

JPMORGAN CHASE & CO

Form 424B2

February 26, 2015

*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>\$4,200,000</i>	<i>\$488.04</i>

February 24, 2015 Registration Statement No. 333-199966; Rule 424(b)(2)

JPMorgan Chase & Co.  
Structured Investments

\$4,200,000

Auto Callable Reverse Exchangeable Notes Linked to the Least Performing of the Common Stock of Ford Motor Company, the Common Stock of General Motors Company, the American Depositary Shares of Toyota Motor Corporation and the American Depositary Shares of Honda Motor Co., Ltd. due August 29, 2016

The notes are designed for investors who seek a higher interest rate than either the current dividend yields on the Reference Stocks or the yield on a conventional debt security with the same maturity issued by us. The notes will pay 10.00% per annum interest over the term of the notes, assuming no automatic call, payable at a rate of 0.83333% per month.

The notes will be automatically called if the closing price of one share of each Reference Stock on any Review Date (other than the final Review Date) is greater than or equal to its Initial Value.

Investors in the notes should be willing to accept the risks of owning equities in general and any Reference Stock, in particular, and the risk of losing some or all of their principal.

Investors should also be willing to forgo dividend payments, in exchange for Interest Payments.

The notes are unsecured and unsubordinated obligations of JPMorgan Chase & Co. **Any payment on the notes is subject to the credit risk of JPMorgan Chase & Co.**

Payments on the notes are not linked to a basket composed of the Reference Stocks. Payments on the notes are linked to the performance of each of the Reference Stocks individually, as described below.

Minimum denominations of \$1,000 and integral multiples thereof

The notes priced on February 24, 2015 and are expected to settle on or about February 27, 2015.

CUSIP: 48125UGF3

**Investing in the notes involves a number of risks. See “Risk Factors” beginning on page PS-8 of the accompanying product supplement no. 4a-I and “Selected Risk Considerations” beginning on page PS-4 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, 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		\$27.50	\$972.50
Total \$4,200,000		\$115,500	\$4,084,500

(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 \$27.50 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-87 of the accompanying product supplement no. 4a-I.

**The estimated value of the notes as determined by JPMS, when the terms of the notes were set, was \$953.90 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, are not insured by the Federal Deposit Insurance Corporation or any other governmental agency and are not obligations of, or guaranteed by, a bank.*

Pricing Supplement No. 367 to product supplement no. 4a-I dated November 7, 2014  
and the prospectus and prospectus supplement, each dated November 7, 2014

## Key Terms

Reference Stocks: As specified under “Key Terms Relating to the Reference Stocks” in this pricing supplement

### Interest Payments:

If the notes have not been automatically called, you will receive on each Interest Payment Date for each \$1,000 principal amount note an Interest Payment equal to \$8.3333 (equivalent to an Interest Rate of 10.00% per annum, payable at a rate of 0.83333% per month).

Interest Rate: 10.00% per annum, payable at a rate of 0.83333% per month

**Pricing Date:** February 24, 2015

Original Issue Date (Settlement Date): On or about February 27, 2015

Review Dates\*: May 26, 2015, August 24, 2015, November 24, 2015, February 24, 2016, May 24, 2016 and August 24, 2016 (final Review Date)

Interest Payment Dates\*: March 27, 2015, April 29, 2015, May 29, 2015, June 29, 2015, July 29, 2015, August 27, 2015, September 29, 2015, October 29, 2015, November 30, 2015, December 30, 2015, January 28, 2016, February 29, 2016, March 30, 2016, April 28, 2016, May 27, 2016, June 29, 2016, July 28, 2016 and the Maturity Date.

**Maturity Date\*:** August 29, 2016

Trigger Value: With respect to each Reference Stock, 75% of its Initial Value, as specified under “Key Terms Relating to the Reference Stocks” in this pricing supplement

Call Settlement Date\*: If the notes are automatically called on any Review Date (other than the final Review Date), the first Interest Payment Date immediately following that Review Date

\* Subject to postponement in the event of a market disruption event and as described under “General Terms of Notes — Postponement of a Determination Date — Notes Linked to Multiple Underlyings” and “General Terms of Notes — Postponement of a Payment Date” in the accompanying product supplement no. 4a-I

### Automatic Call:

If the closing price of one share of each Reference Stock on any Review Date (other than the final Review Date) is greater than or equal to its Initial Value, the notes will be automatically called for a cash payment, for each \$1,000 principal amount note, equal to (a) \$1,000 plus (b) the Interest Payment applicable to that Review Date, payable on the applicable Call Settlement Date. No further payments will be made on the notes.

