

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 73824 / December 11, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-15507

In the Matter of

JPMorgan Chase & Co.,

Respondent.

:
:
:
:
:
:
:

**NOTICE OF PROPOSED
PLAN OF DISTRIBUTION
AND OPPORTUNITY
FOR COMMENT**

Notice is hereby given, pursuant to Rule 1103 of the Securities and Exchange Commission's ("Commission") Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103, that the Division of Enforcement has submitted to the Commission a proposed plan ("Distribution Plan") for the distribution of monies paid in the above-captioned matter.

On September 19, 2013, the Commission issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order ("Order") against JPMorgan Chase & Co. ("JPMorgan").¹ The Order found that JPMorgan violated federal securities laws when it made material misstatements in its public filings with the Commission. The Order required JPMorgan to pay a civil money penalty in the amount of \$200,000,000 to the Commission and ordered that such penalty may be distributed pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, as amended.

On March 5, 2014, the Commission issued an Order Establishing a Fair Fund.² The Fair Fund has been deposited at the United States Treasury Department's Bureau of the Fiscal Service ("BFS") for investment. Other than potential interest income from the BFS investment, the Commission does not anticipate that the Fair Fund will receive additional funds. The assets of the Fair Fund are subject to the continuing jurisdiction and control of the Commission.

OPPORTUNITY FOR COMMENT

Pursuant to this Notice, all interested parties are advised that they may obtain a copy of the Distribution Plan from the Commission's public website at <http://www.sec.gov/litigation/fairfundlist.htm>. Interested parties may also obtain a written copy of the Distribution Plan by submitting a written request to Susan S. Pecaro, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-5631. All

¹ See Exchange Act Rel. No. 70458 (Sep. 19, 2013).

² See Exchange Act Rel. No. 71654 (Mar. 5, 2014).

persons who desire to comment on the Distribution Plan may submit their comments, in writing, no later than thirty (30) days from the date of this Notice:

1. to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090;
2. by using the Commission's Internet comment form (<http://www.sec.gov/litigation/admin.shtml>); or
3. by sending an email to rule-comments@sec.gov.

Comments submitted should include "Administrative Proceeding File No. 3-15507" in the subject line. Comments received will be publicly available. Persons should submit only information that they wish to make publicly available.

THE DISTRIBUTION PLAN

The Fair Fund is comprised of the \$200,000,000 civil money penalty paid by the Respondents to the Commission. The Distribution Plan proposes to compensate investors harmed when JPMorgan failed to disclose accurately in public filings made with the Commission the true amount of trading losses it suffered in the first quarter of 2012, and the effectiveness of its disclosure controls and procedures. As set forth in the Distribution Plan, beneficial owner investors who will be eligible for a distribution must have (a) purchased Eligible Securities³ between April 13, 2012 and May 10, 2012, inclusive, and held the shares of Eligible Securities through May 20, 2012; or (b) purchased Eligible Securities between April 13, 2012 and May 10, 2012, inclusive, and sold their shares of Eligible Securities between May 11, 2012 and May 20, 2012, inclusive; or (c) purchased Eligible Securities between May 11, 2012 and May 20, 2012, inclusive, and held the shares of Eligible Securities through May 20, 2012; and (d) met all other requirements of the Distribution Plan.

For the Commission, by its Secretary, pursuant to delegated authority.

Brent J. Fields
Secretary

³ "Eligible Securities" refers to shares of JPMorgan common stock listed on a U.S. exchange and registered with the Commission. Transactions in JPMorgan common stock during the period of time commencing on April 13, 2012 and continuing through May 20, 2012 that are pursuant to, or in connection with, a swap, an option or other derivative will not be eligible for a recovery.