

JPMORGAN CHASE & CO

Form 424B2

April 15, 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>	\$9,435,000	\$1,215.23

Pricing supplement no. 2346

Registration Statement No. 333-177923

To prospectus dated November 14, 2011,

Dated April 11, 2014

prospectus supplement dated November 14, 2011,

Rule 424(b)(2)

product supplement no. 4-I dated November 14, 2011 and

underlying supplement no. 1-I dated November 14, 2011

**\$9,435,000**

## **Contingent Buffered Equity Notes Linked to the EURO STOXX 50® Index due October 15, 2015**

### **General**

The notes are designed for investors who seek uncapped, unleveraged exposure to the appreciation of the EURO STOXX 50® Index. Investors should be willing to forgo interest and dividend payments and, if the Ending Index Level is less than the Initial Index Level by more than the Contingent Buffer Amount of 20.00%, be willing to lose some or all of their principal at maturity. If the Ending Index Level is greater than or equal to the Initial Index Level or is less than the Initial Index Level by up to 20.00%, investors have the opportunity to receive the greater of (a) the Contingent Minimum Return of 2.00% and (b) the Index Return at maturity. **Any payment on the notes is subject to the credit risk of JPMorgan Chase & Co.** Unsecured and unsubordinated obligations of JPMorgan Chase & Co. maturing October 15, 2015  
Minimum denominations of \$10,000 and integral multiples of \$1,000 in excess thereof  
The notes priced on April 11, 2014 and are expected to settle on or about April 16, 2014.

### **Key Terms**

Index: The EURO STOXX 50® Index (Bloomberg ticker: SX5E)  
Payment at Maturity: If the Ending Index Level is greater than or equal to the Initial Index Level or is less than the Initial Index Level by up to the Contingent Buffer Amount, at maturity you will receive a cash payment that provides you with a return per \$1,000 principal amount note equal to the Index Return, subject to the Contingent Minimum Return. Accordingly, if the Ending Index Level is greater than the Initial Index Level or is less than the Initial Index Level by up to the Contingent Buffer Amount, your payment at maturity per \$1,000 principal amount note will be calculated as follows:

$$\$1,000 + (\$1,000 \times \text{greater of (i) Contingent Minimum Return and (ii) Index Return})$$

For additional clarification, please see "What is the Total Return on the Notes at Maturity, Assuming a Range of Performances for the Index?" in this pricing supplement.

If the Ending Index Level is less than the Initial Index Level by more than the Contingent Buffer Amount of 20.00%, you will lose 1% of the principal amount of your notes for every 1% that the Ending Index Level is less than the Initial Index Level, and your payment at maturity per \$1,000 principal amount note will be calculated as follows:

$$\$1,000 + (\$1,000 \times \text{Index Return})$$

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*If the Ending Index Level is less than the Initial Index Level by more than the Contingent Buffer Amount, you will lose more than 20.00% of your principal amount and may lose all of your principal amount at maturity.*

Contingent Minimum Return: 2.00%  
 Contingent Buffer Amount: 20.00%  
 Index Return:  $(\text{Ending Index Level} - \text{Initial Index Level})$

Initial Index Level: The Index closing level on the pricing date, which was 3,116.54  
 Ending Index Level: The arithmetic average of the Index closing levels on the Ending Averaging Dates  
 Original Issue Date: On or about April 16, 2014

(Settlement Date):  
 Ending Averaging Dates: October 5, 2015, October 6, 2015, October 7, 2015, October 8, 2015 and October 9, 2015 (the Final Ending Averaging Date )

Maturity Date: October 15, 2015  
 CUSIP: 48127DEE4

Subject to postponement in the event of a market disruption event and as described under Description of Notes Postponement of a Determination Date A. Notes Linked to a Single Index and Description of Notes Payment at Maturity in the accompanying product supplement no. 4-I Investing in the Contingent Buffered Equity Notes involves a number of risks. See Risk Factors beginning on page PS-21 of the accompanying product supplement no. 4-I, Risk Factors beginning on page US-1 of the accompanying underlying supplement no. 1-I and Selected Risk Considerations beginning on page PS-3 of this pricing supplement.

