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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
FORM 8-K
DATED MAY 2, 2000 AS FILED ON MAY 12, 2000

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

MAY 2, 2000
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

AMKOR TECHNOLOGY, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

0-29472	23-1722724
COMMISSION FILE NUMBER	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

1345 ENTERPRISE DRIVE
WEST CHESTER, PA 19380
(610) 431-9600
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES AND ZIP CODE)

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ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

In May 2000 we completed our purchase of ASI's three remaining packaging and test factories, known as K1, K2 and K3 for a purchase price of $950.0 million and made an equity investment in ASI of $309.0 million of the total of $459.0 million we committed to invest at that time. On June 30, 2000 we made an investment in ASI of $30.0 million, which represented the second installment of the $459.0 million we committed to invest. We expect to complete the remaining $120.0 million equity investment in two installments in August and October of 2000.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

On May 12, 2000, we filed a current report on Form 8-K related to the acquisition and investment mentioned in Item 2, which incorporated by reference historical and pro forma financial information as of and for the year ended December 31, 1999. On June 19, 2000, we filed a current report on Form 8-K related to the acquisition and investment, which included pro forma financial information as of and for the three months ended March 31, 2000. Filed herein is pro forma financial information as of and for the three months ended March 31, 2000 and for the year ended December 31, 1999.

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UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL DATA OF AMKOR
AS OF AND FOR THE THREE MONTHS ENDED MARCH 31, 2000

The unaudited pro forma consolidated balance sheet as of March 31, 2000 appearing below gives effect to the following transactions as if they had occurred on March 31, 2000:

- our $410.0 million private placement of our common stock;

- our incurrence of $750.0 million of new secured bank debt;

- our acquisition of K1, K2 and K3 for $950.0 million;

- our $459.0 million equity investment in ASI of which $309.0 was made in May 2000, $30.0 million was made in June 2000 and the remaining $120.0 million is expected to be made in two equal installments by August 31, 2000 and October 31, 2000;

- ASI's use of the net proceeds from its sale of K1, K2 and K3 and our investment, principally to repay outstanding debt; and

- the expected conversion of 150 billion Korean won (approximately $132 million) of ASI's debt to equity by ASI's creditor banks. 136 billion Korean won was converted as of May 2000 with the balance expected to be converted by October 31, 2000.

The unaudited pro forma consolidated income statement gives effect to the above transactions and the following transaction for the three months ended March 31, 2000 appearing below as if they occurred on January 1, 1999:

- our sale of $258.75 million of 5% Convertible Subordinated Notes due 2007.

The unaudited pro forma consolidated financial information appearing below is not necessarily indicative of the results of operations and financial condition that we would have achieved if the transactions described above had actually been consummated on such dates, nor are they necessarily indicative of the future results and financial condition we will achieve. Accordingly, our future results and financial condition could vary significantly from the unaudited pro forma consolidated financial information appearing below.

We have used the purchase method of accounting in accordance with APB Opinion No. 16 "Business Combinations" to prepare the accompanying unaudited pro forma consolidated financial information. Under this method of accounting, we allocated the $950.0 million aggregate purchase price of K1, K2 and K3, to specific assets acquired based on their estimated fair values. The purchase price does not include the estimated $30.9 million transaction fees and expenses incurred in connection with our acquisition of K1, K2 and K3 and the related financing. The balance of the purchase price for K1, K2 and K3 represents the excess of cost over net assets acquired. We have estimated the preliminary fair value of K1, K2 and K3 assets based primarily on our knowledge of this business and on information furnished by ASI. We will determine the final allocation of the purchase price based upon the receipt of an appraisal. Accordingly, we may not finalize purchase accounting adjustments for up to one year after the closing of our acquisition of K1, K2 and K3.

We have used the equity method of accounting in accordance with APB Opinion No. 18 to prepare the accompanying unaudited pro forma financial information to give effect to our investment in ASI. Under this method of accounting, our investment in ASI is carried at cost plus or minus our equity in all increases or decreases in the investee's net assets after the date of investment. Under the equity method, net income and stockholders' equity of the investor should be the same as if the investor fully consolidated the investee. Accordingly, we have included in the unaudited pro forma consolidated income statement for the three months ended March 31, 2000 the equity in the income (loss)

of ASI, including amortization of the excess of the cost of our investment over the underlying equity in the net assets.

