

# Edgar Filing: JPMORGAN CHASE & CO - Form FWP

JPMORGAN CHASE & CO  
Form FWP  
September 19, 2014  
Term sheet

Term Sheet to

To prospectus dated November 14, 2011,

Product Supplement No. 4-I

prospectus supplement dated November 14, 2011,

Registration Statement No. 333-177923

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

Dated September 18, 2014; Rule 433

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

\$

## Digital Notes Linked to the iShares® MSCI Emerging Markets ETF due September 29, 2016

### General

The notes are designed for investors who seek a fixed return that will not be less than 17.50% at maturity if the Final Share Price of the iShares® MSCI Emerging Markets ETF is greater than or equal to the Initial Share Price. Investors should be willing to forgo interest and dividend payments and, if the Final Share Price is less than the Initial Share Price by more than 10%, be willing to lose up to 90% of their principal 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 September 29, 2016\*

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

The notes are expected to price on or about September 25, 2014 and are expected to settle on or about September 30, 2014.

### Key Terms

Fund:	The iShares® MSCI Emerging Markets ETF (Bloomberg ticker: EEM )
Payment at Maturity:	If the Final Share Price is greater than or equal to the Initial Share Price, at maturity you will receive a cash payment that provides you with a return per \$1,000 principal amount note equal to the Digital Return, and your payment at maturity per \$1,000 principal amount note will be calculated as follows:

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

If the Final Share Price is less than the Initial Share Price by up to 10%, you will receive the principal amount of your notes at maturity.

If the Final Share Price is less than the Initial Share Price by more than 10%, you will lose 1% of the principal amount of your notes for every 1% that the Final Share Price is less than the Initial Share Price by more than 10%. Under these circumstances, your payment at maturity per \$1,000 principal amount note will be calculated as follows:

$$\$1,000 + [\$1,000 \times (\text{Fund Return} + 10\%)]$$

*If the Final Share Price is less than the Initial Share Price by more than 10%, you will lose up to 90% of your principal amount at maturity.*

Digital Return:	At least 17.50%, which reflects the maximum return on the notes. The actual Digital Return will be provided in the pricing supplement and will not be less than 17.50%. Accordingly, the actual maximum payment at maturity per \$1,000 principal amount note will not be less than \$1,175.
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Buffer Amount:	10.00%
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Fund Return:	$\frac{(\text{Final Share Price} - \text{Initial Share Price})}{\text{Initial Share Price}}$
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	Initial Share Price
Initial Share Price:	The closing price of one share of the Fund on the pricing date, <i>divided</i> by the Share Adjustment Factor
Final Share Price:	The closing price of one share of the Fund on the Observation Date
Share Adjustment Factor:	Set equal to 1.0 on the pricing date and subject to adjustment under certain circumstances. See General Terms of Notes Additional Fund Provisions A. Anti-Dilution Adjustments in the accompanying product supplement no. 4-I for further information.
Original Issue Date	On or about September 30, 2014

(Settlement Date):  
 Observation Date\*: September 26, 2016  
 Maturity Date\*: September 29, 2016  
 CUSIP: 48127DC55

\* 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 Component in the accompanying product supplement no. 4-I and Description of Notes Payment at Maturity  
**Investing in the Digital 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 TS-2 of this term sheet.**

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 term sheet 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		
<b>Total</b>			

(1) See Supplemental Use of Proceeds in this term sheet 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 it receives from us to other affiliated or unaffiliated dealers. In no event will these selling commissions exceed \$2.50 per \$1,000 principal amount note. See Plan of Distribution (Conflicts of Interest) beginning on page PS-77 of the accompanying product supplement no. 4-I.  
**If the notes priced today, the estimated value of the notes as determined by J.P. Morgan Securities LLC, which we refer to as JPMS, would be approximately \$981.90 per \$1,000 principal amount note. JPMS's estimated value of the notes, when the terms of the notes are set, will be provided by JPMS in the pricing supplement and will not be less than \$970.00 per \$1,000 principal amount note. See JPMS's Estimated Value of the Notes in this term sheet 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.*

September 18, 2014

#### Additional Terms Specific to the Notes

JPMorgan Chase & Co. has filed a registration statement (including a prospectus) with the SEC for the offering to which this term sheet relates. Before you invest, you should read the prospectus in that registration statement and the other documents relating to this offering that JPMorgan Chase & Co. has filed with the SEC for more complete information about JPMorgan Chase & Co. and this offering. You may get these documents without cost by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, JPMorgan Chase & Co., any agent or any dealer participating in this offering will arrange to send you the prospectus, the prospectus supplement, product supplement no. 4-I, underlying supplement no. 1-I and this term sheet if you so request by calling toll-free 866-535-9248.

