

JPMORGAN CHASE & CO  
Form 424B2  
October 02, 2014

***CALCULATION OF REGISTRATION FEE***

<i>Title of Each Class of Securities Offered</i>	<i>Maximum Aggregate Offering Price</i>	<i>Amount of Registration Fee</i>
<i>Notes</i>	<i>\$10,609,620</i>	<i>\$1,232.84</i>

September 2014

Pricing Supplement No. 2954

Registration Statement No. 333-177923

Dated September 30, 2014

Filed pursuant to Rule 424(b)(2)

## STRUCTURED INVESTMENTS

Opportunities in U.S. Equities

### PLUS Based on the Value of the EURO STOXX 50<sup>®</sup> Index due January 6, 2016

Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

The PLUS are unsecured and unsubordinated obligations of JPMorgan Chase & Co., will pay no interest, do not guarantee any return of your principal at maturity and have the terms described in the accompanying product supplement no. MS-1-III, underlying supplement no. 1-I, the prospectus supplement and the prospectus, as supplemented or modified by this document. At maturity, if the underlying index has appreciated in value, investors will receive the stated principal amount of their investment plus leveraged upside performance of the underlying index, subject to a maximum payment at maturity. If the underlying index has declined in value, at maturity investors will lose 1% for every 1% decline. The PLUS are for investors who seek an equity-based return and who are willing to risk their principal and forgo current income and upside above the maximum payment at maturity in exchange for the leverage feature that applies to a limited range of positive performance of the index. At maturity, an investor will receive an amount in cash that may be greater than, equal to, or less than the stated principal amount based upon the underlying index closing value on the valuation date. **All payments on the PLUS are subject to the credit risk of JPMorgan Chase & Co. The investor may lose some or all of the stated principal amount of the PLUS.**

#### FINAL TERMS

<b>Issuer:</b>	JPMorgan Chase & Co.
<b>Underlying index:</b>	EURO STOXX 50 <sup>®</sup> Index
<b>Aggregate principal amount:</b>	\$10,609,620
<b>Payment at maturity:</b>	If the final index value is <i>greater than</i> the initial index value, for each \$10 stated principal amount PLUS,  \$10 + leveraged upside payment  <i>In no event will the payment at maturity exceed the maximum payment at maturity.</i>  If the final index value is <i>less than or equal to</i> the initial index value, for each \$10 stated principal amount PLUS,  \$10 × index performance factor <i>This amount will be less than or equal to the stated principal amount of \$10 per PLUS.</i>
<b>Leveraged upside payment:</b>	\$10 × leverage factor × index percent increase
<b>Index percent increase:</b>	(final index value – initial index value) / initial index value
<b>Initial index value:</b>	The index closing value of the underlying index on the pricing date, which was 3,225.93
<b>Final index value:</b>	The index closing value of the underlying index on the valuation date
<b>Leverage factor:</b>	300%
<b>Index performance factor:</b>	final index value / initial index value
<b>Maximum payment at maturity:</b>	\$11.65 (116.50% of the stated principal amount) per PLUS.
<b>Stated principal amount:</b>	\$10 per PLUS
<b>Issue price:</b>	\$10 per PLUS (see Commissions and issue price below)
<b>Pricing date:</b>	September 30, 2014
<b>Original issue date (settlement date):</b>	October 3, 2014
<b>Valuation date:</b>	December 31, 2015, subject to postponement in the event of certain market disruption events and as described under Description of PLUS Postponement of a Determination Date in the accompanying product supplement no.

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<b>Maturity date:</b>	January 6, 2016, subject to postponement in the event of certain market disruption events and as described under Description of PLUS Payment at Maturity in the accompanying product supplement no. MS-1-III
<b>CUSIP / ISIN:</b>	481246346 / US4812463465
<b>Listing:</b>	The PLUS will not be listed on any securities exchange.
<b>Agent:</b>	J.P. Morgan Securities LLC ( JPMS )

Commissions and issue price:	Price to Public <sup>(1)(2)</sup>	Fees and Commissions	Proceeds to Issuer
<b>Per PLUS</b>	\$10.00	\$0.175 <sup>(2)(3)</sup>	\$9.775
<b>Total</b>	\$10,609,620.00	\$238,716.45	\$10,370,903.55

- (1) See Additional Information about the PLUS Use of proceeds and hedging in this document for information about the components of the price to public of the PLUS.
- (2) The actual price to public and commissions for a particular investor may be reduced for volume purchase discounts depending on the aggregate amount of PLUS purchased by that investor. The lowest price payable by an investor is \$9.925 per PLUS. Please see Syndicate Information on page 13 for further details.
- (3) JPMS, acting as agent for JPMorgan Chase & Co., will pay all of the selling commissions of \$0.175 per \$10 stated principal amount PLUS it receives from us to Morgan Stanley Smith Barney LLC ( Morgan Stanley Wealth Management ). See Underwriting (Conflicts of Interest) beginning on page PS-69 of the accompanying product supplement no. MS-1-III.
- (4) Reflects a structuring fee payable to Morgan Stanley Wealth Management by the agent or its affiliates of \$0.05 for each \$10 stated principal amount PLUS

The estimated value of the PLUS on the pricing date as determined by JPMS was \$9.678 per \$10 stated principal amount PLUS. See Additional Information about the PLUS JPMS s estimated value of the PLUS in this document for additional information.