We have prepared the unaudited pro forma consolidated financial information in accordance with U.S. GAAP. These principles require us to make extensive use of estimates and assumptions that affect: (1) the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and (2) the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET OF AMKOR
MARCH 31, 2000

PRO FORMA PRO FORMA

	AMKOR HISTORICAL	K1, K2 AND K3 HISTORICAL	ADJUSTMENTS FOR ACQUISITION OF K1, K2 AND K3 AND OUR INVESTMENT IN ASI	ADJUSTMENTS FOR OUR PRIVATE EQUITY FINANCING AND OUR NEW SECURED BANK DEBT	PRO FORMA AS ADJUSTED
			(IN THOUSANDS)		
ASSETS					
Cash and cash equivalents	$ 318,264	$ --	$ --	$ (219,868)(a)	$ 98,396
Short-term investments	134,104	--	--	(134,104)(a)	--
Accounts receivable:	--				
Trade	195,871	3,240	(3,240)(b)	69,300(e)	265,171
Due from affiliates	2,575	354,681	(354,681)(b)		2,575
Other	7,220	8,316	(8,316)(b)		7,220
Inventories	81,068	6,451			87,519
Other current assets	16,391	2,289	(2,289)(b)		16,391
Total current assets	755,493	374,977	(368,526)	(284,672)	477,272
Property, plant and equipment, net	916,304	400,287	24,713(c)		1,341,304
Investments	64,664	--	459,000(i)	--	523,664
Other assets:					
Due from Affiliates	27,020	29	(29)(b)		27,020
Excess of cost over net assets acquired	225,989	--	518,549(d)		744,538
Deferred income taxes	--	36,238	(36,238)(b)		--
Other	76,724	4,939	(4,939)(b)	23,812(f)	100,536
Total other assets	329,733	41,206	477,343	23,812	872,094
Total assets	$ 2,066,194	$ 816,470	$ 592,530	$ (260,860)	$ 3,214,334
LIABILITIES AND STOCKHOLDERS' EQUITY					
Bank overdraft	$ 20,031	$ --	$ --	$ --	$ 20,031
Short-term borrowings and current portion of long-term debt	2,839	--	--	(2,839)(j)	--
Trade accounts payable	130,787	60,634	(60,634)(b)		130,787
Due to affiliates	30,912	14,376	(14,376)(b)		30,912
Accrued expenses	93,456	13,463	(13,463)(b)		93,456
Accrued income taxes	47,395	--	--		47,395
Total current liabilities	325,420	88,473	(88,473)	(2,839)	322,581
Long-term debt	9,021	--	--	750,000(g) (9,021)(j)	750,000
Due to Affiliates	--	112,694	(112,694)(b)	--	--
Senior and senior subordinated notes	625,000	--	--	--	625,000
Convertible subordinated notes	309,213	--	--	--	309,213
Other noncurrent liabilities	18,165	50,050	(50,050)(b)	--	18,165
Total liabilities	1,286,819	251,217	(251,217)	738,140	2,024,959
Stockholders' equity:					
Common stock	131	--	--	21(h)	152
Warrants to purchase common stock	--	--	--	35,000(h)	35,000
Additional paid-in capital	556,458	--	--	374,979(h)	931,437
Receivable from stockholders	(3,276)	--	--	--	(3,276)
Retained earnings	226,889	--	--	--	226,889
Accumulated other comprehensive income	(827)	--	--	--	(827)
Net assets (liabilities)	--	565,253	(565,253)(b)	--	--
Total stockholders' equity	779,375	565,253	(565,253)	410,000	1,189,375
Total liabilities and stockholders' equity	$ 2,066,194	$ 816,470	$ (816,470)	$ 1,148,140	$ 3,214,334

(a) Net cash used to acquire K1, K2 and K3, to make the additional investment in ASI and to pay transaction fees and expenses.

(b) The elimination of those assets and liabilities of K1, K2 and K3 that we did not acquire or assume as part of our acquisition of K1, K2 and K3.

(c) The excess of the fair value over the book value of the property, plant and equipment acquired.

(d) The excess of the purchase price for K1, K2 and K3 over the estimated fair values of the net assets acquired.

(e) The repurchase of accounts receivable to retire our accounts receivable sales agreement.

(f) Unpaid transaction fees and expenses, which have been recorded as deferred financing costs and will be amortized over the terms of the debt financing.

(g) The financing of the transactions with $750.0 million of new secured bank debt.

(h) The issuance of 20,500,000 shares of common stock we issued in a private equity offering and the fair value of the related warrants to purchase 3,895,000 shares of common stock at $27.50 per share.