### Payment at Maturity:

If the notes have not been automatically called and the Final Value of each Reference Stock is greater than or equal to its Trigger Value, you will receive a cash payment at maturity, for each \$1,000 principal amount note, equal to (a) \$1,000 plus (b) the Interest Payment applicable to the Maturity Date.

If the notes have not been automatically called and the Final Value of any Reference Stock is less than its Trigger Value, you will receive at maturity per \$1,000 principal amount note, in addition to the Interest Payment applicable to the Maturity Date, the number of shares of the Least Performing Reference Stock equal to the Physical Delivery

Amount (or, at our election, the Cash Value). Fractional shares will be paid in cash.

*The market value of the Physical Delivery Amount or the Cash Value will most likely be substantially less than the principal amount of your notes, and may be zero.*

Physical Delivery Amount: With respect to each Reference Stock, the number of shares of that Reference Stock, per \$1,000 principal amount note, equal to \$1,000 *divided* by its Initial Value, *times* its Stock Adjustment Factor

Cash Value: For each \$1,000 principal amount note, \$1,000 *divided* by its Initial Value, *times* the Final Value of the Least Performing Reference Stock

Least Performing Reference Stock: The Underlying with the Least Performing Stock Return

Least Performing Stock Return: The lowest of the Stock Returns of the Reference Stocks

#### PS-1 | Structured Investments

Auto Callable Reverse Exchangeable Notes Linked to the Least Performing of the Common Stock of Ford Motor Company, the Common Stock of General Motors Company., the American Depositary Shares of Toyota Motor Corporation and the American Depositary Shares of Honda Motor Co., Ltd

Stock Return:

With respect to each Reference Stock:

(Final Value – Initial Value)

Initial Value

Initial Value: With respect to each Reference Stock, the closing price of one share of that Reference Stock on the Pricing Date, as specified under “Key Terms Relating to the Reference Stocks” in this pricing supplement

Final Value: With respect to each Reference Stock, the closing price of one share of that Reference Stock on the final Review Date

Stock Adjustment Factor: With respect to each Reference Stock, the Stock Adjustment Factor is referenced in determining the closing price of one share of that Reference Stock and is set equal to 1.0 on the Pricing Date. The Stock Adjustment Factor of each Reference Stock is subject to adjustment upon the occurrence of certain corporate events affecting that Reference Stock. See “The Underlyings — Reference Stocks — Anti-Dilution Adjustments” and “The Underlyings — Reference Stocks — Reorganization Events” in the accompanying product supplement no. 4a-I for further information.

#### Key Terms Relating to the Reference Stocks

Reference Stock	Ticker Symbol	Initial Value	Trigger Value
Common stock of Ford Motor Company, par value \$0.01 per share	F	\$16.36	\$12.27
Common stock of General Motors Company, par value \$0.01 per share	GM	\$37.75	\$28.3125
American Depositary Shares (“ADSs”), each representing two common shares, no par value, of Toyota Motor Corporation (“Toyota”)	TM	\$138.34	\$103.755
ADSs, each representing one common share, no par value, of Honda Motor Co., Ltd. (“Honda”)	HMC	\$33.19	\$24.8925

#### PS-2 | Structured Investments

Auto Callable Reverse Exchangeable Notes Linked to the Least Performing of the Common Stock of Ford Motor Company, the Common Stock of General Motors Company, the American Depositary Shares of Toyota Motor Corporation and the American Depositary Shares of Honda Motor Co., Ltd

How the Notes Work

Payments in Connection with Review Dates Preceding the Final Review Date

Payment at Maturity If the Notes Have Not Been Automatically Called

Total Interest Payments

The table below illustrates the hypothetical total Interest Payments per \$1,000 principal amount note over the term of the notes based on the Interest Rate of 10.00% per annum, depending on how many Interest Payments are made prior to automatic call or maturity. If the notes have not been automatically called, the hypothetical total Interest Payments per \$1,000 principal amount note over the term of the notes will be equal to the maximum amount shown in the table below.

