

## 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: December 22, 2000

Commission file number 1-5805

## THE CHASE MANHATTAN CORPORATION

-----  
(Exact name of registrant as specified in its charter)

Delaware

-----  
(State or other jurisdiction  
of incorporation)

13-2624428

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(I.R.S. Employer  
Identification No.)

270 Park Avenue, New York, NY

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(Address of principal executive offices)

10017

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(Zip Code)

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

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## Item 5. Other Events

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On December 22, 2000, J.P. Morgan & Co. Incorporated and The Chase Manhattan Corporation announced that, at separate meetings, their respective shareholders had approved the merger of the two companies. J.P. Morgan and Chase also announced that they had received all regulatory approvals necessary to consummate their merger and that they expected the merger to close on December 31, 2000. A copy of a press release relating to the foregoing is attached hereto as an exhibit.

At the Chase meeting, 941,374,514 shares were voted, representing a quorum of 71.83% of the outstanding common stock. The merger was approved with 925,458,050 shares (representing 70.61% of the outstanding common stock) voting for; 9,385,586 shares (representing 0.71% of the outstanding common stock) voting against; and 6,530,878 shares (representing .50% of the outstanding common stock) abstaining. The votes for the merger represented 98.99% of votes cast.

At the J.P. Morgan meeting, 114,355,736 shares were voted, representing a quorum of 71.27% of the outstanding common stock. The merger was approved with 108,612,673 shares (representing 67.69% of the outstanding common stock) voting for; 3,562,046 shares (representing 2.22% of the outstanding common stock) voting against; and 2,181,017 shares (representing 1.36% of the outstanding common stock) abstaining. The votes for the merger represented 94.98% of votes cast.

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

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The following exhibit is filed with this report:

Exhibit Number	Description
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99.1	Press Release

## 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  
(Registrant)

/s/ Anthony J. Horan

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Anthony J. Horan  
Secretary

Dated: December 26, 2000

## EXHIBIT INDEX

Exhibit Number -----	Description -----
99.1	Press Release

## NEWS RELEASE

FOR IMMEDIATE RELEASE

Investor Contacts: John Borden, 212-270-7318  
Ann Patton, 212-648-9446

Media Contacts: Jon Diat, 212-270-5089  
Kristin Lemkau, 212-648-9583

## CHASE AND J.P. MORGAN SHAREHOLDERS APPROVE MERGER

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SET DECEMBER 31ST TO MERGE

NEW YORK, DECEMBER 22 - The Chase Manhattan Corporation and J.P. Morgan & Co. Incorporated today announced that, at separate meetings, their respective shareholders had approved the merger of the two companies.

The merger agreement provides that 3.7 shares of common stock of Chase - - which will be renamed J.P. Morgan Chase & Co. at the close of the merger -- be exchanged for each share of J.P. Morgan common stock. Each series of preferred stock of J.P. Morgan will be exchanged for a similar series of preferred stock of J.P. Morgan Chase & Co.

Chase and J.P. Morgan also announced that they had received all regulatory approvals necessary to consummate their merger. Accordingly, the merger will close on December 31, 2000. Following the closing, Chase stock will continue to trade on the New York Stock Exchange under the new name, J.P. Morgan Chase & Co., and the ticker symbol will change from "CMB" to "JPM." J.P. Morgan stock will no longer trade. Trading under the new stock symbol ("JPM") is expected to commence on January 2, 2001.

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