(i) A schedule of our total $459.0 million committed investment follows.

	Date	Investment	Cumulative Investment
First installment......	May 2, 2000	$ 309,000	$ 309,000
Second installment.....	June 30, 2000	30,000	339,000
Third installment......	no later than August 31, 2000	60,000	399,000
Final installment......	no later than October 31, 2000	60,000	459,000

(j) The paydown of existing debt.

UNAUDITED PRO FORMA CONSOLIDATED INCOME STATEMENT OF AMKOR
FOR THE THREE MONTHS ENDED MARCH 31, 2000

	AMKOR HISTORICAL	K1, K2 AND K3 HISTORICAL	PRO FORMA ADJUSTMENTS FOR ACQUISITION OF K1, K2 AND K3 AND OUR INVESTMENT IN ASI	PRO FORMA ADJUSTMENTS FOR OUR PRIVATE EQUITY FINANCING AND OUR NEW SECURED BANK DEBT	PRO FORMA AS ADJUSTED
			(IN THOUSANDS)		
Net Revenues	$ 554,811	$ 129,104	$(121,482)(a)		$ 562,433
Cost of revenues - including purchases from ASI	445,968	80,248	(121,482)(a) 12,964 (b) (9,156)(c)		408,542
Gross profit	108,843	48,856	(3,808)	--	153,891
Operating expenses:					
Selling, general and administrative	42,071	4,649			46,720
Research and development	3,371	1,291			4,662
Total operating expenses	45,442	5,940	--	--	51,382
Operating income	63,401	42,916	(3,808)	--	102,509
Other (income) expense:					
Interest expense, net	15,429	(6,012)	6,012(d)	20,209(g) 1,590(h) (297)(h)	36,931
Foreign currency (gain) loss	836	1,952	(1,952)(d)		836
Other (income) expense, net	2,360	(2,506)		(1,161)(i)	(1,307)
Total other (income) expense	18,625	(6,566)	4,060	20,341	36,460
Income (loss) before income taxes and equity income (loss) of investees	44,776	49,482	(7,868)	(20,341)	66,049
Provision for (benefit from) income taxes	8,956	14,374	(14,374)(f)	(153)(e)	8,803
Equity in income (loss) of investees	1,336	--	(7,383)(j)		(6,047)
Net income	$ 37,156	$ 35,108	$ (877)	$ (20,188)	$ 51,199
Basic net income per common share	$ 0.28				$ 0.34
Diluted net income per common share	$ 0.27				$ 0.32
Shares used in computing basic net income per common share	130,872				151,372
Shares used in computing diluted net income per common share	138,538				160,495

(a) We have eliminated the processing charges that we have paid to ASI for services performed for us at the K1, K2 and K3 facilities under our supply agreements. Because we currently sell substantially all of K1, K2 and K3's services, the net revenue from the sale of these services to our customers is already reflected in our historical net revenues.
(b) Represents the amortization of goodwill related to our acquisition of K1, K2 and K3, assuming a ten-year life.
(c) Represents change in depreciation expense based on adjusted book values of acquired property, plant and equipment of K1, K2 and K3.

(d) Represents the elimination of interest expense and foreign currency losses related to the debt of K1, K2 and K3 which we have not assumed as part of the acquisition of K1, K2 and K3.

(e) Represents an income tax benefit due to the pro forma adjustments for interest expense.

(f) Represents the elimination of income tax expenses at K1, K2 and K3 due to the fact that profits of K1, K2 and K3 will be subject to a tax holiday in Korea.

(g) Represents (1) interest expense on $750.0 million of new secured bank debt and on $258.75 million of Convertible Notes at an assumed weighted average

interest rate of 8.17% and (2) $1.4 million of amortization of debt issuance costs, which are amortized over the life of the respective debt.

(h) Represents interest on funds used to repurchase accounts receivable of $69.3 million and to fund transaction costs and expenses net of interest savings as a result of the pay down of $11.9 million of our existing debt.

(i) Represents fees paid by us under our accounts receivable sale agreement.

(j) Represents our equity in the income (loss) of ASI, including $13.1 million of amortization of the difference between the cost of our investment over the underlying equity in net assets of ASI, assuming that the investment occurred on January 1, 1999. The pro forma adjustment to reflect our proportionate share of the equity in income (loss) of ASI based on our historical and committed investments follows.