Number of Interest Payments	Total Interest Payments
18	\$150.00
15	\$125.00
12	\$100.00
9	\$75.00
6	\$50.00
3	\$25.00

PS-3 | Structured Investments

Auto Callable Reverse Exchangeable Notes Linked to the Least Performing of the Common Stock of Ford Motor Company, the Common Stock of General Motors Company., the American Depositary Shares of Toyota Motor Corporation and the American Depositary Shares of Honda Motor Co., Ltd

## Hypothetical Payout Examples

The following examples illustrate payments on the notes linked to four hypothetical Reference Stocks, assuming a range of performances for the hypothetical Least Performing Reference Stock on the Review Dates. **Each hypothetical payment set forth below assumes that the closing price of one share of each Reference Stock that is not the Least Performing Reference Stock on each Review Date is greater than or equal to its Initial Value (and therefore its Trigger Value).**

In addition, the hypothetical payments set forth below assume the following:

An Initial Value for the Least Performing Reference Stock of \$100.00;

A Trigger Value for the Least Performing Reference Stock of \$75.00 (equal to 75% of its hypothetical Initial Value);  
and

An Interest Rate of 10.00% per annum (payable at a rate of 0.83333% per month).

The hypothetical Initial Value of the Least Performing Reference Stock of \$100.00 has been chosen for illustrative purposes only and does not represent the actual Initial Value of any Reference Stock. The actual Initial Value of each Reference Stock will be the closing price of one share of that Reference Stock on the Pricing Date and is specified under “Key Terms Relating to the Reference Stocks” in this pricing supplement. For historical data regarding the actual closing prices of one share of each Reference Stock, please see the historical information set forth under “The Reference Stocks” in this pricing supplement.

Each hypothetical payment set forth below is for illustrative purposes only and may not be the actual payment applicable to a purchaser of the notes. The numbers appearing in the following examples have been rounded for ease of analysis.

## Example 1 — Notes are automatically called on the first Review Date

Date	Closing Price of Least Performing Reference Stock	
First Review Date	\$110.00	Notes are automatically called
	Total Payment	\$1,025.00 (2.50% return)

Because the closing price of one share of each Reference Stock on the first Review Date is greater than or equal to its Initial Value, the notes will be automatically called for a cash payment, for each \$1,000 principal amount note, of \$1,008.3333 (or \$1,000 *plus* the Interest Payment applicable to the corresponding Interest Payment Date), payable on the applicable Call Settlement Date. When added to the Interest Payments received with respect to the prior Interest Payment Dates, the total amount paid, for each \$1,000 principal amount note, is \$1,025.00. No further payments will be made on the notes.

## Example 2 — Notes have NOT been automatically called and the Final Value of the Least Performing Reference Stock is greater than or equal to its Trigger Value

Date	Closing Price of Least Performing Reference Stock	
First Review Date	\$90.00	Notes NOT automatically called
Second Review Date	\$85.00	Notes NOT automatically called
Third through Fifth Review Dates	\$95.00	Notes NOT automatically called
Final Review Date	\$80.00	Final Value of Least Performing Reference Stock is greater than or equal to Trigger Value
	Total Payment	\$1,150.00 (15.00% return)



Because the notes have not been automatically called and the Final Value of the Least Performing Reference Stock is greater than or equal to its Trigger Value, the payment at maturity, for each \$1,000 principal amount note, will be \$1,008.3333 (or \$1,000 *plus* the Interest Payment applicable to the Maturity Date). When added to the Interest Payments received with respect to the prior Interest Payment Dates, the total amount paid, for each \$1,000 principal amount note, is \$1,150.00.

