

JPMORGAN CHASE & CO  
Form 424B8  
March 19, 2019

March 19, 2019 Registration Statement Nos. 333-222672 and 333-222672-01; Rule 424(b)(8)

JPMorgan Chase Financial Company LLC  
Structured Investments

Notes Linked to an Unequally Weighted Basket Consisting of the EURO STOXX 50<sup>®</sup> Index, the FTSE<sup>®</sup> 100 Index, the Hang Seng China Enterprises Index, the MSCI Emerging Markets Index, the TOPIX<sup>®</sup> Index, the S&P/TSX 60 Index and the S&P/ASX 200 Index due July 12, 2022

Fully and Unconditionally Guaranteed by JPMorgan Chase & Co.

Notwithstanding anything to the contrary set forth in the pricing supplement dated March 7, 2019, related to the notes referred to above (the “pricing supplement”), the Initial Value with respect to the FTSE<sup>®</sup>100 Index was 7,157.55, the closing level of that Index on the Pricing Date.

CUSIP: 48130W2J9

**Investing in the notes involves a number of risks. See “Risk Factors” beginning on page PS-8 of the accompanying product supplement, “Risk Factors” beginning on page US-1 of the accompanying underlying supplement and “Selected Risk Considerations” beginning on page PS-3 of the 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 the pricing supplement or the accompanying product supplement, underlying supplement, prospectus supplement and prospectus. Any representation to the contrary is a criminal offense.

*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.*

You should read this amendment together with the pricing supplement and the related product supplement, underlying supplement, prospectus supplement and prospectus, each of which can be accessed via the hyperlinks below. Please also see “Additional Terms Specific to the Notes” in the pricing supplement.

Pricing supplement dated March 7, 2019:

[http://www.sec.gov/Archives/edgar/data/19617/000161577419003865/s116640\\_424b2.htm](http://www.sec.gov/Archives/edgar/data/19617/000161577419003865/s116640_424b2.htm)

Product supplement no. 3-I dated April 5, 2018:

[http://www.sec.gov/Archives/edgar/data/19617/000095010318004518/dp87527\\_424b2-ps3i.pdf](http://www.sec.gov/Archives/edgar/data/19617/000095010318004518/dp87527_424b2-ps3i.pdf)

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Underlying supplement no. 1-I dated April 5, 2018:

[http://www.sec.gov/Archives/edgar/data/19617/000095010318004514/crt\\_dp87766-424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000095010318004514/crt_dp87766-424b2.pdf)

Prospectus supplement and prospectus, each dated April 5, 2018:

[http://www.sec.gov/Archives/edgar/data/19617/000095010318004508/dp87767\\_424b2-ps.pdf](http://www.sec.gov/Archives/edgar/data/19617/000095010318004508/dp87767_424b2-ps.pdf)

Amendment no. 1 to pricing supplement dated March 7, 2019 to product supplement no. 3-I dated April 5, 2018, underlying supplement no. 1-I dated April 5, 2018 and the prospectus and prospectus supplement, each dated April 5, 2018

FAMILY: times new roman">TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. 40422Y101

13G

Page 3 of 9 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Morton Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY 8,147,807

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER  
WITH 8,147,807

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,147,807

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 40422Y101

13G

Page 4 of 9 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Philip B. Korsant

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 5 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY 8,147,807

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER  
WITH 8,147,807

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,147,807

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Item 1. (a) Name of Issuer

HLTH Corp.

Item 1. (b) Address of Issuer's Principal Executive Offices

669 River Drive, Center 2  
Elmwood Park, NJ 07407

Item 2. (a) Name of Person Filing

This Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons"\*):

- (i) Samana Capital, L.P. ("SC");
- (ii) Morton Holdings, Inc. ("MH"); and
- (iii) Philip B. Korsant.

\* Attached as Exhibit A is a copy of an agreement among the Reporting Persons that this Schedule 13G is being filed on behalf of each of them.

Item 2. (b) Address of Principal Business Office or, if None, Residence

Samana Capital, L.P.  
283 Greenwich Avenue  
Greenwich, CT 06830

Morton Holdings, Inc.  
283 Greenwich Avenue  
Greenwich, CT 06830

Philip B. Korsant  
283 Greenwich Avenue  
Greenwich, CT 06830

Item 2. (c) Citizenship

See Item 4 of the attached cover pages.

Item 2. (d) Title of Class of Securities

Common Stock, par value \$.0001 per share (the "Common Stock")

Item 2. (e) CUSIP Number

40422Y101

Item 3.

Not applicable as this Schedule 13G is filed pursuant to Rule 13d-1(c).

Item 4. Ownership

Item 4 is hereby amended and restated in its entirety as follows:

(a) Amount beneficially owned:

See Item 9 of the attached cover pages.

(b) Percent of class:

See Item 11 of the attached cover pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of the attached cover pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of the attached cover pages.

(iii) Sole power to dispose or to direct the disposition:

See Item 7 of the attached cover pages.

(iv) Shared power to dispose or to direct the disposition:

See Item 8 of the attached cover pages.

Partnerships of which MH is the general partner, including SC, are the owners of record of the Common Stock reported herein. Each of MH and Philip B. Korsant may be deemed to beneficially own the Common Stock reported herein as a result of the direct or indirect power to vote or dispose of such stock.

Item 5. Ownership of Five Percent or Less of a Class

Item 5 is hereby amended and restated in its entirety as follows:

ZBI Equities, L.L.C. no longer shares voting or dispositive power over the shares of Common Stock reported herein.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 6 is hereby amended and restated in its entirety as follows:

Not Applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent

7. Holding Company

Not Applicable.



Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2009

SAMANA CAPITAL, L.P.

By: Morton Holdings, Inc., its general partner

By: /s/ DAVID GRAY  
Name: David Gray  
Title: Vice President

MORTON HOLDINGS, INC.

By: /s/ DAVID GRAY  
Name: David Gray  
Title: Vice President

/s/ PHILIP B. KORSANT  
Philip B. Korsant

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EXHIBIT A

The undersigned, Samana Capital, L.P., a Delaware limited partnership, Morton Holdings, Inc., a Delaware corporation, and Philip B. Korsant, hereby agree and acknowledge that the information required by this Schedule 13G, to which this Agreement is attached as an exhibit, is filed on behalf of each of them. The undersigned further agree that any further amendments or supplements thereto shall also be filed on behalf of each of them.

Dated: February 17, 2009

SAMANA CAPITAL, L.P.

By: Morton Holdings, Inc., its general partner

By: /s/ DAVID GRAY  
Name: David Gray  
Title: Vice President

MORTON HOLDINGS, INC.

By: /s/ DAVID GRAY  
Name: David Gray  
Title: Vice President

/s/ PHILIP B. KORSANT  
Philip B. Korsant