	Proportionate Share	Pro Forma Adjustment
Ownership after June 30, 2000 installment................	38.0%	$ 5,563
Change in ownership after our committed investments to be made no later than:		
August 31, 2000......................................	2.2%	925
October 31, 2000.....................................	1.4%	895
	41.6%	$ 7,383

(k) Shares used in computing basic pro forma as adjusted net income per common share for the three months ended March 31, 2000 give effect to the issuance of 20,500,000 shares of common stock we issued in a private equity offering. Shares used in computing the diluted pro forma as adjusted net income per common share for the three months ended March 31, 2000 give effect to the issuance of 20,500,000 shares of common stock we issued in a private equity offering and the exercise of outstanding stock options and warrants to purchase shares of common stock. On a pro forma as adjusted basis, the conversion of convertible subordinated notes is not dilutive.

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL DATA OF ASI
AS OF AND FOR THE THREE MONTHS ENDED MARCH 31, 2000

The unaudited pro forma consolidated balance sheet of ASI as of March 31, 2000 appearing below gives effect to the following transactions as if they had occurred on March 31, 2000.

- ASI's sale of K1, K2 and K3 for $950.0 million;

- our $459.0 million equity investment in ASI;

- ASI's use of the net proceeds from its sale of K1, K2 and K3 and our investment, principally to repay outstanding debt; and

- the expected conversion of approximately 150 billion won (approximately

$135 million at the exchange rate in effect as of March 31, 2000) of ASI's debt to equity by ASI's creditor banks.

The unaudited pro forma consolidated income statement of ASI for the three months ended March 31, 2000 gives effect to the above transactions as if they had occurred on January 1, 1999 using the exchange rate as of that date.

The unaudited pro forma consolidated financial information of ASI appearing below is not necessarily indicative of the results of operations and financial condition that ASI would have achieved if the transactions described above had actually been consummated on such dates, nor are they necessarily indicative of the future results and financial condition ASI will achieve. Accordingly, ASI's future results and financial condition could vary significantly from the unaudited pro forma consolidated financial information appearing below.

The unaudited pro forma consolidated financial information of ASI appearing below is based on financial statements prepared in accordance with U.S. GAAP. These principles require the extensive use of estimates and assumptions that affect: (1) the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and (2) the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET OF ASI
MARCH 31, 2000

	ASI Historical	Pro forma Adjustments	Pro forma As Adjusted
		(in thousands)	
BALANCE SHEET DATA:			
Current assets:			
Cash and cash equivalents	$ 29,307	$ 166,900 (a)	$ 196,207
Restricted cash	23,805	(2,637)(b)	21,168
Bank deposits	105,237		105,237
Accounts and notes receivable			
Trade, net of allowance for doubtful accounts	3,240		3,240
Due from affiliates, net of allowance for doubtful accounts	26,072		26,072
Other	31,867		31,867
Short-term loans to affiliates, net	4,578		4,578
Inventories	46,293	(6,451)(b)	39,842
Other current assets	23,720		23,720
Total current assets	294,119	157,812	451,931
Non-current bank deposits	29		29
Restricted cash	-		-
Investments			
Available for sale	23,558		23,558
Affiliated companies	18,921		18,921
Long-term receivables			
Due from affiliate	257		257
Others	2,906		2,906
Property, plant and equipment, less accumulated depreciation	1,094,903	(394,835)(b)	700,068
Deferred tax asset-noncurrent	76,067		76,067
Other assets	33,871	(5,433)(b)	28,438
Total assets	$ 1,544,631	$ (242,456)	$ 1,302,175
Current liabilities:			
Short-term borrowings	$ 44,128	$	$ 44,128
Current portion of long-term debt	56,948	(56,948)(d)	-
Trade accounts and notes payable	56,101		56,101
Other accounts payable	131,100		131,100
Accrued expenses	4,407		4,407
Forward contract liability	13,857		13,857

Other current liabilities	6,764		6,764
Total current liabilities	313,305	(56,948)	256,357
Long-term debt, net of current portion and discounts on debentures	896,881	(658,495)(d)	238,386
Long-term obligations under capital leases, net of current portion	415,781	(378,557)(d)	37,224
Accrued severance benefits, net	53,992	(50,100)(c)	3,892
Liability for loss contingency	133,211	(126,000)(e)	7,211
Total liabilities	1,813,170	(1,270,100)	543,070
Total stockholders' equity	(268,539)	1,027,644(f)	759,105
Total liabilities and stockholders' equity	$ 1,544,631	$ (242,456)	$ 1,302,175

(a) Represents the amount to be used for purposes other than the repayment of debt (see d) below).

