

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: August 1, 2000

Commission file number 1-5805

THE CHASE MANHATTAN CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

13-2624428

(State or other jurisdiction
of incorporation)

I.R.S. 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

On August 1, 2000, The Chase Manhattan Corporation ("CMC") declared its offer for Robert Fleming Holdings Limited ("RFH") unconditional in all respects and, accordingly, RFH became a subsidiary of CMC as of such date. CMC also implemented on August 1, 2000 the statutory procedure enabling CMC to acquire compulsorily all outstanding RFH shares which it had not already acquired or in respect of which CMC had not received valid acceptances. The compulsory acquisition will be effective on or about September 12, 2000. Attached as an exhibit is a copy of the press release with respect to the foregoing.

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

The following exhibit is filed with this report.

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

The Mix and Match Election will be available to Flemings Shareholders who validly accept the Offer and despatch a valid Form of Election to participate in the Mix and Match Election so as to be received by Capita IRG Plc, New Issues Department, by no later than 3.00 p.m. (London time) on Tuesday, 8 August 2000. The Mix and Match Election will close on that date and will not be available to Flemings Shareholders thereafter. To the extent that elections under the Mix and Match Election can be satisfied, electing Flemings Shareholders will receive additional New Chase Shares instead of cash or vice versa on the basis of the sterling equivalent (calculated at the sterling to US dollar exchange rate prevailing today, 1 August 2000) of the Average Chase Price, being US\$49.7063. The sterling to US dollar exchange rate prevailing on 1 August 2000 will be determined by reference to the closing mid-point spot rate as shown in the Financial Times published on 2 August 2000. At the close of business (New York time) on 31 July 2000 the closing price of a Chase Share on the New York Stock Exchange was US\$49.6875. Terms defined in the Offer Document have the same meanings when used herein unless the context requires otherwise.

Enquiries

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This announcement has been issued by and is the sole responsibility of Chase and has been approved by Chase Manhattan plc for the purposes of section 57 of the Financial Services Act 1986. Chase Manhattan plc, which is regulated in the UK by The Securities and Futures Authority Limited, is acting for Chase in connection with the Offer and will not be responsible to anyone other than Chase for providing the protections afforded to the customers of Chase Manhattan plc or for providing advice in relation to the Offer.

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

Anthony J. Horan
Corporate Secretary

Dated: August 3, 2000