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

	Price to Public (1)	Fees and Commissions (2)	Proceeds to Issuer
Per note	\$1,000	\$12.50	\$987.50
Total	\$9,435,000	\$117,937.50	\$9,317,062.50

(1) See Supplemental Use of Proceeds in this pricing supplement for information about the components of the price to public of the notes.

(2) J.P. Morgan Securities LLC, which we refer to as JPMS, acting as agent for JPMorgan Chase & Co., will pay all of the selling commissions of \$12.50 per \$1,000 principal amount note it receives from us to other affiliated or unaffiliated dealers. See Plan of Distribution (Conflicts of Interest) beginning on page PS-77 of the accompanying product supplement no. 4-I.

**The estimated value of the notes as determined by JPMS, when the terms of the notes were set, was \$983.00 per \$1,000 principal amount note.** See JPMS's Estimated Value of the Notes in this pricing supplement for additional information.

*The notes 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.*

April 11, 2014

**Additional Terms Specific to the Notes**

You should read this pricing supplement 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 notes are a part, and the more detailed information contained in product supplement no. 4-I dated November 14, 2011 and underlying supplement no. 1-I dated November 14, 2011. **This pricing supplement, together with the documents listed below, contains the terms of the notes, supplements the term sheet 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, 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. 4-I and Risk Factors in the accompanying underlying supplement no. 1-I, as the notes 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 notes.

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. 4-I dated November 14, 2011:

[http://www.sec.gov/Archives/edgar/data/19617/000089109211007593/e46160\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007593/e46160_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 pricing supplement, the Company, we, us and our refer to JPMorgan Chase & Co.

JPMorgan Structured Investments

PS-1

Contingent Buffered Equity Notes Linked to the EURO STOXX 50® Index

### What Is the Total Return on the Notes at Maturity, Assuming a Range of Performances for the Index?

The following table and examples illustrate the hypothetical total return and the hypothetical payment at maturity on the notes. The total return as used in this pricing supplement is the number, expressed as a percentage, that results from comparing the payment at maturity per \$1,000 principal amount note to \$1,000. Each hypothetical total return or payment at maturity set forth below assumes an Initial Index Level of 3,200 and reflects the Contingent Minimum Return of 2.00% and the Contingent Buffer Amount of 20.00%. Each hypothetical total return or payment at maturity set forth below is for illustrative purposes only and may not be the actual total return or payment at maturity applicable to a purchaser of the notes. The numbers appearing in the following table and examples have been rounded for ease of analysis.

Ending Index Level	Index Return	Total Return
5,760.00	80.00%	80.00%
5,440.00	70.00%	70.00%
5,120.00	60.00%	60.00%
4,800.00	50.00%	50.00%
4,480.00	40.00%	40.00%
4,160.00	30.00%	30.00%
3,840.00	20.00%	20.00%
3,680.00	15.00%	15.00%
3,520.00	10.00%	10.00%
3,360.00	5.00%	5.00%
3,264.00	2.00%	2.00%
3,232.00	1.00%	2.00%
<b>3,200.00</b>	<b>0.00%</b>	<b>2.00%</b>
3,040.00	-5.00%	2.00%
2,880.00	-10.00%	2.00%
2,720.00	-15.00%	2.00%
2,560.00	-20.00%	2.00%
2,559.68	-20.01%	-20.01%
2,240.00	-30.00%	-30.00%
1,920.00	-40.00%	-40.00%
1,600.00	-50.00%	-50.00%
1,280.00	-60.00%	-60.00%
960.00	-70.00%	-70.00%
640.00	-80.00%	-80.00%
320.00	-90.00%	-90.00%
0.00	-100.00%	-100.00%

### Hypothetical Examples of Amount Payable at Maturity

The following examples illustrate how the payment at maturity in different hypothetical scenarios is calculated.