PS-4 | Structured Investments

Auto Callable Reverse Exchangeable Notes Linked to the Least Performing of the Common Stock of Ford Motor Company, the Common Stock of General Motors Company., the American Depositary Shares of Toyota Motor Corporation and the American Depositary Shares of Honda Motor Co., Ltd

Example 3 — Notes have NOT been automatically called and the Final Value of the Least Performing Reference Stock is less than its Trigger Value

Date	Closing Price of Least Performing Reference Stock	
First Review Date	\$70.00	Notes NOT automatically called
Second Review Date	\$75.00	Notes NOT automatically called
Third through Fifth Review Dates	\$65.00	Notes NOT automatically called
Final Review Date	\$65.00	Final Value of Least Performing Reference Stock is less than Trigger Value
	Total Payment	\$800.00 (-20.00% return)

<sup>†</sup>Reflects the value of the Physical Delivery Amount of the Least Performing Reference Stock on the Maturity Date, assuming it is equal to the Cash Value, *plus* an Interest Payment

Because the notes have not been automatically called and the Final Value of the Least Performing Reference Stock is less than its Trigger Value, you will receive at maturity, in addition to the Interest Payment applicable to the Maturity Date, the number of shares of the Least Performing Reference Stock equal to its Physical Delivery Amount (or, at our election, the Cash Value). Fractional shares will be paid in cash. Assuming that the value of the Physical Delivery Amount of the Least Performing Reference Stock on the Maturity Date is equal to the Cash Value, the value of the payment at maturity will be \$658.3333 per \$1,000 principal amount note, calculated as follows.

$$[(\$1,000 / \$100.00) \times \$65.00] + \$8.3333 = \$658.3333$$

When added to the Interest Payments received with respect to the prior Interest Payment Dates, the total amount paid, for each \$1,000 principal amount note, is \$800.00. The actual value of the Physical Delivery Amount of the Least Performing Reference Stock will be less than the Cash Value if the price of the Least Performing Reference Stock on the Maturity Date is less than its Final Value.

The hypothetical returns and hypothetical payments on the notes shown above apply **only if you hold the notes for their entire term or until automatically called**. These hypotheticals do not reflect the 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.

#### Selected Risk Considerations

An investment in the notes involves significant risks. These risks are explained in more detail in the “Risk Factors” section of the accompanying product supplement.

#### YOUR INVESTMENT IN THE NOTES MAY RESULT IN A LOSS —

The notes do not guarantee any return of principal. If the notes have not been automatically called and the Final Value of any Reference Stock is less than its Trigger Value, you will receive at maturity a predetermined number of shares of the Least Performing Reference Stock (or, at our election, the Cash Value), the market value of which will most likely be substantially less than the principal amount of your notes, and may be zero.

#### CREDIT RISK OF JPMORGAN CHASE & CO. —

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.

THE APPRECIATION POTENTIAL OF THE NOTES IS LIMITED TO THE SUM OF THE INTEREST PAYMENTS PAID OVER THE TERM OF THE NOTES, regardless of any appreciation in the price of any Reference Stock, which may be significant. You will not participate in any appreciation in the price of any Reference Stock.

PS-5 | Structured Investments

Auto Callable Reverse Exchangeable Notes Linked to the Least Performing of the Common Stock of Ford Motor Company, the Common Stock of General Motors Company., the American Depositary Shares of Toyota Motor Corporation and the American Depositary Shares of Honda Motor Co., Ltd

POTENTIAL CONFLICTS —

We and our affiliates play a variety of roles in connection with the notes. In performing these duties, our economic interests are potentially adverse to your interests as an investor in 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 Conflicts of Interest” in the accompanying product supplement.

**YOU ARE EXPOSED TO THE RISK OF DECLINE IN THE VALUE OF EACH REFERENCE STOCK —**  
Payments on the notes are not linked to a basket composed of the Reference Stocks and are contingent upon the performance of each individual Reference Stock. Poor performance by any of the Reference Stocks over the term of the notes may negatively affect your payment at maturity and will not be offset or mitigated by positive performance by any other Reference Stock.