Investing in the PLUS involves a number of risks. See Risk Factors beginning on page PS-17 of the accompanying product supplement no. MS-1-III, Risk Factors beginning on page US-1 of the accompanying underlying supplement no. 1-I and Risk Factors beginning on page 5 of this document.

Neither the Securities and Exchange Commission (the SEC ) nor any state securities commission has approved or disapproved of the PLUS or passed upon the accuracy or the adequacy of this document or the accompanying product supplement, underlying supplement, prospectus supplement and prospectus. Any representation to the contrary is a criminal offense.

The PLUS are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

**You should read this document together with the related product supplement no. MS 1-III, underlying supplement no. 1-I, prospectus supplement and prospectus, each of which can be accessed via the hyperlinks below. Please also see Additional Information about the PLUS at the end of this document.**

Product supplement no. MS-1-III dated March 18, 2014: [http://www.sec.gov/Archives/edgar/data/19617/000089109214002102/e57956\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109214002102/e57956_424b2.pdf)

Underlying supplement no. 1-I dated November 14, 2011: [http://www.sec.gov/Archives/edgar/data/19617/000089109211007615/e46154\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007615/e46154_424b2.pdf)

Prospectus supplement dated November 14, 2011: [http://www.sec.gov/Archives/edgar/data/19617/000089109211007578/e46180\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007578/e46180_424b2.pdf)

Prospectus dated November 14, 2011: [http://www.sec.gov/Archives/edgar/data/19617/000089109211007568/e46179\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007568/e46179_424b2.pdf)

## PLUS Based on the Value of the EURO STOXX 50® Index due January 6, 2016

Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

## Investment Summary

### Performance Leveraged Upside Securities

The PLUS Based on the Value of the EURO STOXX 50® Index due January 6, 2016 (the PLUS ) can be used:

- ⌋ As an alternative to direct exposure to the underlying index that enhances returns for a certain range of positive performance of the underlying index.
- ⌋ To enhance returns and potentially outperform the underlying index in a moderately bullish scenario.
- ⌋ To potentially achieve similar levels of upside exposure to the underlying index as a direct investment, subject to the maximum payment at maturity, while using fewer dollars by taking advantage of the leverage factor.  
The PLUS are exposed on a 1:1 basis to the negative performance of the underlying index.

<b>Maturity:</b>	Approximately 15 months
<b>Leverage factor:</b>	300%
<b>Maximum payment at maturity:</b>	\$11.65 (116.50% of the stated principal amount) per PLUS
<b>Minimum payment at maturity:</b>	None. Investors may lose their entire initial investment in the PLUS.

## PLUS Based on the Value of the EURO STOXX 50® Index due January 6, 2016

Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

### Key Investment Rationale

PLUS offer leveraged exposure to an underlying asset, which may be equities, commodities and/or currencies, without any protection against negative performance of the asset. If the asset has decreased in value, investors are fully exposed to the negative performance of the asset. At maturity, if the asset has appreciated, investors will receive the stated principal amount of their investment plus leveraged upside performance of the underlying asset, subject to the maximum payment at maturity. At maturity, if the asset has depreciated, the investor will lose 1% for every 1% decline. **Investors may lose some or all of the stated principal amount of the PLUS.**

#### Leveraged Performance

The PLUS offer investors an opportunity to capture enhanced returns for a certain range of positive performance relative to a direct investment in the underlying index.

#### Upside Scenario

The underlying index increases in value and, at maturity, the PLUS pay the stated principal amount of \$10 plus 300% of the index percent increase, subject to the maximum payment at maturity of \$11.65 (116.50% of the stated principal amount) per PLUS.

#### Par Scenario

The final index value is equal to the initial index value and, at maturity, the PLUS pay the stated principal amount of \$10 per PLUS.

#### Downside Scenario

The underlying index declines in value and, at maturity, the PLUS pay an amount that is less than the stated principal amount by an amount that is proportionate to the percentage decline of the final index value from the initial index value. (Example: if the underlying index decreases in value by 20%, the PLUS will pay an amount that is less than the stated principal amount by 20%, or \$8 per PLUS.)

