

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

March 31, 1996  
Date of Report (Date of earliest event reported)

The Chase Manhattan Corporation  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-5805  
(Commission File Number)

13-2624428  
(IRS Employer Identification No.)

270 Park Avenue, New York, New York 10017  
(Address of principal executive offices)(Zip Code)

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

Chemical Banking Corporation  
(Former Name or Former Address, if Changed Since Last Report)

## ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

The merger (the "Merger") of The Chase Manhattan Corporation ("Old Chase") with and into The Chase Manhattan Corporation (formerly known as Chemical Banking Corporation) (the "Company") was consummated on March 31, 1996. As a result of the Merger, the Company, which is the surviving corporation of the Merger, changed its name from "Chemical Banking Corporation" to "The Chase Manhattan Corporation". Also as a result of the Merger, each outstanding share of common stock of Old Chase was converted into 1.04 shares of common stock of the Company and each outstanding share of preferred stock of Old Chase was converted into one share of preferred stock of the Company having substantially the same rights, powers, privileges and preferences as such share of Old Chase preferred stock. The basic terms of the Merger were described in the Joint Proxy Statement/Prospectus of the Company and Old Chase dated October 31, 1995, which was included in the Company's Registration Statement on Form S-4 (Registration No. 33-63833), to which reference is hereby made. Copies of the Company's press releases announcing the completion of the Merger and describing the changes in the trading symbols of the Company's equity securities are filed as exhibits hereto and incorporated by reference herein.

## ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL STATEMENTS AND EXHIBITS.

## (a) FINANCIAL STATEMENTS OF BUSINESSES ACQUIRED

- (1) The audited consolidated statements of condition of Old Chase and subsidiaries as of December 31, 1994 and 1993, and the related consolidated statements of income, cash flows and changes in stockholders' equity for each of the years in the three-year period ended December 31, 1994 (incorporated by reference to Old Chase's Annual Report on Form 10-K for the fiscal year ended December 31, 1994).
- (2) The unaudited consolidated statement of condition of Old Chase as of September 30, 1995 and the unaudited consolidated statements of income, cash flows and changes in shareholder's equity of Old Chase and subsidiaries for the nine months ended September 30, 1995 and 1994 (incorporated by reference to Old Chase's Quarterly Report on Form 10-Q for the quarter ended September 30, 1995).

## (b) PRO FORMA FINANCIAL INFORMATION

The unaudited pro forma combined balance sheet of the Company and Old Chase at December 31, 1995, the unaudited pro forma combined statements of income of the Company and

Old Chase for each of the years in the three-year period ended December 31, 1995 and the notes to unaudited pro forma combined financial statements included therewith (incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1995).

(c) EXHIBITS

The following exhibits are filed with this report:

EXHIBIT NO.	DESCRIPTION
2	Agreement and Plan of Merger, dated as of August 27, 1995, between Chemical Banking Corporation and The Chase Manhattan Corporation (incorporated by reference to Exhibit 2 to Current Report on Form 8-K of Chemical Banking Corporation, dated August 27, 1995)
4	Certificate of Merger of The Chase Manhattan Corporation with and into Chemical Banking Corporation
99.1	Press Release (announcing Merger and change in common stock trading symbol)
99.2	Press Release (announcing changes in preferred stock trading symbols)
99.3	Report of Price Waterhouse dated January 17, 1995

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 thereunto duly authorized.

THE CHASE MANHATTAN CORPORATION  
(Registrant)

By /s/ John B. Wynne

-----  
Name: John B. Wynne

Title: Secretary

Dated: April 1, 1996.

## EXHIBIT INDEX

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CERTIFICATE OF MERGER  
 OF  
 THE CHASE MANHATTAN CORPORATION  
 INTO  
 CHEMICAL BANKING CORPORATION

UNDER SECTION 251 OF THE  
 GENERAL CORPORATION LAW  
 OF THE STATE OF DELAWARE

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, Chemical Banking Corporation, a Delaware corporation (the "Corporation"), hereby certifies the following information relating to the merger of The Chase Manhattan Corporation, a Delaware Corporation ("Chase"), with and into the Corporation (the "Merger"):

FIRST: The names of the constituent corporations in the Merger (the "Constituent Corporations") and their states of incorporation are as follows:

NAME	STATE
Chemical Banking Corporation	Delaware
The Chase Manhattan Corporation	Delaware

SECOND: The Agreement and Plan of Merger, dated as of August 27, 1995 (the "Merger Agreement"), between the Corporation and Chase, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation in the Merger is Chemical Banking Corporation, which as of the effective time of the Merger will change its name to The Chase Manhattan Corporation (the "Surviving Corporation").

