

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): November 24, 1997  
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THE CHASE MANHATTAN CORPORATION  
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(Exact name of registrant as specified in its charter)

Delaware -----	1-5805 -----	13-262442 -----
(State or Other Jurisdiction of Incorporation)	(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

Item 5. Other Events.

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On October 9, 1997, The Chase Manhattan Corporation, Chase Capital IV, Chase Capital V and Chase Capital VI filed a Registration Statement on Form S-3 (File Nos. 333-37567, 333-37567-01, 333-37567-02, 333-37567-03) (the "Registration Statement"), which Registration Statement was declared effective on October 24, 1997. On November 24, 1997, the prospectus included in the Registration Statement was supplemented in connection with the proposed issuance and sale, pursuant to such prospectus, as so supplemented, of \$350,000,000 of Chase Capital IV 7.34% Capital Securities, Series D (Liquidation Amount \$25 per Capital Security) (the "Capital Securities"). Attached hereto as Exhibits 5.1 and 8 are certain legal opinions with respect to the Capital Securities.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

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The following exhibits are filed with this report:

Exhibit Number	Description
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5.1	Opinion of counsel as to validity of Capital Securities.
8	Opinion of counsel as to certain federal income tax matters.

## 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.

THE CHASE MANHATTAN CORPORATION

By: /s/ Anthony J. Horan

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Anthony J. Horan  
Corporate Secretary

Dated: December 4, 1997

## EXHIBIT INDEX

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5.1	Opinion of counsel as to validity of capital Securities
8	Opinion of counsel as to certain federal income tax matters

[Letterhead of Simpson Thacher & Bartlett]

November 24, 1997

The Chase Manhattan Corporation  
270 Park Avenue  
New York, NY 10017

Ladies and Gentlemen:

This opinion is delivered in connection with the Registration Statement on Form S-3 (the "Registration Statement") filed under the Securities Act of 1933, as amended (the "Act"), by The Chase Manhattan Corporation, a Delaware corporation ("Chase"), and Chase Capital IV, Chase Capital V and Chase Capital VI, each a Delaware business trust (the "Trusts", and together with Chase, the "Registrants"), which Registration Statement relates to (i) preferred securities representing beneficial ownership interests in such Trusts (the "Preferred Securities"), (ii) junior subordinated deferrable interest debentures (the "Debentures") to be issued by Chase and (iii) unconditional and irrevocable guarantees (the "Guarantees" and each a "Guarantee") of the obligations of the Trusts under the Preferred Securities that may be issued by Chase.

We have examined (i) the Registration Statement, (ii) the Junior Subordinated Indenture dated as of December 1, 1996 (an "Indenture"), between Chase and The Bank of New York, as Debenture Trustee (the "Debenture Trustee"), as filed as an exhibit to the

Registration Statement and (iii) the forms of Guarantee Agreement (the "Guarantee Agreements" and each a "Guarantee Agreement") to be executed by Chase and The Bank of New York, as Guarantee Trustee (the "Guarantee Trustee"), as filed as an exhibit to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of Chase, and have made such other and further investigations, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, 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 certified or photostatic copies, and the authenticity of the originals of such latter documents. We have also assumed that the Registration Statement, and any applicable amendments thereto (including post-effective amendments), will have become effective under the Act at the time of issuance, offering and sale of any such Preferred Securities, Debentures or Guarantees.

Based upon the foregoing, and subject to the qualifications and limitations stated herein, we are of the opinion that:

1. With respect to the Debentures to be issued under the Indenture, when (i) the Board of Directors of Chase (the "Board") has taken all necessary corporate action to approve the issuance and specific terms of such Debentures and (ii) such Debentures have been duly executed, authenticated, issued and delivered in accordance with the provisions of such Indenture upon payment of the consideration therefor as contemplated by the Registration Statement, such Debentures will

constitute valid and legally binding obligations of Chase, enforceable against Chase in accordance with their terms.

2. With respect to the Guarantees, when (i) the related Guarantee Agreement has been duly authorized and validly executed and delivered by Chase and by the Guarantee Trustee, (ii) the Board has taken all necessary corporate action to approve the issuance and specific terms of the Guarantee evidenced by such Guarantee Agreement and (iii) such Guarantee Agreement has been duly executed, authenticated, issued and delivered in accordance with the provisions there, of such Guarantee will constitute a valid and legally binding obligation of Chase, enforceable against Chase in accordance with its terms.