## PLUS Based on the Value of the EURO STOXX 50® Index due January 6, 2016

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## How the PLUS Work

### Payoff Diagram

The payoff diagram below illustrates the payment at maturity on the PLUS based on the following terms:

<b>Stated principal amount:</b>	\$10 per PLUS
<b>Leverage factor:</b>	300%
<b>Maximum payment at maturity:</b>	\$11.65 (116.50% of the stated principal amount) per PLUS

### How it works

- ⌋ **Upside Scenario.** If the final index value is greater than the initial index value, for each \$10 principal amount PLUS investors will receive the \$10 stated principal amount *plus* 300% of the appreciation of the underlying index over the term of the PLUS, subject to the maximum payment at maturity. Under the terms of the PLUS, an investor will realize the maximum payment at maturity at a final index value of 105.50% of the initial index value.
- ⌋ **Par Scenario.** If the final index value is equal to the initial index value, investors will receive the stated principal amount of \$10 per PLUS.
- ⌋ **Downside Scenario.** If the final index value is less than the initial index value, investors will receive an amount that is less than the stated principal amount by an amount proportionate to the percentage decrease of the final index value from the initial index value.
  - ⌋ For example, if the underlying index depreciates 50%, investors will lose 50% of their principal and receive only \$5 per PLUS at maturity, or 50% of the stated principal amount.

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The hypothetical returns and hypothetical payments on the PLUS shown above apply **only if you hold the PLUS for their entire term**. These hypotheticals do not reflect fees or expenses that would be associated with any sale in the secondary market. If these fees and expenses were included, the hypothetical returns and hypothetical payments shown above would likely be lower.

## PLUS Based on the Value of the EURO STOXX 50® Index due January 6, 2016

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### Risk Factors

*The following is a non-exhaustive list of certain key risk factors for investors in the PLUS. For further discussion of these and other risks, you should read the sections entitled "Risk Factors" beginning on page PS-17 of the accompanying product supplement no. MS-1-III and "Risk Factors" beginning on page US-1 of the accompanying underlying supplement no. 1-I. We also urge you to consult your investment, legal, tax, accounting and other advisers in connection with your investment in the PLUS.*

- ⌋ **PLUS do not pay interest or guarantee the return of any principal and your investment in the PLUS may result in a loss.** The terms of the PLUS differ from those of ordinary debt securities in that the PLUS do not pay interest or guarantee the payment of any principal amount at maturity. If the final index value is less than the initial index value, the payment at maturity will be an amount in cash that is less than the stated principal amount of each PLUS by an amount proportionate to the decrease in the value of the underlying index and may be zero.
- ⌋ **The appreciation potential of the PLUS is limited by the maximum payment at maturity.** The appreciation potential of the PLUS is limited by the maximum payment at maturity of \$11.65 (116.50% of the stated principal amount) per PLUS. Although the leverage factor provides 300% exposure to any increase in the final index value as compared to the initial index value on the valuation date, because the maximum payment at maturity will be limited to 116.50% of the stated principal amount for the PLUS, any increase in the final index value by more than 5.50% will not further increase the return on the PLUS.
- ⌋ **The PLUS are subject to the credit risk of JPMorgan Chase & Co., and any actual or anticipated changes to our credit ratings or credit spreads may adversely affect the market value of the PLUS.** Investors are dependent on JPMorgan Chase & Co.'s ability to pay all amounts due on the PLUS. Any actual or anticipated decline in our credit ratings or increase in the credit spreads determined by the market for taking our credit risk is likely to adversely affect the market value of the PLUS. If we were to default on our payment obligations, you may not receive any amounts owed to you under the PLUS and you could lose your entire investment.
- ⌋ **Economic interests of the issuer, the calculation agent, the agent of the offering of the PLUS and other affiliates of the issuer may be different from those of investors.** We and our affiliates play a variety of roles in connection with the issuance of the PLUS, including acting as calculation agent and as an agent of the offering of the PLUS, hedging our obligations under the PLUS and making the assumptions used to determine the pricing of the PLUS and the estimated value of the PLUS, which we refer to as JPMS's estimated value. In performing these duties, our economic interests and the economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the PLUS. The calculation agent has determined the initial index value, will determine the final index value and will calculate the amount of payment you will receive at maturity, if any. Determinations made by the calculation agent, including with respect to the occurrence or non-occurrence of market disruption events, the selection of a successor to the underlying index or calculation of the final index value in the event of a discontinuance or material change in method of calculation of the underlying index, may affect the payment to you at maturity. Moreover, our business activities, including hedging and trading activities, could cause



our economic interests to be adverse to yours and could adversely affect any payment on the PLUS and the value of the PLUS. It is possible that hedging or trading activities of ours or our affiliates in connection with the PLUS could result in substantial returns for us or our affiliates while the value of the PLUS declines. Please refer to Risk Factors Risks Relating to the PLUS Generally in the accompanying product supplement no. MS-1-III for additional information about these risks.