You may revoke your offer to purchase the notes at any time prior to the time at which we accept such offer by notifying the applicable agent. We reserve the right to change the terms of, or reject any offer to purchase, the notes prior to their issuance. In the event of any changes to the terms of the notes, we will notify you and you will be asked to accept such changes in connection with your purchase. You may also choose to reject such changes, in which case we may reject your offer to purchase.

You should read this term sheet 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 term sheet, together with the documents listed below, contains the terms of the notes 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 term sheet, the Company, we, us and our refer to JPMorgan Chase & Co.

#### Selected Purchase Considerations

**FIXED APPRECIATION POTENTIAL** If the Final Share Price is greater than or equal to the Initial Share Price, you will receive a fixed return equal to the Digital Return at maturity, which also reflects the maximum return on the notes at maturity. The Digital Return

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will be provided in the pricing supplement and will not be less than 17.50%. Accordingly, the maximum payment at maturity will not be less than \$1,175 per \$1,000 principal amount note. **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 at maturity if the Final Share Price is not less than the Initial Share Price by more than 10%. If the Final Share Price is less than the Initial Share Price by more than 10%, for every 1% that the Final Share Price is less than the Initial Share Price by more than 10%, you will lose an amount equal to 1% of the principal amount of your notes. Accordingly, you could lose up to 90% of your principal amount at maturity.

**RETURN DEPENDENT ON THE iSHARES® MSCI EMERGING MARKETS ETF** The return on the notes is dependent on the performance of the iShares® MSCI Emerging Markets ETF. The iShares® MSCI Emerging Markets ETF is an exchange-traded fund of iShares®, Inc., a registered investment company, which seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the MSCI Emerging Markets Index, which we refer to as the Underlying Index with respect to the iShares® MSCI Emerging Markets ETF. The MSCI Emerging Markets Index is a free float-adjusted market capitalization index that is designed to measure equity market performance of global emerging markets. On July 1, 2013, the name of the iShares® MSCI Emerging Markets ETF was changed from the iShares® MSCI Emerging Markets Index Fund to the current name. For additional information about the Fund, see the information set forth under Fund Descriptions The iShare® MSCI Emerging Markets Index Fund 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.

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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.

Notwithstanding the discussion under Material U.S. Federal Income Tax Consequences Tax Consequences to Non-U.S. Holders Recent Legislation in the accompanying product supplement, withholding under legislation commonly referred to as FATCA may apply to amounts treated as interest paid with respect to the notes, if they are recharacterized as debt instruments. You should consult your tax adviser regarding the potential application of FATCA to the notes.

Non-U.S. Holders should also note that recently proposed Treasury regulations could impose a 30% (or lower treaty rate) withholding tax on amounts paid or deemed paid after December 31, 2015 that are treated as attributable to U.S.-source dividends on equities underlying financial instruments such as the notes. While it is not clear whether or in what form these regulations will be finalized, under recent Treasury guidance, these regulations would not apply to the notes. Non-U.S. Holders should consult their tax advisers regarding the potential application of these proposed regulations.

#### Selected Risk Considerations

An investment in the notes involves significant risks. Investing in the notes is not equivalent to investing directly in the Fund, the Underlying Index or any of the component securities of the Fund or the Underlying 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. The return on the notes at maturity is dependent on the performance of the Fund and will depend on whether and the extent to which the Final Share Price is less than the Initial Share Price. Your investment will be exposed to loss if the Final Share Price is less than the Initial Share Price by more than 10%. For every 1% that the Final Share Price is less than the Initial Share Price by more than 10%, you will lose an amount equal to 1% of the principal amount of your notes. Accordingly, you could lose up to 90% of your principal amount at maturity.

**YOUR MAXIMUM GAIN ON THE NOTES IS LIMITED TO THE DIGITAL RETURN** If the Final Share Price is greater than or equal to the Initial Share Price, for each \$1,000 principal amount note, you will receive at maturity \$1,000 plus an additional return equal to a predetermined percentage of the principal amount, regardless of the appreciation in the Fund, which may be significant. We refer to this predetermined percentage as the Digital Return, which will be provided in the pricing supplement and will not be less than 17.50%.

**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

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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. 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.

**JPMS' S ESTIMATED VALUE OF THE NOTES WILL BE 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 will exceed 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

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term sheet.