(b) Represents the assets of K1, K2 and K3.

(c) Represents severance benefits payable upon sale of K1, K2 and K3.

(d) Represents payment of debt and the conversion of debt to equity as follows:

- Conversion of debt to equity by ASI's creditor banks	$ 135,000
- Portion of equity investment by Amkor to be used to repay debt	309,000
- Net cash proceeds from the sale of K1, K2 and K3 available for debt payment	650,000(*)
Total debt assumed to be paid on March 31, 2000	$ 1,094,000

(*) Sales price Less:	$ 950,000
- Related taxes	(107,000)
- Severance payment	(50,100)
- Payment for guarantee obligation (see e) below)	(126,000)
- Other operational needs	(16,900)
	$ 650,000

(e) Represents the payment to eliminate guarantee obligations provided for Anam Construction and Anam Electronics Co., Ltd.

(f) Represents the conversion of approximated $135 million of ASI's debt to equity by ASI's creditor banks, our $459.0 million equity investment in ASI and a remainder, which is principally comprised of gain on the sale of K1, K2 and K3, net of related tax expense. 136 billion Korean won (approximately $120.0 million) of ASI's debt was converted to equity as of May 2000 with the balance expected to be converted by October 31, 2000. A schedule of our total $459.0 million committed investment follows.

Date	Investment	Cumulative Investment

First installment....	May 2, 2000	$309,000	$309,000
Second installment...	June 30, 2000	30,000	339,000
Third installment....	no later than August 31, 2000	60,000	399,000
Final installment....	no later than October 31, 2000	60,000	459,000

UNAUDITED PRO FORMA CONSOLIDATED INCOME STATEMENT OF ASI
FOR THE THREE MONTHS ENDED MARCH 31, 2000

	ASI Historical	Pro forma Adjustments	Pro forma As Adjusted
	(In thousands except share and per share data)		
INCOME STATEMENT DATA:			
Sales	$ 79,169	$	$ 79,169
Cost of sales	60,679		60,679
Gross profit	18,490	--	18,490
Operating expenses			
Research and development	26		26
Selling and administrative expenses	5,327		5,327
Total operating expenses	5,353	--	5,353
Operating income (loss)	13,137	--	13,137
Other (income) expense			
Interest income	(3,085)		(3,085)
Interest expense	37,612	(28,214)(a)	9,398
Foreign currency (gains) loss	21,819	(17,531)(b)	4,288
Loss(Gain) from disposal of investments	(603)		(603)
Other, net	(5,575)		(5,575)
Total other (income) expense	50,168	(45,745)	4,423
Income (loss) from continuing operations before income taxes, equity in loss of affiliates and minority interest	(37,031)	45,745	8,714
Equity in loss of unconsolidated affiliates	(501)	--	(501)
Income (loss) from continuing operations before income taxes	(37,532)	45,745	8,213
Provision (benefit) for income taxes	(23,948)	14,089(c)	(9,859)
Income(loss) from continuing operations	$ (13,584)	$ 31,656	$ 18,072
PER SHARE DATA:			
Basic income (loss) from continuing operations per common share	$ (0.25)		$ 0.16
Diluted income (loss) from continuing operations per common share	$ (0.25)		$ 0.16
Shares used in computing basic net income (loss) per common share	55,031,183	56,407,789(d)	111,438,972
Shares used in computing diluted net income (loss) per common share	58,267,130	56,407,789	114,674,919

(a) Represents the elimination of interest expense related to debt which was assumed to be paid off and the conversion of debt to equity as follows:

- Conversion of debt to equity by ASI's creditor banks	$ 125,110

- Portion of equity investment by Amkor to be used to repay debt	309,000
- Net cash proceeds from the sale of K1, K3 and K3 available for debt payment	650,000
Total debt assumed to be paid on January 1, 1999	$ 1,084,110

(b) Represents the elimination of foreign currency loss related to Won currency debt which is assumed to be paid off.