**YOUR PAYMENT AT MATURITY MAY BE DETERMINED BY THE LEAST PERFORMING REFERENCE STOCK.**

**THE BENEFIT PROVIDED BY THE TRIGGER VALUE MAY TERMINATE ON THE FINAL REVIEW DATE —**  
If the Final Value of any Reference Stock is less than its Trigger Value and the notes have not been automatically called, the benefit provided by the Trigger Value will terminate and you will be fully exposed to any depreciation in the closing price of one share of the Least Performing Reference Stock.

**THE AUTOMATIC CALL FEATURE MAY FORCE A POTENTIAL EARLY EXIT —**  
If your notes are automatically called, the term of the notes may be reduced to as short as three months and you will not receive any Interest Payments after the applicable Call Settlement Date. There is no guarantee that you would be able to reinvest the proceeds from an investment in the notes at a comparable return and/or with a comparable interest rate for a similar level of risk.

**YOU WILL NOT RECEIVE DIVIDENDS ON ANY REFERENCE STOCK OR HAVE ANY RIGHTS WITH RESPECT TO ANY REFERENCE STOCK.**

**NO AFFILIATION WITH ANY REFERENCE STOCK ISSUER —**  
We have not independently verified any of the information about any Reference Stock issuer contained in this pricing supplement. You should undertake your own investigation into each Reference Stock and its issuer. We are not responsible for any Reference Stock issuer’s public disclosure of information, whether contained in SEC filings or otherwise.

**RISKS ASSOCIATED WITH NON-U.S. COMPANIES WITH RESPECT TO THE ADSs OF TOYOTA AND THE ADSs OF HONDA —**  
The ADSs of Toyota and the ADSs of Honda 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. 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.

**THE NOTES ARE SUBJECT TO CURRENCY EXCHANGE RATE RISK WITH RESPECT TO THE ADSs OF TOYOTA AND THE ADSs OF HONDA —**  
Because the ADSs of Toyota and the ADSs of Honda are each quoted and traded in U.S. dollars on the New York Stock Exchange and the shares of the common stock underlying each of those ADSs, which we refer to as the underlying stock, are traded and quoted in Japanese yen on the Tokyo Stock Exchange, holders of the notes will be exposed to currency exchange rate risk with respect to the Japanese yen. If the U.S. dollar strengthens against the Japanese yen, the price of the relevant Reference Stocks will be adversely affected and any payment on the notes may be reduced.

**THERE ARE IMPORTANT DIFFERENCES BETWEEN THE RIGHTS OF HOLDERS OF THE ADSs OF  
· TOYOTA AND THE ADSs OF HONDA AND THE RIGHTS OF HOLDERS OF THE APPLICABLE  
UNDERLYING STOCK —**

There are important differences between the rights of holders of ADSs and the rights of holders of the applicable underlying stock. For example, the issuers of the applicable underlying stock may make distributions in respect of the applicable underlying stock that are not passed on to the holders of its ADSs. Any such differences between the rights of holders of the applicable underlying stock may be significant and may materially and adversely affect the value of the ADSs and, as a result, the notes.

**PS-6 | Structured Investments**

Auto Callable Reverse Exchangeable Notes Linked to the Least Performing of the Common Stock of Ford Motor Company, the Common Stock of General Motors Company., the American Depositary Shares of Toyota Motor Corporation and the American Depositary Shares of Honda Motor Co., Ltd

**THE ANTI-DILUTION PROTECTION FOR THE REFERENCE STOCKS IS LIMITED AND MAY BE DISCRETIONARY —**

The calculation agent will not make an adjustment in response to all events that could affect a Reference Stock. The calculation agent may make adjustments in response to events that are not described in the accompanying product supplement to account for any diluting or concentrative effect, but the calculation agent is under no obligation to do so or to consider your interests as a holder of the notes in making these determinations.

**THE RISK OF THE CLOSING PRICE OF A REFERENCE STOCK FALLING BELOW ITS TRIGGER VALUE IS GREATER IF THE PRICE OF THAT REFERENCE STOCK IS VOLATILE.**

**LACK OF LIQUIDITY —**

The notes will not be listed on any securities exchange. Accordingly, 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. You may not be able to sell your 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.

**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 —**

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. 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 the 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.