FOURTH: The certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation, as amended as follows:

1. Article FIRST is hereby amended to read in its entirety as follows:

"FIRST. The name of the corporation is  
THE CHASE MANHATTAN CORPORATION"

2. The voting powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of each series of Preferred Stock of the Corporation, as set forth in the Appendices to the Certificate of Incorporation, are hereby amended by deleting each reference therein to "CHEMICAL BANKING CORPORATION" and inserting in lieu thereof a reference to "THE CHASE MANHATTAN CORPORATION" and by deleting each reference therein to "Chemical Banking Corporation" and inserting in lieu thereof a reference to "The Chase Manhattan Corporation".

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, located at 270 Park Avenue, New York, New York 10017.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of record of either of the Constituent Corporations.

SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at 11:59 p.m. on March 31, 1996.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on the 29th day of March, 1996.

CHEMICAL BANKING CORPORATION

By: /s/ WALTER V. SHIPLEY

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Walter V. Shipley  
Chairman of the Board

[Corporate Seal]

Attest:

/s/ JOHN B. WYNNE

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John B. Wynne  
Secretary



THE CHASE MANHATTAN CORPORATION  
270 PARK AVENUE  
NEW YORK, NY 10017-2070

## NEWS RELEASE

Investor Contact: John Borden  
212-270-7318

Press Contacts: John Anderson  
212-270-2270  
John Stefans  
212-270-7438  
John Meyers  
212-270-7454

For Immediate Release  
Monday, April 1, 1996

## CHASE AND CHEMICAL MERGE, CREATING LARGEST BANKING COMPANY IN THE UNITED STATES

New York, April 1, 1996 -- The Chase Manhattan Corporation and Chemical Banking Corporation today said that they have completed the merger of their holding companies, effective March 31.

With \$300 billion in assets, the new company, called The Chase Manhattan Corporation, is now the largest banking company in the United States and becomes America's first broadly diversified banking organization to have top-tier, scale positions in each of its principal business lines.

The new Chase has more primary relationships with large U.S. companies than any other competitor, making it the leading bank to corporate America. It is also one of the nation's preeminent financial products companies, with leading positions in credit cards, mortgage banking, consumer finance, mutual funds and home banking. Domestically, it has offices in 39 states and relationships with more than 25 million households coast to coast.

The new Chase is also among only a handful of truly global competitors, with wholesale banking operations in 52 countries, clients in 180 and leadership rankings in almost all areas of global finance, trading, private banking and information and transaction services.

It also has the largest branch system in the tri-state metropolitan region that encompasses down-state New York, northern New Jersey and southern Connecticut. Within this region and throughout Texas, it is also the leading banker to small businesses and middle market companies.

The new Chase starts life with \$20 billion in shareholders' equity, ranking it fourth in the world among banks in terms of equity capital, and has a market capitalization of approximately \$32 billion.

(More)

"The new organization has the size and scope to compete globally in a manner to which few other companies can aspire," said Walter V. Shipley, chairman and chief executive officer of the new Chase. "Our market presence and product capabilities, combined with the best people in the business, will all be brought to bear on everything we do for our clients."

"The merger combines mutual and complementary strengths to create a premier global financial services company that is a preeminent competitor in all of its markets," said Thomas G. Labrecque, president and chief operating officer of the new Chase. "Most important, we will have the resources to deliver innovative, integrated solutions to our customers."

The two flagship banks of the new corporation, Chemical Bank and The Chase Manhattan Bank, will merge later this year and will continue to operate as separate banks with separate retail branch networks in the interim.

As a result of the merger, each outstanding share of Chase Manhattan Corporation common stock was converted into 1.04 shares of Chemical Banking Corporation common stock.

Upon effectiveness of the merger on March 31, Chemical Banking Corporation changed its name to The Chase Manhattan Corporation and on April 1 its common stock will commence trading on the New York Stock Exchange under the stock symbol CMB and on the London Stock Exchange under the name The Chase Manhattan Corporation.

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Release 3

The Chase Manhattan Corporation  
270 Park Avenue  
New York, NY 10017-2070

## NEWS RELEASE

Contact: Kathleen Baum  
(212) 270-5089

For Immediate Release  
Monday, April 1, 1996

New York, April 1 -- The Chase Manhattan Corporation and Chemical Banking Corporation today said that they have completed the merger of their holding companies, effective March 31. The new corporation is called The Chase Manhattan Corporation.