#### Example 1: The level of the Index increases from the Initial Index Level of 3,200 to an Ending Index Level of 3,232.

Because the Ending Index Level of 3,232 is greater than the Initial Index Level of 3,200 and the Index Return of 1.00% is less than the Contingent Minimum Return of 2.00%, the investor receives a payment at maturity of \$1,020.00 per \$1,000 principal amount note, calculated as follows:

$$\$1,000 + (\$1,000 \times 2.00\%) = \$1,020.00$$

#### Example 2: The level of the Index increases from the Initial Index Level of 3,200 to an Ending Index Level of 3,360.

Because the Ending Index Level of 3,360 is greater than the Initial Index Level of 3,200 and the Index Return is 5%, which is greater than the Contingent Minimum Return of 2.00%, the investor receives a payment at maturity of \$1,050 per \$1,000 principal amount note, calculated as follows:

$$\$1,000 + (\$1,000 \times 5\%) = \$1,050$$

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### **Example 3: The level of the Index decreases from the Initial Index Level of 3,200 to an Ending Index Level of 2,880.**

Although the Index Return is negative, because the Ending Index Level of 2,880 is less than the Initial Index Level of 3,200 by not more than the Contingent Buffer Amount of 20.00% and the Index Return of -10.00% is less than the Contingent Minimum Return of 2.00%, the investor receives a payment at maturity of \$1,020.00 per \$1,000 principal amount note, calculated as follows:

$$\$1,000 + (\$1,000 \times 2.00\%) = \$1,020.00$$

### **Example 4: The level of the Index decreases from the Initial Index Level of 3,200 to an Ending Index Level of 1,920.**

Because the Ending Index Level of 1,920 is less than the Initial Index Level of 3,200 by more than the Contingent Buffer Amount of 20.00% and the Index Return is -40%, the investor receives a payment at maturity of \$600 per \$1,000 principal amount note, calculated as follows:

$$\$1,000 + (\$1,000 \times -40\%) = \$600$$

The hypothetical returns and hypothetical payments on the notes shown above apply **only if you hold the notes 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.

JPMorgan Structured Investments

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Contingent Buffered Equity Notes Linked to the EURO STOXX 50® Index

## Selected Purchase Considerations

**UNLEVERAGED AND UNCAPPED APPRECIATION POTENTIAL** The notes provide the opportunity to earn an unleveraged return equal to any positive Index Return, subject to the Contingent Minimum Return. The notes are not subject to a predetermined maximum gain and, accordingly, any return at maturity will be determined based on the movement of the Index. If the Ending Index Level is greater than or equal to the Index Initial Level or is less than the Initial Index Level by up to the Contingent Buffer Amount, in addition to the principal amount, you will receive at maturity at least the Contingent Minimum Return of 2.00% for a minimum payment at maturity of \$1,020.00 for every \$1,000 principal amount note, subject to the credit risk of JPMorgan Chase & Co. **Because the notes are our unsecured and unsubordinated obligations, payment of any amount on the notes is subject to our ability to pay our obligations as they become due.**

**LIMITED PROTECTION AGAINST LOSS** We will pay you your principal back plus a return equal to the Contingent Minimum Return at maturity if the Ending Index Level is less than the Initial Index Level by not more than the Contingent Buffer Amount of 20.00%. If the Ending Index Level is less than the Initial Index Level by more than the Contingent Buffer Amount, for every 1% that the Ending Index Level is less than the Initial Index Level, you will lose an amount equal to 1% of the principal amount of your notes. Accordingly, under these circumstances, you will lose more than 20.00% of your principal amount and may lose all of your principal amount at maturity.

**RETURN LINKED TO THE EURO STOXX 50® Index** The EURO STOXX 50® Index consists of 50 component stocks of market sector leaders from within the Eurozone. The EURO STOXX 50® Index and STOXX® are the intellectual property (including registered trademarks) of STOXX Limited, Zurich, Switzerland and/or its licensors (the Licensors), which are used under license. The notes based on the EURO STOXX 50® Index are in no way sponsored, endorsed, sold or promoted by STOXX Limited and its Licensors and neither STOXX Limited nor any of its Licensors shall have any liability with respect thereto. For additional information about the EURO STOXX 50® Index, see the information set forth under Equity Index Descriptions The EURO STOXX 50® Index in the accompanying underlying supplement no. 1-I.