**JPMS's estimated value of the PLUS is lower than the original issue price (price to public) of the PLUS.** JPMS's estimated value is only an estimate using several factors. The original issue price of the PLUS exceeds JPMS's estimated value because costs associated with selling, structuring and hedging the PLUS are included in the original issue price of the PLUS. These costs include the selling commissions, the structuring fee and the projected profits, if any, that our affiliates expect to realize for assuming risks inherent in hedging our obligations under the PLUS and the estimated cost of hedging our obligations under the PLUS. See Additional Information about the PLUS JPMS's estimated value of the PLUS in this document.

**JPMS's estimated value does not represent future values of the PLUS and may differ from others' estimates.** JPMS's estimated value of the PLUS is determined by reference to JPMS's internal pricing models. This estimated value is based on market conditions and other relevant factors existing at the time of pricing and JPMS's assumptions about market parameters, which can include volatility, dividend rates, interest rates and other factors. Different pricing models and assumptions could provide valuations for PLUS that are greater than or less than JPMS's estimated value. In addition, market conditions and other

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## PLUS Based on the Value of the EURO STOXX 50<sup>®</sup> Index due January 6, 2016

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relevant factors in the future may change, and any assumptions may prove to be incorrect. On future dates, the value of the PLUS could change significantly based on, among other things, changes in market conditions, our creditworthiness, interest rate movements and other relevant factors, which may impact the price, if any, at which JPMS would be willing to buy PLUS from you in secondary market transactions. See Additional Information about the PLUS JPMS's estimated value of the PLUS in this document.

**JPMS's estimated value is not determined by reference to credit spreads for our conventional fixed-rate debt.** The internal funding rate used in the determination of JPMS's estimated value generally represents a discount from the credit spreads for our conventional fixed-rate debt. The discount is based on, among other things, our view of the funding value of the PLUS as well as the higher issuance, operational and ongoing liability management costs of the PLUS in comparison to those costs for our conventional fixed-rate debt. If JPMS were to use the interest rate implied by our conventional fixed-rate credit spreads, we would expect the economic terms of the PLUS to be more favorable to you. In addition, JPMS's estimated value might be lower if it were based on the interest rate implied by our conventional fixed-rate credit spreads. Consequently, our use of an internal funding rate would have an adverse effect on the terms of the PLUS and any secondary market prices of the PLUS. See Additional Information about the PLUS JPMS's estimated value of the PLUS in this document.

**The value of the PLUS as published by JPMS (and which may be reflected on customer account statements) may be higher than JPMS's then-current estimated value of the PLUS for a limited time period.** We generally expect that some of the costs included in the original issue price of the PLUS will be partially paid back to you in connection with any repurchases of your PLUS by JPMS in an amount that will decline to zero over an initial predetermined period. These costs can include selling commissions, structuring fees, projected hedging profits, if any, and, in some circumstances, estimated hedging costs and our secondary market credit spreads for structured debt issuances. See Additional Information about the PLUS Secondary market prices of the PLUS in this document for additional information relating to this initial period. Accordingly, the estimated value of your PLUS during this initial period may be lower than the value of the PLUS as published by JPMS (and which may be shown on your customer account statements).

**Secondary market prices of the PLUS will likely be lower than the original issue price of the PLUS.** Any secondary market prices of the PLUS will likely be lower than the original issue price of the PLUS because, among other things, secondary market prices take into account our secondary market credit spreads for structured debt issuances and, also, because secondary market prices (a) exclude selling commissions and the structuring fee and (b) may exclude projected hedging profits, if any, and estimated hedging costs that are included in the original issue price of the PLUS. As a result, the price, if any, at which JPMS will be willing to buy PLUS from you in secondary market transactions, if at all, is likely to be lower than the original issue price. Any sale by you prior to the maturity date could result in a substantial loss to you. See the immediately following risk factor for information about additional factors that will impact any secondary market prices of the PLUS.

The PLUS are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your PLUS to maturity. See Secondary trading may be limited below.

**Secondary market prices of the PLUS will be impacted by many economic and market factors.** The secondary market price of the PLUS during their term will be impacted by a number of economic and market factors, which may either offset or magnify

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each other, aside from the selling commissions, structuring fee, projected hedging profits, if any, estimated hedging costs and the index closing value, including:

- o any actual or potential change in our creditworthiness or credit spreads;
- o customary bid-ask spreads for similarly sized trades;
- o secondary market credit spreads for structured debt issuances;
- o the actual and expected volatility of the underlying index;
- o the time to maturity of the PLUS;
- o dividend rates on the equity securities included in the underlying index;
- o interest and yield rates in the market generally;

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- o the exchange rates and the volatility of the exchange rates between the U.S. dollar and each of the currencies in which the equity securities included in the EURO STOXX 50<sup>®</sup> Index trade and the correlation among those rates and the levels of the EURO STOXX 50<sup>®</sup> Index; and
- o a variety of other economic, financial, political, regulatory and judicial events.