Our opinions set forth in paragraphs 1 and 2 above are subject to the effects of bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally, general equitable principles (whether considered in a proceeding in equity or at law) and an implied covenant of good faith and fair dealing.

We are members of the Bar of the State of New York and we do not express any opinion herein concerning any law other than the law of the State of New York, the federal law of the United States and the Delaware General Corporation Law.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to us under the caption "Validity of Securities" in the Prospectus forming a part of the Registration Statement.

Very truly yours,

SIMPSON THACHER & BARTLETT

[Letterhead of Simpson Thacher & Bartlett]

November 24, 1997

Re: Issuance and Sale of 7.34% Capital  
Securities, Series D, by Chase Capital IV

The Chase Manhattan Bank  
270 Park Avenue  
New York, New York 10017

Chase Capital IV  
c/o The Chase Manhattan Corporation  
270 Park Avenue  
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel ("Tax Counsel") to The Chase Manhattan Corporation, a Delaware corporation (the "Corporation"), and Chase Capital IV, a statutory business trust organized under the Business Trust Act of the State of Delaware (the "Trust"), in connection with the preparation and filing by the Corporation and the Trust with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-3 (as amended, the "Registration Statement") under the Securities Act of 1933, as amended, and with respect to: (i) the issuance and sale of the 7.34% Junior Subordinated Deferrable Interest Debentures, Series D by the Corporation pursuant to the Indenture (the "Indenture"), between the Corporation and The Bank of New York, a New York banking corporation, as trustee (in such capacity, the "Indenture Trustee") in the form filed as an exhibit to the Registration Statement; and (ii) the issuance and sale of 7.34% Capital Securities, Series D (the "Series D Capital

Securities"), and the Series D Common Securities (collectively, the "Series D Securities") pursuant to the Amended and Restated Trust Agreement (the "Trust Agreement") among the Corporation, as Depositor, The Bank of New York, as Property Trustee, The Bank of New York (Delaware), as Delaware Trustee and the Administrative Trustees named therein, in the form filed as an exhibit to the Registration Statement. The Series D Capital Securities will be offered for sale to investors pursuant to the Registration Statement.

The Series D Securities are guaranteed by the Corporation with respect to the payment of distributions and payments upon liquidation, redemption and otherwise pursuant to, and to the extent set forth in, the Series D Guarantee Agreement (the "Series D Guarantee"), between the Corporation and The Bank of New York, a New York banking corporation, as trustee (in such capacity, the "Guarantee Trustee"), for the benefit of the holders of the Series D Securities, in the form filed as an exhibit to the Registration Statement.

All capitalized terms used in this opinion letter and not otherwise defined herein shall have the meaning ascribed to such terms in the Registration Statement.

In delivering this opinion letter, we have reviewed and relied upon: (i) the Registration Statement, (ii) the Indenture; (iii) a form of the Series D Subordinated Debentures; (iv) a form of the Trust Agreement; (v) a form of the Series D Guarantee; and (vi) a form of the Series D Capital Securities, in the case of each "form," as such form was filed as an exhibit to the Registration Statement. Further, we have relied upon certain other statements and representations contained in the Corporation's letter of representation attached hereto as Exhibit A. We also have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such records of the Corporation and the Trust and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination of such material, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original documents of all copies of documents submitted to us. In addition, we also have assumed that the transactions related to the issuance of the Series D Subordinated Debentures and the Series D Securities will be consummated in accordance with the terms of the documents and forms of documents described herein.

On the basis of the foregoing and assuming that the Trust was formed and will be maintained in compliance with the terms of the Trust Agreement, we hereby confirm (i) our opinions set forth in the Registration Statement under the caption "Certain Federal Income Tax Consequences" and (ii) that, subject to the qualifications set forth herein and therein, the discussion set forth in the Registration Statement under such caption is an accurate summary of the United States federal income tax matters described therein.

