平成 25 年 5 月 2 日

会社名　　ジェー・ピー・モルガン・チェース & カンパニー
(JPMorgan Chase & Co)

代表者名　　ジェームズ・ダイモン
(James Dimon)
最高経営責任者(CEO)兼社長
（コード番号　　86340　東証第一部外国株）

問合せ先　　東京都港区六本木一丁目 6 番 1 号
泉ガーデンタワー
アンダーソン・毛利・友常法律事務所
弁護士　森下　国彦/弁護士　永沼　光
弁護士　早瀬　孝広/弁護士　辻本　晴子
TEL　03-6888-1000

米国証券取引委員会への Form 8-K の提出

ジェー・ピー・モルガン・チェース & カンパニーは、2013 年 5 月 1 日付で、米国証券取引委員会に Form 8-K を提出いたしました。内容については添付をご参照ください。

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JPMORGAN CHASE & CO

FORM 8-K
(Current report filing)

Filed 05/01/13 for the Period Ending 05/01/13

Address	270 PARK AVE
	38TH FL
	NEW YORK, NY 10017
Telephone	2122706000
CIK	0000019617
Symbol	JPM
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 1, 2013

JPMORGAN CHASE & CO.
(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction of Incorporation)

001-05805	**13-2624428**
(Commission File Number)	**(IRS Employer Identification No.)**
270 Park Avenue, New York, NY	**10017**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's telephone number, including area code:
(212) 270-6000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On May 1, 2013, the Company closed a public offering of $2,000,000,000 aggregate principal amount of its 3.375% Subordinated Notes due 2023 (the "Subordinated Notes"). The Subordinated Notes were registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3 (File No. 333-169900). In connection with this offering, the legal opinion as to the legality of the Subordinated Notes is being filed as Exhibit 5.1 to this report.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

5.1	Opinion of Simpson Thacher & Bartlett LLP as to the legality of the $2,000,000,000 aggregate principal amount of the 3.375% Subordinated Notes due 2023

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JPMORGAN CHASE & CO.
(Registrant)

By: /s/ Anthony J. Horan
Name: Anthony J. Horan
Title: Corporate Secretary

Dated: May 1, 2013

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Simpson Thacher & Bartlett LLP as to the legality of the $2,000,000,000 aggregate principal amount of the 3.375% Subordinated Notes due 2023

Exhibit 5.1

May 1, 2013

JPMorgan Chase & Co.
270 Park Avenue
New York, NY 10017

Ladies and Gentlemen:

We have acted as counsel to JPMorgan Chase & Co., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 (File No. 333-169900) (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended, and the issuance by the Company of $2,000,000,000 aggregate principal amount of 3.375% Subordinated Notes due 2023 (the "Securities") pursuant to the Underwriting Agreement dated April 24, 2013 (the "Underwriting Agreement") between the Company and the several underwriters named therein. The Securities are being issued under the Indenture dated as of October 21, 2010 (the "Indenture") between the Company and U.S. Bank Trust National Association (the "Trustee").

We have examined the Registration Statement; the Indenture, which has been filed with the Commission as an exhibit to the Company's Current Report on Form 8-K filed on October 21, 2010; duplicates of the global notes representing the Securities; and the Underwriting Agreement. We also have examined the originals, or duplicates or certified or conformed copies,

of such records, agreements, documents and other instruments and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth. As to questions of fact material to this opinion, we have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents. We also have assumed that the Indenture is the valid and legally binding obligation of the Trustee.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that the Securities have been duly authorized, executed and issued by the Company and, assuming due authentication thereof by the Trustee or The Bank of New York Mellon, as authenticating agent under the Indenture on behalf of the Trustee, and upon payment and delivery in accordance with the Underwriting Agreement, the Securities will constitute valid and legally binding obligations of the Company enforceable against the Company in accordance with their terms.

Our opinion set forth above is subject to (i) the effects of bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally, (ii) general equitable principles (whether considered in a proceeding in equity or at law) and (iii) an implied covenant of good faith and fair dealing **.**

We do not express any opinion herein concerning any law other than the law of the State of New York and the Delaware General Corporation Law.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Company's Current Report on Form 8-K dated May 1, 2013 and to the use of our name under the caption "Legal Opinions" in the prospectus included in the Registration Statement.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP
SIMPSON THACHER & BARTLETT LLP