**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 term sheet.

**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 term sheet.

**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 term sheet 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 closing price of one share of the Fund, 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 Fund;
- the time to maturity of the notes;
- the dividend rate on the Fund and the equity securities held by the Fund;
- interest and yield rates in the market generally;
- the occurrence of certain events to the Fund that may or may not require an adjustment to the Share Adjustment Factor;
- the exchange rate and the volatility of the exchange rate between the U.S. dollar and each of the currencies in which the equity securities held by the Fund trade and the correlation among those rates and the prices of the Fund; and

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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 shares of the Fund or securities held by the Fund or included in the Underlying Index would have.

**THERE ARE RISKS ASSOCIATED WITH THE FUND** Although the shares of the Fund are listed for trading on NYSE Arca and a number of similar products have been traded on NYSE Arca and other securities exchanges for varying periods of time, there is no assurance that an active trading market will continue for the shares of the Fund or that there will be liquidity in the trading market. The Fund is subject to management risk, which is the risk that the investment strategies of the Funds investment adviser, the implementation of which is subject to a number of constraints, may not produce the intended results. These constraints could adversely affect the market price of the shares of the Fund and, consequently, the value of the notes.

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**DIFFERENCES BETWEEN THE FUND AND THE UNDERLYING INDEX** The Fund does not fully replicate the Underlying Index and may hold securities not included in the Underlying Index. In addition, the performance of the Fund will reflect additional transaction costs and fees that are not included in the calculation of the Underlying Index. All of these factors may lead to a lack of correlation between the Fund and the Underlying Index. In addition, corporate actions with respect to the equity securities held by the Fund (such as mergers and spin-offs) may impact the variance between the Fund and the Underlying Index. Finally, because the shares of the Fund are traded on NYSE Arca and are subject to market supply and investor demand, the market value of one share of the Fund may differ from the net asset value per share of the Fund. For all of the foregoing reasons, the performance of the Fund may not correlate with the performance of the Underlying Index.

**NON-U.S. SECURITIES RISK** The equity securities held by the Fund 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.

**EMERGING MARKETS RISK** The equity securities held by the Fund have been issued by non-U.S. companies located in emerging markets countries. Countries with emerging markets may have relatively unstable governments, may present the risks of nationalization of businesses, restrictions on foreign ownership and prohibitions on the repatriation of assets, and may have less protection of property rights than more developed countries. The economies of countries with emerging markets may be based on only a few industries, may be highly vulnerable to changes in local or global trade conditions, and may suffer from extreme and volatile debt burdens or inflation rates. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of holdings difficult or impossible at times.

**THE NOTES ARE SUBJECT TO CURRENCY EXCHANGE RISK** Because the prices of the equity securities held by the Fund are converted into U.S. dollars for purposes of calculating the net asset value of the Fund, holders of the notes will be exposed to currency exchange rate risk with respect to each of the currencies in which the equity securities held by the Fund trade. Your net exposure will depend on the extent to which those currencies strengthen or weaken against the U.S. dollar and the relative weight of equity securities held by the Fund denominated in each of those currencies. If, taking into account the relevant weighting, the U.S. dollar strengthens against those currencies, the price of the Fund will be adversely affected and any payment on the notes may be reduced. Of particular importance to potential currency exchange risk are:

- existing and expected rates of inflation;
- existing and expected interest rate levels;
- the balance of payments in the countries issuing those currencies and the United States and between each country and its major trading partners;
- political, civil or military unrest in the countries issuing those currencies and the United States; and
- the extent of government surpluses or deficits in the countries issuing those currencies and the United States.

All of these factors are in turn sensitive to the monetary, fiscal and trade policies pursued by the governments of the countries issuing those currencies and the United States and other countries important to international trade and finance.

**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.

**THE ANTI-DILUTION PROTECTION FOR THE FUND IS LIMITED** The calculation agent will make adjustments to the Share Adjustment Factor for certain events affecting the shares of the Fund. However, the calculation agent will not make an adjustment in response to all events that could affect the shares of the Fund. If an event occurs that does not require the calculation agent to make an adjustment, the value of the notes may be materially and adversely affected.

**THE FINAL TERMS AND VALUATION OF THE NOTES WILL BE PROVIDED IN THE PRICING SUPPLEMENT** The final terms of the notes will be based on relevant market conditions when the terms of the notes are set and will be provided in the pricing

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supplement. In particular, each of JPMS' s estimated value and the Digital Return will be provided in the pricing supplement and each may be as low as the applicable minimum set forth on the cover of this term sheet. Accordingly, you should consider your potential investment in the notes based on the minimums for JPMS' s estimated value and the Digital Return.

