

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): August 29, 2000

**POLYONE CORPORATION**  
(Exact name of registrant as specified in charter)

Ohio

1-16091

34-1730488

(State or other jurisdiction of  
incorporation)

(Commission File No.)

(IRS Employer Identification No.)

Suite 36-5000, 200 Public Square, Cleveland, Ohio

44114-2304

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (216) 589-4000

N/A

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

**Item 2. Acquisition or Disposition of Assets.**

On August 29, 2000, The Geon Company and M.A. Hanna Company announced that the stockholders of Geon and M.A. Hanna adopted the Agreement and Plan of Consolidation, dated as of May 7, 2000, as amended, by and among Geon, M.A. Hanna and Consolidation Corp., under which Geon, M.A. Hanna and Consolidation Corp. would consolidate to form PolyOne Corporation (the "Company"). The text of the joint press release of Geon and M.A. Hanna is filed herewith as Exhibit 99.1.

On August 31, 2000, The Geon Company and M.A. Hanna Company announced that Geon, M.A. Hanna and Consolidation Corp. had consolidated to form the Company. The text of the joint press release of Geon and M.A. Hanna is filed herewith as Exhibit 99.2. As a result of the consolidation, each share of Geon common stock was converted into two common shares of the Company and each share of M.A. Hanna common stock was converted into one common share of the Company.

The Geon Company is a leading North American-based performance polymer products and services company that produces compounds, specialty vinyl resins and formulations, engineered calendered film, and other value-added products and services. Geon has over 30 manufacturing plants and participates in joint ventures in various countries. Geon operates in two business segments: Performance Polymers and Services, and Resin and Intermediates and employs more than 3,100 people.

M.A. Hanna Company is a leading international specialty polymers company with business segments in rubber processing, plastic processing, and distribution. M.A. Hanna produces rubber and plastic compounds, rubber color and additives, and plastic color and additives. It also distributes plastic resin and plastic sheet, rod, tube and film. M.A. Hanna employs more than 7,000 associates in more than 25 countries.

The Company presently intends to operate Geon and Hanna as a combined entity under the name of PolyOne Corporation. The Company will conduct a review of the combined company and its subsidiaries and their respective assets, businesses, corporate structure, capitalization, operations, properties, policies, management and personnel. After such review, the Company will determine what actions or changes, if any, would be desirable in light of the circumstances which then exist.

**Item 7. Financial Statements and Exhibits.**

(a) Financial Statements

The financial statements of Geon and M.A. Hanna for the periods specified in Rule 3-05(b) of Regulation S-X will be filed by amendment to this Current Report on Form 8-K not later than sixty days after the date on which this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information

The Pro Forma financial statements of Geon and M.A. Hanna required pursuant to Article 11 of Regulation S-X will be filed by amendment to this Current Report on Form 8-K not later than sixty days after the date on which this Current Report on Form 8-K is required to be filed.

(c) Exhibits.

- 10.1 Agreement and Plan of Consolidation by and between M.A. Hanna Company and The Geon Company, dated as of May 7, 2000, as amended.
- 99.1 Joint press release of The Geon Company and M.A. Hanna Company, dated August 29, 2000.
- 99.2 Joint press release of The Geon Company and M.A. Hanna Company, dated August 31, 2000.

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**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.

POLYONE CORPORATION

By:           /s/ Gregory L. Rutman          

Name: Gregory L. Rutman  
Title: Chief Legal Officer and Secretary

Dated: August 31, 2000

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Agreement and Plan of Consolidation by and between M.A. Hanna Company and The Geon Company, dated as of May 7, 2000, as amended (incorporated by reference to Exhibit 2.1 to the Registration Statement of The Geon Company and M.A. Hanna Company on Form S-4, dated May 18, 2000, as amended).
99.1	Joint press release of The Geon Company and M.A. Hanna Company, dated August 29, 2000.
99.2	Joint press release of The Geon Company and M.A. Hanna Company, dated August 31, 2000.

EXHIBIT 99.1

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NEWS RELEASE

FOR IMMEDIATE RELEASE

GEON AND M.A. HANNA STOCKHOLDERS APPROVE  
CONSOLIDATION AS POLYONE CORPORATION

## NEW COMPANY SET TO BEGIN OPERATIONS SEPTEMBER 1

Cleveland, Ohio - August 29, 2000 - The Geon Company (NYSE: GON) and M.A. Hanna Company (NYSE: MAH; CHICAGO) announced that at special meetings today, stockholders of each company authorized their consolidation into a new organization known as PolyOne Corporation.

Stockholder approval was the final step prior to the formation of PolyOne, which will begin operating on Friday, September 1, 2000. Previously, the consolidation underwent regulatory reviews and approval by the boards of directors of both Geon and M.A. Hanna.

Stockholders of both companies also approved the PolyOne 2000 Stock Incentive Plan for performance-based incentives and rewards for officers, directors and employees.