**CAPITAL GAINS TAX TREATMENT** You should review carefully the section entitled Material U.S. Federal Income Tax Consequences in the accompanying product supplement no. 4-I. The following discussion, when read in combination with that section, constitutes the full opinion of our special tax counsel, Davis Polk & Wardwell LLP, regarding the material U.S. federal income tax consequences of owning and disposing of notes.

Based on current market conditions, in the opinion of our special tax counsel it is reasonable to treat the notes 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 notes should be treated as long-term capital gain or loss if you hold your notes for more than a year, whether or not you are an initial purchaser of notes at the issue price. However, the Internal Revenue Service (the IRS) or a court may not respect this treatment, in which case the timing and character of any income or loss on the notes 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 notes, possibly with retroactive effect. You should consult your tax adviser regarding the U.S. federal income tax consequences of an investment in the notes, including possible alternative treatments and the issues presented by this notice.

## Selected Risk Considerations

An investment in the notes involves significant risks. Investing in the notes is not equivalent to investing directly in the Index or any of the equity securities underlying the Index. These risks are explained in more detail in the Risk Factors section of the accompanying product supplement no. 4-I dated November 14, 2011 and Risk Factors in the accompanying underlying supplement no. 1-I dated November 14, 2011.

**YOUR INVESTMENT IN THE NOTES MAY RESULT IN A LOSS** The notes do not guarantee any return of principal at maturity. The return on the notes at maturity is linked to the performance of the Index and will depend on whether, and the extent to which, the Index Return is positive or negative. If the Ending Index Level is less than the Initial Index Level by more than the Contingent Buffer Amount of 20.00%, you will lose 1% of the principal amount of your notes for every 1% that the Ending Index Level is less than the Initial Index Level. Accordingly, under these circumstances, you will lose more than 20.00% of your principal amount and may lose all of your principal amount at maturity.

**CREDIT RISK OF JPMORGAN CHASE & CO.** The notes are subject to the credit risk of JPMorgan Chase & Co., and our credit ratings and credit spreads may adversely affect the market value of the notes. Investors are dependent on JPMorgan Chase & Co.'s ability to pay all amounts due on the notes. Any actual or potential change in our creditworthiness or credit spreads, as determined by the market for taking our credit risk, is likely to adversely affect the value of the notes. If we were to default on our payment obligations, you may not receive any amounts owed to you under the notes and you could lose your entire investment.

**POTENTIAL CONFLICTS** We and our affiliates play a variety of roles in connection with the issuance of the notes, including acting as calculation agent and as an agent of the offering of the notes, hedging our obligations under the notes and making the assumptions used to determine the pricing of the notes and the estimated value of the notes when the terms of the notes are set, 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 notes.

JPMorgan Structured Investments

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Contingent Buffered Equity Notes Linked to the EURO STOXX 50® Index



In addition, 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 notes and the value of the notes. It is possible that hedging or trading activities of ours or our affiliates in connection with the notes could result in substantial returns for us or our affiliates while the value of the notes declines. Please refer to **Risk Factors** **Risks Relating to the Notes Generally** in the accompanying product supplement no. 4-I for additional information about these risks.

**THE BENEFIT PROVIDED BY THE CONTINGENT BUFFER AMOUNT MAY TERMINATE ON THE FINAL ENDING AVERAGING DATE** If the Ending Index Level is less than the Initial Index Level by more than the Contingent Buffer Amount, the benefit provided by the Contingent Buffer Amount will terminate and you will be fully exposed to any depreciation in the Index.

