bei der Finanz- oder Handelsposition der Garantin keine wesentlichen Änderungen ergeben.</p>	Ausgewählte Daten der Gewinn- und Verlustrechnung			(in Tausend USD)	Geschäftsjahr zum 31. Dezember			2018	2017	Ergebnis der normalen Geschäftstätigkeit vor Steuern:	4.362.431	3.599.049	Ergebnis für das Geschäftsjahr:	3.369.587	2.635.459	Ausgewählte Bilanzdaten			(in Tausend USD)	Zum 31. Dezember			2018	2017	Summe Aktiva:	668.042.178	620.914.735	Summe Verbindlichkeiten:	623.137.736	579.400.215	Summe Eigenkapital:	44.904.442	41.514.520
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II. Amendments to section "III. INFORMATION INCORPORATED BY REFERENCE"

In the subsection "1. Documents" on page 134 of the Base Prospectus the following new paragraph shall be added at the end of the list:

- "- The Supplement No. 3 dated 10 May 2019 to the JPMSP Registration Document (the "**3rd Supplement RD**")."

In the subsection "2. Information" in the subsection "Information incorporated by reference" on page 134 et seq. of the Base Prospectus below the tables the following information shall be added:

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From the 3rd Supplement RD

Amendments and supplemental information to Registration Document

Pages 2 to 10

Schedule I

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The Supplement and the Base Prospectus are available free of charge during normal business hours on any weekday (Saturdays and public holidays excepted) at the office of the Programme Agent (BNP Paribas Securities Services S.C.A., Frankfurt Branch, Europa-Allee 12, 60327 Frankfurt am Main, Germany) and furthermore are available on the website <https://www.jpmorgan-zertifikate.de/en/library/legal-documents/> under the section "Legal documents".

Pursuant to article 16 para. 3 of the German Securities Prospectus Act, investors who have already agreed to purchase or subscribe for securities offered under the Base Prospectus before this Supplement has been published shall have the right, exercisable within a time period of two working days after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the securities. No grounds must be stated for the withdrawal, which must be made in text form. The timely dispatch of the withdrawal is sufficient to comply with the deadline.

Addressee of a withdrawal is BNP Paribas Securities Services S.C.A., Frankfurt Branch, Europa-Allee 12, 60327 Frankfurt am Main, Germany.