Additionally, independent pricing vendors and/or third party broker-dealers may publish a price for the PLUS, which may also be reflected on customer account statements. This price may be different (higher or lower) than the price of the PLUS, if any, at which JPMS may be willing to purchase your PLUS in the secondary market.

- ⌋ **The amount payable on the PLUS is not linked to the value of the underlying index at any time other than the valuation date.** The final index value will be based on the index closing value on the valuation date, subject to adjustment for non-trading days and certain market disruption events. Even if the value of the underlying index appreciates prior to the valuation date but then drops to or below the initial index value by the valuation date, the payment at maturity will be less, and may be significantly less, than it would have been had the payment at maturity been linked to the value of the underlying index prior to such drop. Although the actual value of the underlying index on the stated maturity date or at other times during the term of the PLUS may be higher than the final index value, the payment at maturity will be based solely on the index closing value on the valuation date.
- ⌋ **Investing in the PLUS is not equivalent to investing in the underlying index.** Investing in the PLUS is not equivalent to investing in the underlying index or its component stocks. Investors in the PLUS will not have voting rights or rights to receive dividends or other distributions or any other rights with respect to stocks that constitute the underlying index.
- ⌋ **Adjustments to the underlying index could adversely affect the value of the PLUS.** The underlying index publisher may discontinue or suspend calculation or publication of the underlying index at any time. In these circumstances, the calculation agent will have the sole discretion to substitute a successor index that is comparable to the discontinued underlying index and is not precluded from considering indices that are calculated and published by the calculation agent or any of its affiliates.
- ⌋ **The PLUS are subject to risks associated with securities issued by non-U.S. companies.** The equity securities included in the EURO STOXX 50<sup>®</sup> Index have been issued by non-U.S. companies. Investments in PLUS linked to the value of such non-U.S. equity securities involve risks associated with the securities markets in the home countries of the issuers of those non-U.S. equity securities, including risks of volatility in those markets, governmental intervention in those markets and cross shareholdings in companies in certain countries. Also, there is generally less publicly available information about companies in some of these jurisdictions than there is about U.S. companies that are subject to the reporting requirements of the SEC, and generally non-U.S. companies are subject to accounting, auditing and financial reporting standards and requirements and securities trading rules different from those applicable to U.S. reporting companies.

**The PLUS are not directly exposed to fluctuations in foreign exchange rates.** The value of your PLUS will not be adjusted for exchange rate fluctuations between the U.S. dollar and the currencies upon which the equity securities included in the EURO STOXX 50<sup>®</sup> Index are based, although any currency fluctuations could affect the performance of the EURO STOXX 50<sup>®</sup> Index. Therefore, if the applicable currencies appreciate or depreciate relative to the U.S. dollar over the term of the PLUS, you will not receive any additional payment or incur any reduction in any payment on the PLUS.

**Hedging and trading activities by the issuer and its affiliates could potentially affect the value of the PLUS.** The hedging or trading activities of the issuer's affiliates and of any other hedging counterparty with respect to the PLUS on or prior to the pricing date and prior to maturity could have adversely affected, and may continue to adversely affect, the value of the underlying index and, as a result, could decrease the amount an investor may receive on the PLUS at maturity, if any. Any of these hedging or trading activities on or prior to the pricing date could have affected the initial index value and, therefore, could potentially increase the level that the final index value must reach before you receive a payment at maturity that exceeds the issue price of the PLUS or so that you do not suffer a loss on your initial investment in the PLUS. Additionally, these hedging or trading activities during the term of the PLUS, including on the valuation date, could adversely affect the final index value and, accordingly, the amount of cash an investor will receive at maturity. It is possible that these hedging or trading activities could result in substantial returns for us or our affiliates while the value of the PLUS declines.

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- i **Secondary trading may be limited.** The PLUS will not be listed on a securities exchange. There may be little or no secondary market for the PLUS. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the PLUS easily. JPMS may act as a market maker for the PLUS, but is not required to do so. Because we do not expect that other market makers will participate significantly in the secondary market for the PLUS, the price at which you may be able to trade your PLUS is likely to depend on the price, if any, at which JPMS is willing to buy the PLUS. If at any time JPMS or another agent does not act as a market maker, it is likely that there would be little or no secondary market for the PLUS.
  