**YOUR ABILITY TO RECEIVE THE CONTINGENT MINIMUM RETURN OF 2.00% MAY TERMINATE ON THE FINAL ENDING AVERAGING DATE** If the Ending Index Level is less than the Initial Index Level by more than the Contingent Buffer Amount of 20.00%, you will not be entitled to receive the Contingent Minimum Return of 2.00% on the notes. Under these circumstances, you will lose more than 20.00% of your principal amount and may lose all of your principal amount at maturity.

**JPMS' S ESTIMATED VALUE OF THE NOTES IS LOWER THAN THE ORIGINAL ISSUE PRICE (PRICE TO PUBLIC) OF THE NOTES** JPMS' s estimated value is only an estimate using several factors. The original issue price of the notes exceeds JPMS' s estimated value because costs associated with selling, structuring and hedging the notes are included in the original issue price of the notes. These costs include the selling commissions, the projected profits, if any, that our affiliates expect to realize for assuming risks inherent in hedging our obligations under the notes and the estimated cost of hedging our obligations under the notes. See JPMS' s Estimated Value of the Notes in this pricing supplement.

**JPMS' S ESTIMATED VALUE DOES NOT REPRESENT FUTURE VALUES OF THE NOTES AND MAY DIFFER FROM OTHERS' ESTIMATES** JPMS' s estimated value of the notes is determined by reference to JPMS' s internal pricing models when the terms of the notes are set. This estimated value is based on market conditions and other relevant factors existing at that time 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 notes that are greater than or less than JPMS' s estimated value. In addition, market conditions and other relevant factors in the future may change, and any assumptions may prove to be incorrect. On future dates, the value of the notes 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 notes from you in secondary market transactions. See JPMS' s Estimated Value of the Notes in this pricing supplement.

**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 notes as well as the higher issuance, operational and ongoing liability management costs of the notes 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 notes to be more favorable to you. Consequently, our use of an internal funding rate would have an adverse effect on the terms of the notes and any secondary market prices of the notes. See JPMS' s Estimated Value of the Notes in this pricing supplement.

**THE VALUE OF THE NOTES 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 NOTES FOR A LIMITED TIME PERIOD** We generally expect that some of the costs included in the original issue price of the notes will be partially paid back to you in connection with any repurchases of your notes by JPMS in an amount that will decline to zero over an initial predetermined period. These costs can include projected hedging profits, if any, and, in some circumstances, estimated hedging costs and our secondary market credit spreads for structured debt issuances. See **Secondary Market Prices of the Notes** in this pricing supplement for additional information relating to this initial period. Accordingly, the estimated value of your notes during this initial period may be lower than the value of the notes as published by JPMS (and which may be shown on your customer account statements).

**SECONDARY MARKET PRICES OF THE NOTES WILL LIKELY BE LOWER THAN THE ORIGINAL ISSUE PRICE OF THE NOTES** Any secondary market prices of the notes will likely be lower than the original issue price of the notes 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 (b) may exclude projected hedging profits, if any, and estimated hedging costs that are included in the original issue price of the notes. As a result, the price, if any, at which JPMS will be willing to buy notes 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 consideration for information about additional factors that will impact any secondary market prices of the notes.

The notes are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your notes to maturity. See Lack of Liquidity below.

**SECONDARY MARKET PRICES OF THE NOTES WILL BE IMPACTED BY MANY ECONOMIC AND MARKET FACTORS** The secondary market price of the notes during their term will be impacted by a number of economic and market factors, which may either offset or magnify each other, aside from the selling commissions, projected hedging profits, if any, estimated hedging costs and the level of the Index, including:

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

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

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 notes, which may also be reflected on customer account statements. This price may be different (higher or lower) than the price of the notes, if any, at which JPMS may be willing to purchase your notes in the secondary market.

**NO INTEREST OR DIVIDEND PAYMENTS OR VOTING RIGHTS** As a holder of the notes, you will not receive interest payments, and you will not have voting rights or rights to receive cash dividends or other distributions or other rights that holders of securities composing the Index would have.

**NON-U.S. SECURITIES RISK** The equity securities included in the EURO STOXX 50<sup>®</sup> Index have been issued by non-U.S. companies. Investments in securities 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.