We express no opinion with respect to the transactions referred to herein or in the

November 24, 1997

Registration Statement other than as expressly set forth herein. Moreover, we note that there is no authority directly on point dealing with securities such as the Series D Capital Securities or transactions of the type described herein and that our opinion is not binding on the Internal Revenue Service or the courts, either of which could take a contrary position. Nevertheless, we believe that if challenged, the opinions we express herein would be sustained by a court with jurisdiction in a properly presented case.

Our opinion is based upon the Code, the Treasury regulations promulgated thereunder and other relevant authorities and law, all as in effect on the date hereof. Consequently, future changes in the law may cause the tax treatment of the transactions referred to herein to be materially different from that described above.

We are admitted to practice law only in the State of New York and the opinions we express herein are limited solely to matters governed by the federal law of the United States.

We hereby consent to the use of our name in the Registration Statement under the captions "Certain Federal Income Tax Consequences" and "Validity of Securities".

Very truly yours,

SIMPSON THACHER & BARTLETT

[Letterhead of The Chase Manhattan Corporation]

November 24, 1997

Simpson Thacher & Bartlett  
425 Lexington Avenue  
New York, New York 10017

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-3 (as amended, the "Registration Statement") related to the issuance and sale of the 7.34% Capital Securities, Series D (the "Series D Capital Securities") by Chase Capital IV, a statutory business trust formed under the laws of the State of Delaware (the "Trust"), Simpson Thacher & Bartlett, special tax counsel to the Trust and The Chase Manhattan Corporation, a Delaware corporation (the "Corporation"), will render its opinion (the "Tax Opinion") with respect to certain material United States federal income tax consequences related to the issuance and sale of the Series D Capital Securities. In connection with the issuance of the Tax Opinion, the undersigned, an officer of the Corporation, recognizing that Simpson Thacher & Bartlett will rely on this certificate in delivering the Tax Opinion, hereby certifies as of the date hereof as to the matters set forth in paragraphs one through six hereof, to the best of her knowledge and belief after due inquiry and investigation as to such matters. (Capitalized terms used and not otherwise defined herein shall have the same meanings ascribed to such terms in the Registration Statement.)

1. The Corporation and the Trust intend to create a debtor-creditor relationship between the Corporation, as debtor, and the Trust, as a creditor, upon the issuance and sale of the Series D Subordinated Debentures to the Trust by the

Corporation, and the Corporation will (i) record and at all times continue to reflect the Series D Subordinated Debentures as indebtedness on its separate books and records for financial accounting purposes and (ii) treat the Series D Subordinated Debentures as indebtedness for all United States tax purposes.

2. The sole assets of the Trust will be the Series D Subordinated Debentures.
3. The Corporation has no present intent to exercise its right to defer payments of interest by extending the interest payment period on the Series D Subordinated Debentures.
4. The Corporation believes that the likelihood that it would exercise its right to defer payments of interest by extending the interest payment period on the Series D Subordinated Debentures at any time during which the Series D Subordinated Debentures are outstanding is remote because of the restrictions that would be imposed on the Corporation's ability to pay dividends on its outstanding equity in the event it elected to defer payments of interest on the Series D Subordinated Debentures.
5. The Series D Capital Securities issued by the Trust are expected to be rated "investment grade" by at least one nationally recognized statistical credit rating agency.
6. The Corporation expects that it will be able to cause its wholly-owned subsidiaries to pay dividends to the Corporation in amounts and at times sufficient to enable the Corporation to make timely payments of interest and principal on the Series D Subordinated Debentures.

The Corporation acknowledges that if any of the foregoing certifications is inaccurate, the Tax Opinion may not accurately describe the proper United States federal income tax treatment of the Series D Subordinated Debentures or the Series D Capital Securities and the discussion set forth in the Registration Statement under the caption "Certain Federal Income Tax Consequences" may not accurately describe the United States federal income tax consequences of the transactions described in the Registration Statement. The Corporation will promptly and timely notify Simpson Thacher & Bartlett if it discovers that any of the above certifications ceases to be true, correct or complete.

Very truly yours,

The Chase Manhattan Corporation

/s/ Deborah L. Duncen

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By: Deborah L. Duncen  
Title: Executive Vice President  
and Treasurer