"We are building on the strong foundation of two great companies with proud histories," said Geon Chairman and Chief Executive Officer Thomas A. Waltermire, who will serve as chairman and CEO of PolyOne. "Decades of commitment and hard work brought each of us to this point, and now we move forward together, with exceptional people who will seize new opportunities to create value for our stockholders and our customers."

Waltermire and five external members of Geon's board will join six external members of M.A. Hanna's board to form the PolyOne Board of Directors.

"In the last three months, we've made great progress toward integrating the two organizations," said Garth W. Henry, interim president and CEO of M.A. Hanna. "We are pleased that both groups of stockholders clearly recognize the opportunity this combination creates, with two complementary partners focused on growth."

Public trading of Geon and M.A. Hanna shares will cease as of the close of business on Thursday, August 31. The two companies will consolidate into a new Ohio corporation, with shares listed on the New York Stock Exchange under the ticker symbol POL. Trading of PolyOne shares will commence on Friday, September 1 when the market opens.

The transaction will take place in the form of a cashless stock swap. Stockholders of M.A. Hanna will receive one share of PolyOne for each share they own, and Geon stockholders will receive two shares of PolyOne for each share they own, at the time of closing. After the consolidation, each group of stockholders will hold approximately 50 percent of the new company. On or before September 15, detailed instructions will be mailed to stockholders on how to convert their stock to PolyOne shares.

Geon and M.A. Hanna announced earlier this month that PolyOne would pay a forthcoming quarterly dividend if the consolidation closed before the dividend payment date of September 15. Accordingly, Geon stockholders of record at the close of business on August 28, and M.A. Hanna stockholders of record at the close of business on August 21, will receive from PolyOne a dividend of 12.5 cents for each share of Geon and M.A. Hanna common stock held on these respective record dates. This dividend will be payable on September 15.

PolyOne will rank as the world's largest polymer services company, with annual revenues of \$3.5 billion, and more than 10,000 employees and 80 manufacturing sites worldwide. Its customer-focused operations will be comprised of thermoplastic compounding, specialty resins, specialty polymer formulations, engineered films, color and additive systems, rubber compounding and thermoplastic resin distribution. Initially, the headquarters office address will be Suite 36-5000, 200 Public Square, Cleveland, Ohio 44114, pending a final decision on facilities. The headquarters office general telephone number will be 216-589-4000.

More information on PolyOne is available on the Internet at [www.polyone.com](http://www.polyone.com). Information on Geon and M.A. Hanna can be accessed at [www.geon.com](http://www.geon.com) and [www.mahanna.com](http://www.mahanna.com), respectively.

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This release contains statements concerning trends and other forward-looking information affecting or relating to Geon and M.A. Hanna and their industry that are intended to qualify for the protections afforded "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. In particular, statements regarding the proposed transaction described in this release are based on management's current expectations or beliefs and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements: (1) the risk that the M.A. Hanna and Geon businesses will not be integrated successfully; (2) inability to achieve or delays in achieving savings related to business consolidation and restructuring programs; (3) unanticipated delays in achieving or inability to achieve cost reduction and employee productivity goals; (4) costs related to the proposed transaction; (5) inability to obtain, or meet conditions imposed for, governmental approvals for the merger; (6) fluctuations in raw material prices and supply, in particular fluctuations outside the normal range of industry cycles; (7) failure of the Geon or Hanna stockholders to approve the proposed transaction; (8) unanticipated costs or difficulties in the operation of Oxy Vinyls, LP.

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FOR IMMEDIATE RELEASE

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(216) 589-4085

TRADING OF POLYONE SHARES (NYSE: POL) TO START SEPTEMBER 1, 2000

Cleveland, Ohio - August 31, 2000 - Public trading of shares in PolyOne(TM) Corporation, the new company formed from the consolidation of M.A. Hanna Company and The Geon Company, will begin under the ticker symbol POL on Friday, September 1, with the opening of the New York Stock Exchange

Geon Chairman and Chief Executive Officer Thomas A. Waltermire, who on that date will become chairman and CEO of PolyOne, will ring the bell at the New York Stock Exchange to signal the start of the day's trading.

Stockholders of both M.A. Hanna and Geon approved the formation of PolyOne at special meetings on Tuesday, August 29, the final step prior to the launch of PolyOne. Public trading of Geon shares (NYSE: GON) and M.A. Hanna shares (NYSE: MAH; CHICAGO) will cease at the close of business on August 31, 2000.

Information on PolyOne is available on the Internet at [www.polyone.com](http://www.polyone.com), where linkages back to both the M.A. Hanna ([www.mahanna.com](http://www.mahanna.com)) and Geon ([www.geon.com](http://www.geon.com)) Web sites can be found.

PolyOne Corporation (NYSE: POL) is a \$3.5 billion international polymer services company with customer-focused operations in thermoplastic compounds, specialty resins, specialty polymer formulations, engineered films, color and additive systems, rubber compounding and thermoplastic resin distribution. Headquartered in Cleveland, Ohio, PolyOne has more than 10,000 employees at 80 manufacturing sites in North America, Europe, Asia and Australia, and joint ventures in North America, South America, Europe, Asia and Australia.

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