PS-7 | Structured Investments

Auto Callable Reverse Exchangeable Notes Linked to the Least Performing of the Common Stock of Ford Motor Company, the Common Stock of General Motors Company., the American Depositary Shares of Toyota Motor Corporation and the American Depositary Shares of Honda Motor Co., Ltd

## 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 prices of the Reference Stocks. 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. See “Risk Factors — Risks Relating to the Estimated Value of Secondary Market Prices of the Notes — Secondary market prices of the notes will be impacted by many economic and market factors” in the accompanying product supplement.

### The Reference Stocks

All information contained herein on the Reference Stocks and on the Reference Stock issuers is derived from publicly available sources, without independent verification. Each Reference Stock is registered under the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, and is listed on the exchange provided in the table below, which we refer to as the relevant exchange for purposes of that Reference Stock in the accompanying product supplement no. 4a-I. Information provided to or filed with the SEC by a Reference Stock issuer pursuant to the Exchange Act can be located by reference to the SEC file number provided in the table below, and can be accessed through [www.sec.gov](http://www.sec.gov). We do not make any representation that these publicly available documents are accurate or complete.

Reference Stock	Ticker Symbol	Relevant Exchange	SEC File Number	Closing Price on February 24, 2015
Common stock of Ford Motor Company, par value \$0.01 per share	F	New York Stock Exchange	001-03950	\$16.36
Common stock of General Motors Company, par value \$0.01 per share*	GM	New York Stock Exchange	001-34960	\$37.75
ADSs of Toyota Motor Corporation, no par value	TM	New York Stock Exchange	001-14948	\$138.34
ADSs of Honda Motor Co., Ltd., no par value	HMC	New York Stock Exchange	001-07628	\$33.19

\*The common stock of General Motors commenced trading on the New York Stock Exchange on November 18, 2010, and therefore has a limited performance history.

All of the Reference Stocks are issued by companies whose primary line of business is directly associated with the automotive industry. According to publicly available filings of the relevant Reference Stock issuer with the SEC:

Ford manufactures and distributes automobiles and provides automotive financing.

General Motors Company designs, builds and sells cars, trucks and automobile parts worldwide and provides automotive financing services.

Toyota designs, manufactures, assembles and sells passenger cars, minivans and commercial vehicles such as trucks and related parts and accessories and provides financing to dealers and their customers for the purchase or lease of Toyota vehicles.

Honda Motor Co., Ltd. develops, produces, and manufactures a variety of motor products, ranging from small general-purpose engines and scooters to specialty sports cars.

### Historical Information

The following graphs set forth the historical performances of the Reference Stocks based on the weekly historical closing prices of one share of each Reference Stock for Ford, Toyota and Honda from January 8, 2010 through



February 20, 2015 and for General Motors from November 19, 2010 through February 20, 2015. We obtained the closing prices below from the Bloomberg Professional® service (“Bloomberg”), without independent verification. The closing prices below may have been adjusted by Bloomberg for corporate actions, such as stock splits, public offerings, mergers and acquisitions, spin-offs, delistings and bankruptcy.

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The historical closing prices of one share of any Reference Stock should not be taken as an indication of future performance, and no assurance can be given as to the closing price of one share of any Reference Stock on the Pricing Date or any Review Date. We cannot give you assurance that the performance of the Reference Stocks will result in the return of any of your principal amount.

**Historical Performance of the Common Stock of Ford Motor Company**

**Source: Bloomberg**

**Historical Performance of the Common Stock of General Motors Company**

**Source: Bloomberg**

PS-9 | Structured Investments

Auto Callable Reverse Exchangeable Notes Linked to the Least Performing of the Common Stock of Ford Motor Company, the Common Stock of General Motors Company., the American Depositary Shares of Toyota Motor Corporation and the American Depositary Shares of Honda Motor Co., Ltd