**NO DIRECT EXPOSURE TO FLUCTUATIONS IN FOREIGN EXCHANGE RATES** The value of your notes 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 notes, you will not receive any additional payment or incur any reduction in any payment on the notes.

**LACK OF LIQUIDITY** The notes will not be listed on any securities exchange. JPMS intends to offer to purchase the notes in the secondary market but is not required to do so. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the notes easily. Because other dealers are not likely to make a secondary market for the notes, the price at which you may be able to trade your notes is likely to depend on the price, if any, at which JPMS is willing to buy the notes.

### Historical Information

The following graph sets forth the historical performance of the EURO STOXX 50<sup>®</sup> Index based on the weekly historical Index closing levels from January 2, 2009 through April 11, 2014. The Index closing level on April 11, 2014 was 3,116.54. We obtained the Index closing levels below from Bloomberg Financial Markets, without independent verification.

The historical Index closing levels should not be taken as an indication of future performance, and no assurance can be given as to the Index closing level on any Ending Averaging Date. We cannot give you assurance that the performance of the Index will result in the return of any of your principal amount.

### JPMS' s Estimated Value of the Notes

JPMS' s estimated value of the notes set forth on the cover of this pricing supplement 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 notes, valued using our internal funding rate for structured debt described below, and (2) the derivative or derivatives underlying the economic terms of the notes. JPMS' s estimated value does not represent a minimum price at which JPMS would be willing to buy your notes 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 *Selected Risk Considerations 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 notes 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 notes is determined when the terms of the notes are set based on market conditions and other relevant factors and assumptions existing at that time. See *Selected Risk Considerations JPMS' s Estimated Value Does Not Represent Future Values of the Notes and May Differ from Others Estimates*.

JPMS' s estimated value of the notes is lower than the original issue price of the notes because costs associated with selling, structuring and hedging the notes are included in the original issue price of the notes. These costs include the selling commissions paid to JPMS and other affiliated or unaffiliated dealers, the projected profits, if any, that our affiliates expect to realize for assuming risks inherent in hedging our obligations under the notes and the estimated cost of hedging our obligations under the notes. 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 notes. See *Selected Risk Considerations JPMS' s Estimated Value of the Notes Is Lower Than the Original Issue Price (Price to Public) of the Notes* in this pricing supplement.

**Secondary Market Prices of the Notes**

For information about factors that will impact any secondary market prices of the notes, see "Selected Risk Considerations – Secondary Market Prices of the Notes Will Be Impacted by Many Economic and Market Factors" in this pricing supplement. In addition, we generally expect that some of the costs included in the original issue price of the notes will be partially paid back to you in connection with any repurchases of your notes 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 notes. The length of any such initial period reflects the

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structure of the notes, whether our affiliates expect to earn a profit in connection with our hedging activities, the estimated costs of hedging the notes and when these costs are incurred, as determined by JPMS. See **Selected Risk Considerations** **The Value of the Notes 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 Notes for a Limited Time Period.**

#### **Supplemental Use of Proceeds**

The net proceeds we receive from the sale of the notes 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 notes.

The notes are offered to meet investor demand for products that reflect the risk-return profile and market exposure provided by the notes. See **What Is the Total Return on the Notes at Maturity, Assuming a Range of Performances for the Index?** and **Hypothetical Examples of Amount Payable at Maturity** in this pricing supplement for an illustration of the risk-return profile of the notes and **Selected Purchase Considerations Return Linked to the EURO STOXX 50® Index** in this pricing supplement for a description of the market exposure provided by the notes.

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

For purposes of the notes offered by this pricing supplement, the first and second paragraph of the section entitled **Use of Proceeds and Hedging** on page PS-48 of the accompanying product supplement no. 4-I are deemed deleted in their entirety. Please refer instead to the discussion set forth above.

#### **Validity of the Notes**

In the opinion of Davis Polk & Wardwell LLP, as our special products counsel, when the notes 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 notes 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), *provided* 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 notes 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.