

Form CRS¹: Client Relationship Summary – J.P. Morgan Private Investments Inc.

J.P. Morgan Private Investments Inc. ("JPMPI", "we", "our" or "us") is an investment adviser registered with the Securities and Exchange Commission ("SEC"). Brokerage and investment advisory services and fees differ and it is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

What investment services and advice can you provide me?

We provide clients with discretionary and non-discretionary investment advisory services through separately managed accounts in various wrap fee programs offered through our affiliate, J.P. Morgan Securities LLC ("JPMS"). Depending on the program and strategy, these wrap fee accounts invest in individual securities (such as stocks and bonds), exchange-traded funds ("ETFs") and mutual funds (collectively, "Securities"), which includes both proprietary and non-proprietary products.

In a discretionary program, we have full investment and trading discretion over your account(s). We determine the ongoing allocation of assets among Securities and, as applicable, provide trade instructions to JPMS or third-party brokers. For accounts with client-requested investment restrictions, we periodically monitor accounts to ensure compliance with such restrictions or program guidelines, as applicable.

In a non-discretionary program, you make the ultimate decision about the purchase or sale of each Security. We select mutual funds and ETFs eligible for investment, define target asset allocations, and provide asset allocation ranges. We do not monitor your investments in non-discretionary programs.

Each wrap fee program has minimum initial investment amounts as well as minimum account size criteria that you must meet to open and maintain an account. To participate in the wrap fee programs, you must also be a US resident and meet other eligibility criteria.

Additional Information: Please see our Form ADV, Part 2A Wrap Programs Brochure ("Brochure"), at <https://adviserinfo.sec.gov/firm/brochure/110186>.

CONVERSATION STARTERS

Throughout this Client Relationship Summary we've included "Conversation Starters." These are questions the SEC thinks you should consider asking your financial professional. Please contact your financial professional or us directly for more information.

- Given my financial situation, should I choose an investment advisory service? Why or why not?
- How will you choose investments to recommend to me?
- What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

What fees will I pay?

In a wrap fee program, you pay JPMS a single fee based on the assets you have invested with them. The fee covers investment advisory services, as well as other account-related services, such as trade execution, clearing and settlement services, and custody services, which is why it is higher than a typical asset-based advisory fee covering only investment advice. While this fee will include transaction costs on transactions executed by JPMS, it will not include transaction costs (such as commissions or other charges, including "mark-ups" or "mark-downs") charged by other broker-dealers executing transactions. Certain programs have an additional fee charged by model managers (investment adviser that acts in non-discretionary capacity to provide model portfolio to implement), which is an annualized asset-based fee and not part of the wrap fee described above. Your fee is calculated as a percentage of your assets and, when you reach certain asset-based thresholds or "breakpoints," the total fee percentage may decrease. However, because your fee is based as a percentage of your assets, the more assets you have with us, the larger JPMS' fee will generally be in dollar-terms. Thus, JPMS has an incentive to encourage you to increase the assets in your account to receive more in fees. The fees you pay are not based on the performance of your account. JPMS reimburses JPMPI for its costs for providing investment services, including certain investment advisory, portfolio management, research and implementation services, as applicable. JPMPI does not separately receive a fee from JPMS or its clients.

Additional account-related fees charged by JPMS, as well as mutual fund and ETF fees and expenses, are detailed in our Brochure. You will see the fees you pay in a number of places, including your JPMS account statements, billing notices, and transaction confirmations.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

¹This disclosure is provided to comply with the SEC's Form CRS disclosure requirements, and those under the Investment Advisers Act of 1940. It does not create or modify any agreement, relationship, or obligation between you and J.P. Morgan. Please consult your agreements for all terms and conditions controlling your account and relationship with us.

INVESTMENT AND INSURANCE PRODUCTS ARE:

- NOT FDIC INSURED • NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY • NOT A DEPOSIT OR OTHER OBLIGATION OF, OR GUARANTEED BY, JPMORGAN CHASE BANK, N.A. OR ANY OF ITS AFFILIATES
- SUBJECT TO INVESTMENT RISKS, INCLUDING POSSIBLE LOSS OF THE PRINCIPAL AMOUNT INVESTED

Additional Information: Please see our Brochure, at <https://adviserinfo.sec.gov/firm/brochure/110186>.

CONVERSATION STARTERS

- Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:

- We generally select or recommend new and existing separate managed account strategies, mutual funds and ETFs that are issued and/or managed by J.P. Morgan Chase & Co. and its affiliates ("J.P. Morgan"), which results in more compensation to J.P. Morgan. Where J.P. Morgan receives more compensation on purchases of proprietary products, we have an incentive to recommend proprietary products before products or services issued by third parties. In certain programs, JPMPI uses an affiliated Six Circles fund within a strategy, as described further in our Brochure; however, we do not retain a management fee for the fund.
- When we select and recommend mutual funds, JPMS receives shareholder servicing fees as described in our Brochure.
- We have an incentive to offer wrap fee strategies through an affiliated sponsor because our affiliates earn more money.
- Actively managed funds typically charge higher management fees than passively managed funds. We can select a range of active and passive funds, which presents a conflict of interest because we have the option to include more actively managed funds in a strategy, which could include affiliated funds, in which case J.P. Morgan would receive more overall fees.

Additional Information: Detailed information about our conflicts of interest are available in our Brochure, at <https://adviserinfo.sec.gov/firm/brochure/110186>.

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- How might your conflicts of interest affect me, and how will you address them?

How do your financial professionals make money?

J.P. Morgan manages compensation on a total compensation basis, the components being base salary and a variable discretionary incentive award. Base salaries are awarded on individual performance and business results taking into account level and scope of position, experience, and market competitiveness. The variable discretionary incentive award consists of cash incentives and deferred long-term incentives in the form of equity-based and/or fund-tracking incentives. Each portfolio manager's performance is evaluated based on various factors, including the blended performance of the portfolios he/she manages (including relative to applicable portfolio benchmarks), individual contribution, and adherence with J.P. Morgan's compliance, risk and regulatory procedures. Their compensation is not directly tied to the frequency of client trading or the amount of client assets in investment advisory programs.

Do you or your financial professionals have legal or disciplinary history?

Yes. Visit [Investor.gov/CRS](https://investor.gov/CRS) for a free and simple search tool to research us and our financial professionals.

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- As a financial professional, do you have any disciplinary history? For what type of conduct?

Additional Information: Please see our Brochure, at <https://adviserinfo.sec.gov/firm/brochure/110186> for additional and up-to-date information about our investment advisory services. You may also call us at 1-(800)392-5749 to request an up-to-date copy of this relationship summary and for any additional information.

CONVERSATION STARTERS

- Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?