**Historical Performance of the American Depositary Shares of Toyota Motor Corporation**

**Source: Bloomberg**

**Historical Performance of the American Depositary Shares of Honda Motor Co., Ltd.**

**Source: Bloomberg**

Tax Treatment

You should review carefully the section entitled “Material U.S. Federal Income Tax Consequences” in the accompanying product supplement no. 4a-I. Based on the advice of Davis Polk & Wardwell LLP, our special tax counsel, and on current market conditions, in determining our reporting responsibilities we intend to treat the notes for U.S. federal income tax purposes as units each comprising: (x) a Put Option written by you that is terminated if an Automatic Call occurs and that, if not terminated, requires you to purchase the Least Performing Reference Stock (or, at our option, receive the Cash Value thereof) from us at maturity for an amount equal to the Deposit under circumstances where the payment due at maturity is the Physical Delivery Amount (or the Cash Value thereof) and (y) a Deposit of \$1,000 per \$1,000 principal amount note to secure your potential obligation under the Put Option, as more fully described in “Material U.S. Federal Income Tax Consequences—Tax Consequences to U.S. Holders—Notes Treated as Units Each Comprising a Put Option and a Deposit” in the accompanying product supplement no. 4a-I, and in particular in the subsection thereof entitled “—Notes with a

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Term of More than One Year.” By purchasing the notes, you agree (in the absence of an administrative determination or judicial ruling to the contrary) to follow this treatment and the allocation described in the following paragraph. However, there are other reasonable treatments that the IRS or a court may adopt, 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 on a number of issues, the most relevant of which for investors in the notes are the character of income or loss (including whether the Put Premium might be currently included as ordinary income) and the degree, if any, to which income realized by non-U.S. investors should be subject to withholding tax. While it is not clear whether the notes would be viewed as similar to the typical prepaid forward contract described in the notice, it is possible that 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.

In determining our reporting responsibilities, we intend to treat 10.80% of each interest payment to interest on the Deposit and the remainder to Put Premium. Assuming that the treatment of the notes as units each comprising a Put Option and a Deposit is respected, amounts treated as interest on the Deposit will be taxed as ordinary income, while the Put Premium will not be taken into account prior to sale or settlement, including a settlement following an Automatic Call.

Withholding under legislation commonly referred to as “FATCA” will apply to amounts treated as interest or other “fixed or determinable annual or periodical” income for U.S. federal income tax purposes paid with respect to the notes.

You should consult your tax adviser regarding all aspects of the U.S. federal income tax consequences of an investment in the notes, including possible alternative treatments and the issues presented by the 2007 notice. Purchasers who are not initial purchasers of notes at the issue price should also consult their tax advisers with respect to the tax consequences of an investment in the notes, including possible alternative treatments, as well as the allocation of the purchase price of the notes between the Deposit and the Put Option.

#### 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.

JPMS’s estimated value does not represent future values of the notes and may differ from others’ estimates. 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.

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. A portion of the profits realized in hedging our obligations under the notes may be allowed to other affiliated or unaffiliated dealers, and we or one or more of our affiliates will retain any remaining hedging profits. See "Selected

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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 “Risk Factors — Risks Relating to the Estimated Value and Secondary Market Prices of the Notes — Secondary market prices of the notes will be impacted by many economic and market factors” in the accompanying product 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. 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. This initial predetermined time period 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 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 notes are offered to meet investor demand for products that reflect the risk-return profile and market exposure provided by the notes. See “How the Notes Work” and “Hypothetical Payout Examples” in this pricing supplement for an illustration of the risk-return profile of the notes and “The Reference Stocks” 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.

#### 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 November 7, 2014, which was filed as an exhibit to the Registration Statement on Form S-3 by us on November 7, 2014.

#### Additional Terms Specific to the Notes

You should read this pricing supplement together with the prospectus, as supplemented by the prospectus supplement, each dated November 7, 2014, 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. 4a-I dated November 7, 2014. 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. 4a-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.

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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. 4a-I dated November 7, 2014:

[http://www.sec.gov/Archives/edgar/data/19617/000089109214008407/e61359\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109214008407/e61359_424b2.pdf)

Prospectus supplement and prospectus, each dated November 7, 2014:

[http://www.sec.gov/Archives/edgar/data/19617/000089109214008397/e61348\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109214008397/e61348_424b2.pdf)

Our Central Index Key, or CIK, on the SEC website is 19617. As used in this pricing supplement, “we,” “us” and “our” refer to JPMorgan Chase & Co.

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