Commencing with trading today, April 1, following are the new trading symbols for the preferred stock of The Chase Manhattan Corporation.

- o 10 1/2% PREFERRED STOCK --- CMBPRA. This previously was called 10 1/2% Preferred Stock, Series G, of The Chase Manhattan Corporation and previously traded under the stock symbol CMBPRG.
- o 9.76% PREFERRED STOCK -- CMBPRB. This previously was called 9.76% Preferred Stock, Series H, of The Chase Manhattan Corporation and previously traded under the stock symbol CMBPRH.
- o 10.84% PREFERRED STOCK -- CMBPRC. This previously was called 10.84% Preferred Stock, Series I, of The Chase Manhattan Corporation and previously traded under the stock symbol CMBPRI.
- o 9.08% PREFERRED STOCK -- CMBPRD. This previously was called 9.08% Preferred Stock, Series J, of The Chase Manhattan Corporation and previously traded under the stock symbol CMBPRJ.
- o 8 1/2% PREFERRED STOCK -- CMBPRE. This previously was called 8 1/2% Preferred Stock, Series K, of The Chase Manhattan Corporation and previously traded under the stock symbol CMBPRK.
- o 8.32% PREFERRED STOCK -- CMBPRF. This previously was called 8.32% Preferred Stock, Series L, of The Chase Manhattan Corporation and previously traded under the stock symbol CMBPRL.
- o 10.96% PREFERRED STOCK -- CMBPRG. This previously was called 10.96% Preferred Stock of Chemical Banking Corporation and previously traded under the stock symbol CHLPRG.
- o 8 3/8% PREFERRED STOCK -- CMBPRH. This previously was called 8 3/8% Preferred Stock of Chemical Banking Corporation and previously traded under the stock symbol CHLPRH.
- o 7.92% CUMULATIVE PREFERRED STOCK -- CMBPRI. This previously was called 7.92% Cumulative Preferred Stock of Chemical Banking Corporation and previously traded under the stock symbol CHLPRI.
- o 7.58% CUMULATIVE PREFERRED STOCK -- CMBPRJ. This previously was called 7.58% Cumulative Preferred Stock of Chemical Banking Corporation and previously traded under the stock symbol CHLPRJ.
- o 7.50% CUMULATIVE PREFERRED STOCK -- CMBPRK. This previously was called 7.50% Cumulative Preferred Stock of Chemical Banking Corporation and previously traded under the stock symbol CHLPRK.
- o ADJUSTABLE RATE CUMULATIVE PREFERRED STOCK, SERIES L -- CMBPRL. This previously was called Adjustable Rate Cumulative Preferred Stock, Series L, of Chemical Banking Corporation and previously traded under the stock symbol CHLPRL.
- o 8.40% PREFERRED STOCK -- CHBPRM. This previously was called 8.40% Preferred Stock, Series M, of The Chase Manhattan Corporation and previously traded under the same stock symbol, CMBPRM.
- o ADJUSTABLE RATE CUMULATIVE PREFERRED STOCK, SERIES N -- CMBPRN. This previously was called Adjustable Rate Cumulative Preferred Stock, Series N, of The Chase Manhattan Corporation and traded under the stock symbol, CMBPRN.



## Report of Independent Accountants

To the Board of Directors and  
Stockholders of The Chase Manhattan Corporation

In our opinion, the consolidated statement of condition of The Chase Manhattan Corporation and Subsidiaries and the related consolidated statements of income, of changes in stockholders' equity and of cash flows and the consolidated statement of condition of The Chase Manhattan Bank, N.A. and Subsidiaries appearing on pages 51 through 77 of the Annual Report on Form 10-K for the fiscal year ended December 31, 1994 of The Chase Manhattan Corporation, present fairly, in all material respects, the financial position of The Chase Manhattan Corporation and Subsidiaries at December 31, 1994 and 1993, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1994 and the financial position of The Chase Manhattan Bank, N.A. and Subsidiaries at December 31, 1994 and 1993, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the management of The Chase Manhattan Corporation and The Chase Manhattan Bank, N.A.; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

As discussed in Notes 1, 10 and 11 to the consolidated financial statements, The Chase Manhattan Corporation and Subsidiaries changed their method of accounting for the offsetting of amounts related to certain derivative contracts in 1994, and their method of accounting for investments in debt and equity securities, postretirement benefit plans and income taxes in 1993.

/s/ PRICE WATERHOUSE LLP

January 17, 1995