- i **The tax consequences of an investment in the PLUS are uncertain.** There is no direct legal authority as to the proper U.S. federal income tax characterization of the PLUS, and we do not intend to request a ruling from the Internal Revenue Service (the IRS). The IRS might not accept, and a court might not uphold, the treatment of the PLUS described in Additional Information about the PLUS Additional Provisions Tax considerations in this document and in Material U.S. Federal Income Tax Consequences in the accompanying product supplement no. MS-1-III. If the IRS were successful in asserting an alternative treatment for the PLUS, the timing and character of any income or loss on the PLUS could differ materially and adversely from our description herein. In addition, in 2007 Treasury and the IRS released a notice requesting comments on the U.S. federal income tax treatment of prepaid forward contracts and similar instruments. The notice focuses in particular on whether to require investors in these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. investors should be subject to withholding tax; and whether these instruments are or should be subject to the constructive ownership regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose a notional interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the PLUS, possibly with retroactive effect. You should review carefully the section entitled Material U.S. Federal Income Tax Consequences in the accompanying product supplement no. MS-1-III and consult your tax adviser regarding the U.S. federal income tax consequences of an investment in the PLUS, including possible alternative treatments and the issues presented by this notice.

PLUS Based on the Value of the EURO STOXX 50<sup>®</sup> Index due January 6, 2016Performance Leveraged Upside Securities<sup>SM</sup>

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EURO STOXX 50<sup>®</sup> Index Overview

The EURO STOXX 50<sup>®</sup> Index, consists of 50 component stocks of market sector leaders from within the Eurozone. For additional information on the EURO STOXX 50<sup>®</sup> Index, see the information set forth under [Equity Index Descriptions](#) [The EURO STOXX 50<sup>®</sup> Index](#) in the accompanying underlying supplement no.1-I.

Information as of market close on September 30, 2014:

<b>Bloomberg Ticker Symbol:</b>	SX5E
<b>Current Index Closing Value:</b>	3,225.93
<b>52 Weeks Ago (on 9/30/2013):</b>	2,893.15
<b>52 Week High (on 6/19/2014):</b>	3,314.80
<b>52 Week Low (on 9/30/2013):</b>	2,893.15

The following table sets forth the published high and low index closing values, as well as end-of-quarter index closing values, of the underlying index for each quarter in the period from January 2, 2009 through September 30, 2014. The graph following the table sets forth the daily index closing values of the underlying index during the same period. The closing value of the underlying index on September 30, 2014 was 3,225.93. We obtained the information in the table and graph below from Bloomberg Financial Markets, without independent verification. The historical values of the underlying index should not be taken as an indication of future performance, and no assurance can be given as to the index closing value of the underlying index on the valuation date. The payment of dividends on the stocks that constitute the underlying index are not reflected in its index closing value and, therefore, have no effect on the calculation of the payment at maturity.

EURO STOXX 50 <sup>®</sup> Index	High	Low	Period End
<b>2009</b>			
First Quarter	2,578.43	1,809.98	2,071.13
Second Quarter	2,537.35	2,097.57	2,401.69
Third Quarter	2,899.12	2,281.47	2,872.63
Fourth Quarter	2,992.08	2,712.30	2,964.96
<b>2010</b>			
First Quarter	3,017.85	2,631.64	2,931.16
Second Quarter	3,012.65	2,488.50	2,573.32
Third Quarter	2,827.27	2,507.83	2,747.90
Fourth Quarter	2,890.64	2,650.99	2,792.82
<b>2011</b>			
First Quarter	3,068.00	2,721.24	2,910.91
Second Quarter	3,011.25	2,715.88	2,848.53
Third Quarter	2,875.67	1,995.01	2,179.66

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Fourth Quarter	2,476.92	2,090.25	2,316.55
<b>2012</b>			
First Quarter	2,608.42	2,286.45	2,477.28
Second Quarter	2,501.18	2,068.66	2,264.72
Third Quarter	2,594.56	2,151.54	2,454.26
Fourth Quarter	2,659.95	2,427.32	2,635.93
<b>2013</b>			
First Quarter	2,749.27	2,570.52	2,624.02
Second Quarter	2,835.87	2,511.83	2,602.59
Third Quarter	2,936.20	2,570.76	2,893.15
Fourth Quarter	3,111.37	2,902.12	3,109.00
<b>2014</b>			
First Quarter	3,172.43	2,962.49	3,161.60
Second Quarter	3,314.80	3,091.52	3,228.24
Third Quarter	3,289.75	3,006.83	3,225.93



## PLUS Based on the Value of the EURO STOXX 50® Index due January 6, 2016

Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

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## Additional Information about the PLUS

Please read this information in conjunction with the summary terms on the front cover of this document.

