

UNITED STATES 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):
December 3, 2001

MATTHEWS INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania	0-9115 and 0-24494	25-0644320
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(State or other jurisdiction of incorporation)	(Commission File Numbers)	(IRS Employer Identification No.)

Two NorthShore Center, Pittsburgh, PA	15212-5851
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (412) 442-8200

Item 2. Acquisition

On December 3, 2001, Matthews International Corporation ("Matthews") completed its merger with The York Group, Inc. ("York"), which Matthews initially announced on May 23, 2001. Matthews merged its wholly-owned subsidiary, Empire Merger Corporation, into York and thereby purchased all outstanding common shares of York. Matthews paid cash of \$11.00 per share to York stockholders of record as of the end of trading on December 3, 2001. The purchase price was determined as a result of negotiations between Matthews and York and consisted of \$10 cash per share plus an additional \$1 cash per share based on the excess cash remaining on York's balance sheet as of October 31, 2001. At December 3, 2001, there were 8,940,950 shares of York common stock outstanding. The transaction was financed by Matthews through a loan under a \$125.0 million Revolving Credit Facility with Citizens Bank of Pennsylvania, as Agent; PNC Bank, National Association; National City Bank of Pennsylvania; and Fifth Third Bank.

York is the second leading casket manufacturer in the United States with annual sales of approximately \$130 million.

The assets of the business purchased by Matthews were used in the manufacture and sale of wood and metal caskets. Matthews intends to continue the business as a separate business segment. York will operate as a wholly-owned subsidiary of Matthews.

Computershare Trust Company of New York has been appointed to serve as the "Paying Agent." As such, stockholders of York have been advised in writing by the Paying Agent as to the procedure for redeeming their shares.

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

(a) Financial Statements of Acquired Business

The financial statements required pursuant to this Item and the requirements of the Securities Exchange Act of 1934 are incorporated by reference:

Filing Reference

Audited financial statements for the year ended December 31, 2000 Form 10-K of The York Group, Inc. for the year ended December 31, 2000

Unaudited financial statements for the nine-month period ended September 30, 2001 Form 10-Q of The York Group, Inc. for the quarter ended September 30, 2001

(b) Pro Forma Financial Information

It is impracticable for the Registrant to provide the required pro forma financial information at the time this report is being filed. Pro Forma financial information required pursuant to this Item and the requirements of the Securities Exchange Act of 1934 will be filed by amendment to this Report within 60 days from the filing of this Report as permitted by Item 7(b)(2) of Form 8-K.

(c) Exhibits

Exhibit

No. Description

- 10.1 Agreement And Plan Of Merger By And Among Matthews International Corporation, Empire Merger Corp. and The York Group, Inc., dated as of May 24, 2001; incorporated by reference to Exhibit No. 10.3 to Form 8-K, dated May 24, 2001.
99.1 Press Release - Merger

SIGNATURES

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.

MATTHEWS INTERNATIONAL CORPORATION
(Registrant)

By Edward J. Boyle

Edward J. Boyle
Chief Financial Officer,
Secretary and Treasurer

Date: December 17, 2001

EXHIBIT 99.1

MATTHEWS INTERNATIONAL CORPORATION

Corporate Office
Two NorthShore Center
Pittsburgh, PA 15212-5851
Phone: (412) 442-8200
Fax: (412) 442-8290

PRESS RELEASE

Release Date: December 3, 2001 Contact: Edward J. Boyle
Vice President-Accounting &
Finance
412-442-8244

MATTHEWS INTERNATIONAL ANNOUNCES
THE COMPLETION OF THE MERGER WITH THE YORK GROUP, INC.

PITTSBURGH, PA, DECEMBER 3, 2001 -- Matthews International Corporation (NASDAQ NMS: MATW) today announced that it has completed its merger with The York Group, Inc. (YRKG) that Matthews initially announced on May 23, 2001. Matthews has agreed to pay \$11.00 per share to York Group stockholders of record as of the end of trading on the closing date. York Casket will operate as a wholly-owned subsidiary of Matthews.

Computershare Trust Company of New York has been appointed to serve as the "Paying Agent". As such, York Group stockholders will be advised in writing by the Paying Agent as to the procedure for redeeming their York Group shares.

The York Group, Inc. is the second leading casket manufacturer in the United States with annual sales of approximately \$130 million.

Matthews International Corporation, headquartered in Pittsburgh, Pennsylvania, is a leading designer, manufacturer and marketer principally of custom-made identification products. The Company's products include cast bronze memorials and other memorialization products, cremators and cremation-related products; mausoleums; printing plates, pre-press services, and imaging systems for the corrugated and flexible packaging industries; and marking equipment and consumables for identifying various consumer and industrial products and containers.

Any forward-looking statements contained in this release are included pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Company's actual results in future periods to be materially different from management's expectations. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove correct. Factors that could cause the Company's results to differ materially from the results discussed in such forward-looking statements principally include economic, competitive, and technological factors beyond the Company's control.