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

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 term sheet 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 Share Price of \$45 and a Digital Return of 17.50%. The actual Digital Return will be provided in the pricing supplement and will not be less than 17.50%. 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 in the examples below have been rounded for ease of analysis.

Final Share Price	Fund Return	Total Return
\$81.0000	80.00%	17.50%
\$74.2500	65.00%	17.50%
\$67.5000	50.00%	17.50%
\$63.0000	40.00%	17.50%
\$58.5000	30.00%	17.50%
\$54.0000	20.00%	17.50%
\$52.8750	17.50%	17.50%
\$51.7500	15.00%	17.50%
\$49.5000	10.00%	17.50%
\$47.2500	5.00%	17.50%
\$46.1250	2.50%	17.50%
<b>\$45.0000</b>	<b>0.00%</b>	<b>17.50%</b>
\$42.7500	-5.00%	<b>0.00%</b>
\$40.5000	-10.00%	<b>0.00%</b>
\$40.4955	-10.01%	-0.01%
\$38.2500	-15.00%	-5.00%
\$36.0000	-20.00%	-10.00%
\$31.5000	-30.00%	-20.00%
\$27.0000	-40.00%	-30.00%
\$22.5000	-50.00%	-40.00%
\$18.0000	-60.00%	-50.00%
\$13.5000	-70.00%	-60.00%
\$9.0000	-80.00%	-70.00%
\$4.5000	-90.00%	-80.00%
\$0.0000	-100.00%	-90.00%

### 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 closing price of one share of the Fund increases from the Initial Share Price of \$45 to a Final Share Price of \$47.25.

Because the Final Share Price of \$47.25 is greater than the Initial Share Price of \$45, regardless of the Fund Return, the investor is entitled to the Digital Return and receives a payment at maturity of \$1,175 per \$1,000 principal amount note, calculated as follows:

$$\$1,000 + (\$1,000 \times 17.50\%) = \$1,175$$

#### Example 2: The closing price of one share of the Fund decreases from the Initial Share Price of \$45 to a Final Share Price of \$40.50.

Although the Fund Return is negative, because the Final Share Price of \$40.50 is less than the Initial Share Price of \$45 by not more than 10%, the investor receives a payment at maturity of \$1,000 per \$1,000 principal amount note.

#### Example 3: The closing price of one share of the Fund increases from the Initial Share Price of \$45 to a Final Share Price of \$58.50.

Because the Final Share Price of \$58.50 is greater than the Initial Share Price of \$45 and although the Fund Return of 30% exceeds the Digital Return of 17.50%, the investor is entitled to only the Digital Return and receives a payment at maturity of \$1,175 per \$1,000 principal amount

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note, calculated as follows:

$$\$1,000 + (\$1,000 \times 17.50\%) = \$1,175$$

**Example 4: The closing price of one share of the Fund decreases from the Initial Share Price of \$45 to a Final Share Price of \$18.**

Because the Final Share Price of \$18 is less than the Initial Share Price of \$45 by more than 10% and the Fund Return is -60%, the investor receives a payment at maturity of \$500 per \$1,000 principal amount note, calculated as follows:

$$\$1,000 + [\$1,000 \times (-60\% + 10\%)] = \$500$$

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.

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## Historical Information

The following graph sets forth the historical performance of the Fund based on the weekly historical closing prices of one share of the Fund from January 2, 2009 through September 12, 2014. The closing price of one share of the Fund on September 17, 2014 was \$43.73.

We obtained the closing prices of one share of the Fund below from Bloomberg Financial Markets without independent verification. The historical prices of one share of the Fund 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 the Fund on the pricing date or the Observation Date. We cannot give you assurance that the performance of the Fund will result in the return of any of your principal.

## JPMS' s Estimated Value of the Notes

JPMS' s estimated value of the notes set forth on the cover of this term sheet 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 will be 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 Risk Considerations JPMS' s Estimated Value of the Notes Will Be Lower Than the Original Issue Price \(Price to Public\) of the Notes](#) in this term sheet.

## 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 term sheet. 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 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 Fund?** and **Hypothetical Examples of Amount Payable at Maturity** in this term sheet for an illustration of the risk-return profile of the notes and **Selected Purchase Considerations** **Return Dependent on the iShares® MSCI Emerging Markets ETF** in this term sheet 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 term sheet, 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.

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