### Additional Provisions:

<b>Postponement of maturity date:</b>	If the scheduled maturity date is not a business day, then the maturity date will be the following business day. If the scheduled valuation date is not a trading day or if a market disruption event occurs on that day so that the valuation date is postponed and falls less than three business days prior to the scheduled maturity date, the maturity date of the PLUS will be postponed to the third business day following the valuation date as postponed.
<b>Minimum ticketing size:</b>	\$1,000 / 100 PLUS
<b>JPMS' s estimated value of the PLUS:</b>	JPMS' s estimated value of the PLUS set forth on the cover of this document is equal to the sum of the values of the following hypothetical components: (1) a fixed-income debt component with the same maturity as the PLUS, valued using our internal funding rate for structured debt described below, and (2) the derivative or derivatives underlying the economic terms of the PLUS. JPMS' s estimated value does not represent a minimum price at which JPMS would be willing to buy your PLUS in any secondary market (if any exists) at any time. The internal funding rate used in the determination of JPMS' s estimated value generally represents a discount from the credit spreads for our conventional fixed-rate debt. For additional information, see "Risk Factors - JPMS' s estimated value is not determined by reference to credit spreads for our conventional fixed-rate debt." The value of the derivative or derivatives underlying the economic terms of the PLUS is derived from JPMS' s internal pricing models. These models are dependent on inputs such as the traded market prices of comparable derivative instruments and on various other inputs, some of which are market-observable, and which can include volatility, dividend rates, interest rates and other factors, as well as assumptions about future market events and/or environments. Accordingly, JPMS' s estimated value of the PLUS on the pricing date is based on market conditions and other relevant factors and assumptions existing at that time. See "Risk Factors - JPMS' s estimated value does not represent future values of the PLUS and may differ from others' estimates.

JPMS' s estimated value of the PLUS is lower than the original issue price of the PLUS



## PLUS Based on the Value of the EURO STOXX 50® Index due January 6, 2016

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	<p>because costs associated with selling, structuring and hedging the PLUS are included in the original issue price of the PLUS. These costs include the selling commissions paid to JPMS and other affiliated or unaffiliated dealers, the structuring fee, the projected profits, if any, that our affiliates expect to realize for assuming risks inherent in hedging our obligations under the PLUS and the estimated cost of hedging our obligations under the PLUS. Because hedging our obligations entails risk and may be influenced by market forces beyond our control, this hedging may result in a profit that is more or less than expected, or it may result in a loss. We or one or more of our affiliates will retain any profits realized in hedging our obligations under the PLUS. See Risk Factors JPMS's estimated value of the PLUS is lower than the original issue price (price to public) of the PLUS in this document.</p>
<b>Trustee:</b>	Deutsche Bank Trust Company Americas (formerly Bankers Trust Company)
<b>Calculation agent:</b>	JPMS
<b>Secondary market prices of the PLUS:</b>	<p>For information about factors that will impact any secondary market prices of the PLUS, see Risk Factors Secondary market prices of the PLUS will be impacted by many economic and market factors in this document. In addition, we generally expect that some of the costs included in the original issue price of the PLUS will be partially paid back to you in connection with any repurchases of your PLUS by JPMS in an amount that will decline to zero over an initial predetermined period that is intended to be the shorter of six months and one-half of the stated term of the PLUS. The length of any such initial period reflects the structure of the PLUS, whether our affiliates expect to earn a profit in connection with our hedging activities, the estimated costs of hedging the PLUS and when these costs are incurred, as determined by JPMS. See Risk Factors The value of the PLUS as published by JPMS (and which may be reflected on customer account statements) may be higher than JPMS's then-current estimated value of the PLUS for a limited time period.</p>
<b>Tax considerations:</b>	<p>You should review carefully the section entitled Material U.S. Federal Income Tax Consequences in the accompanying product supplement no. MS-1-III. The following discussion, when read in combination with that section, constitutes the full opinion of our special tax counsel, Davis Polk &amp; Wardwell LLP, regarding the material U.S. federal income tax consequences of owning and disposing of the PLUS.</p> <p>Based on current market conditions, in the opinion of our special tax counsel, Davis Polk &amp; Wardwell LLP, your PLUS should be treated as open transactions that are not debt instruments for U.S. federal income tax purposes. Assuming this treatment is respected, the gain or loss on your PLUS should be treated as long-term capital gain or loss if you hold your PLUS for more than a year, whether or not you are an initial purchaser of PLUS at the issue price. However, the IRS or a court may not respect this treatment of the PLUS, in which case the timing and character of any income or loss on the PLUS could be materially and adversely affected. In addition, in 2007 Treasury and the IRS released a notice requesting comments on the U.S. federal income tax treatment of prepaid forward contracts and similar instruments. The notice focuses in particular on whether to require investors in these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. investors should be subject to withholding tax; and whether these instruments are or should be subject to the constructive ownership regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose a notional interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the PLUS, possibly with retroactive effect. You should consult your tax adviser regarding the U.S. federal income tax consequences of an investment in the PLUS, including possible alternative treatments and the issues presented by this notice.</p>
<b>Use of proceeds and hedging:</b>	

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The net proceeds we receive from the sale of the PLUS will be used for general corporate purposes and, in part, by us or one or more of our affiliates in connection with hedging our obligations under the PLUS.

The PLUS are offered to meet investor demand for products that reflect the risk-return profile and market exposure provided by the PLUS. See [How the PLUS Work](#) in this document for an illustration of the risk-return profile of the PLUS and [EURO STOXX 50 Index Overview](#) in this document for a description of the market exposure provided by the PLUS.

The original issue price of the PLUS is equal to JPMS's estimated value of the PLUS plus the selling commissions paid to JPMS and other affiliated or unaffiliated dealers and the structuring fee, plus (minus) the projected profits (losses) that our affiliates expect to realize for assuming risks inherent in hedging our obligations under the PLUS, plus the estimated cost of hedging our obligations under the PLUS.

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<b>Benefit plan investor considerations:</b>	See Benefit Plan Investor Considerations in the accompanying product supplement no. MS-1-III.
<b>Validity of the PLUS:</b>	In the opinion of Davis Polk & Wardwell LLP, as our special products counsel, when the PLUS offered by this pricing supplement have been executed and issued by us and authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such PLUS will be our valid and binding obligations, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith), <i>provided</i> that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the federal laws of the United States of America, the laws of the State of New York and the General Corporation Law of the State of Delaware. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture and its authentication of the PLUS and the validity, binding nature and enforceability of the indenture with respect to the trustee, all as stated in the letter of such counsel dated March 29, 2012, which was filed as an exhibit to a Current Report on Form 8-K by us on March 29, 2012.
<b>Supplemental plan of distribution:</b>	Subject to regulatory constraints, JPMS intends to use its reasonable efforts to offer to purchase the PLUS in the secondary market, but is not required to do so.
	We or our affiliate may enter into swap agreements or related hedge transactions with one of our other affiliates or unaffiliated counterparties in connection with the sale of the PLUS and JPMS and/or an affiliate may earn additional income as a result of payments pursuant to the swap or related hedge transactions. JPMS, acting as agent for JPMorgan Chase & Co., will pay all of the selling commissions it receives from us to Morgan Stanley Wealth Management. In addition, Morgan Stanley Wealth Management will receive a structuring fee as set forth on the cover of this document for each PLUS. See Use of proceeds and hedging above and Use of Proceeds and Hedging on page PS-43 of the accompanying product supplement no. MS-1-III.
<b>Contact:</b>	Morgan Stanley Wealth Management clients may contact their local Morgan Stanley branch office or Morgan Stanley's principal executive offices at 1585 Broadway, New York, New York 10036 (telephone number (800) 869-3326).
<b>Where you can find more information:</b>	You should read this document together with the prospectus dated November 14, 2011, as supplemented by the prospectus supplement dated November 14, 2011 relating to our Series E medium-term notes of which these PLUS are a part, and the more detailed information contained in product supplement no. MS-1-III dated March 18, 2014 and underlying supplement no. 1-I dated November 14, 2011.
	This document, together with the documents listed below, contains the terms of the PLUS, supplements the preliminary terms related hereto and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, stand-alone fact sheets, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in Risk Factors in the accompanying product supplement no. MS-1-III and Risk Factors in the accompanying underlying supplement no. 1-I, as the PLUS involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the PLUS.

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You may access these documents on the SEC website at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

**Product supplement no. MS-1-III dated March 18, 2014:**

[http://www.sec.gov/Archives/edgar/data/19617/000089109214002102/e57956\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109214002102/e57956_424b2.pdf)

**Underlying supplement no. 1-I dated November 14, 2011:**

[http://www.sec.gov/Archives/edgar/data/19617/000089109211007615/e46154\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007615/e46154_424b2.pdf)

**Prospectus supplement dated November 14, 2011:**

[http://www.sec.gov/Archives/edgar/data/19617/000089109211007578/e46180\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007578/e46180_424b2.pdf)

**Prospectus dated November 14, 2011:**

[http://www.sec.gov/Archives/edgar/data/19617/000089109211007568/e46179\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007568/e46179_424b2.pdf)

Our Central Index Key, or CIK, on the SEC website is 19617.

As used in this document, the Company, we, us, and our refer to JPMorgan Chase & Co.

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<b>Syndicate Information</b>			
<b>Aggregate stated principal amount of</b>	<b>Price to public per PLUS</b>	<b>Commissions per PLUS</b>	<b>Structuring fee</b>
<b>PLUS for any single investor</b>			
<\$1MM	\$10.0000	\$0.2250	\$0.0500
<sup>3</sup> \$1MM and <\$3MM	\$9.9625	\$0.1875	\$0.0417
<sup>3</sup> \$3MM and <\$5MM	\$9.9438	\$0.1688	\$0.0375
<sup>3</sup> \$5MM	\$9.9250	\$0.1500	\$0.0333

**Morgan Stanley Wealth Management may reclaim selling concessions allowed to individual brokers within Morgan Stanley Wealth Management in connection with the offering if, within 30 days of the offering, Morgan Stanley Wealth Management repurchases the PLUS distributed by such brokers.**

September 2014

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