(c) Represents income tax expense due to the pro forma adjustments

(d) Represents adjustments for the number of common shares as follows:

	No. of Shares
- Equity investment by Amkor	37,707,039
- Debt to equity conversion by creditor banks	18,700,750
Total number of shares adjusted	56,407,789

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL DATA OF AMKOR
AS OF AND FOR THE YEAR ENDED DECEMBER 31, 1999

The unaudited pro forma consolidated income statement gives effect to the following transactions as if they occurred on January 1, 1999:

- our 410.0 million private placement of our common stock;

- our incurrence of $750.0 million of new secured bank debt;

- our acquisition of K1, K2 and K3 for $950.0 million;

- our $459.0 million equity investment in ASI;

- ASI's use of the net proceeds from its sale of K1, K2 and K3 and our investment, principally to repay outstanding debt;

- the conversion of 150 billion Korean won(approximately $132 million) of ASI's debt to equity by ASI's creditor banks; and

- our sale of $258.75 million of 5% Convertible Subordinated Notes due 2007.

- our acquisition of K4 in May 1999 for $582.0 million and our incurrence of $625.0 million of long-term debt in connection with that acquisition;

- our 50 billion Korean won(approximately $41.6 million) equity investment in ASI in October 1999;

- the conversion of 98 billion Korean won (approximately $82 million) of ASI's debt into equity by ASI's creditor banks in October 1999; and

- ASI's use of the net proceeds from its sale of K4, principally to repay outstanding debt.

The unaudited pro forma consolidated financial information appearing below is not necessarily indicative of the results of operations and financial condition that we would have achieved if the transactions described above had actually been consummated on such dates, nor are they necessarily indicative of the future results and financial condition we will achieve. Accordingly, our future results and financial condition could vary significantly from the unaudited pro forma consolidated financial information appearing below.

We have used the purchase method of accounting in accordance with APB Opinion No. 16 "Business Combinations" to prepare the accompanying unaudited pro forma consolidated financial information. Under this method of accounting, we allocated (1) the $575.0 million aggregate purchase price of K4, plus $7.0 million of assumed employee benefit liabilities, and (2) the $950.0 million aggregate purchase price of K1, K2 and K3, to specific assets acquired based on their estimated fair values. The purchase price does not include the estimated $30.9 million transaction fees and expenses incurred in connection with our acquisition of K1, K2 and K3 and the related financing. The balance of the purchase price for K1, K2 and K3 represents the excess of cost over net assets acquired. We have estimated the preliminary fair value of K1, K2 and K3 assets based primarily on our knowledge of this business and on information furnished by ASI. We will determine the final allocation of the purchase price based upon the receipt of an appraisal. Accordingly, we may not finalize purchase accounting adjustments for up to one year after the closing of our acquisition of K1, K2 and K3.

We have used the equity method of accounting in accordance with APB Opinion No. 18 to prepare the accompanying unaudited pro forma financial information to give effect to our investment in ASI. Under this method of accounting, our investment in ASI is carried at cost plus or minus our equity in

all increases or decreases in the investee's net assets after the date of investment. Under the equity method, net income and stockholders' equity of the investor should be the same as if the investor fully consolidated the investee. Accordingly, we have included in the unaudited pro forma consolidated income statement for the year ended December 31, 1999 the equity in the loss of ASI, including amortization of the excess of the cost of our investment over the underlying equity in the net assets.

We have prepared the unaudited pro forma consolidated financial information in accordance with U.S. GAAP. These principles require us to make extensive use of estimates and assumptions that affect: (1) the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and (2) the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

UNAUDITED PRO FORMA CONSOLIDATED INCOME STATEMENT OF AMKOR
FOR THE YEAR ENDED DECEMBER 31, 1999

(IN THOUSANDS)

	AMKOR HISTORICAL	K4 HISTORICAL	PRO FORMA ADJUSTMENT FOR ACQUISITION OF K4	K1, K2 AND K3 HISTORICAL	PRO FORMA ADJUSTMENTS FOR ACQUISITION OF K1, K2 AND K3 AND OUR INVESTMENT IN ASI	PRO FORMA ADJUSTMENTS FOR RELATED FINANCINGS	PRO FORMA AS ADJUSTED
Net revenues	$1,909,972	$ 42,582	$(39,353)(a)	$ 435,659	$(407,751)(a)	$ --	$1,941,109
Cost of revenues -- including purchases from ASI	1,577,226	30,725	(39,353)(a)	289,233	(407,751)(a)	--	1,472,235
			10,751(b)		51,881(b)	--	
			(4,792)(c)		(35,685)(c)	--	
Gross profit	332,746	11,857	(5,959)	146,426	(16,196)	--	468,874
Operating expenses:							
Selling, general and administrative	145,233	2,344	--	16,120	--	--	163,697
Research and development	11,436	536	--	3,383	--	--	15,355
Total operating expenses	156,669	2,880	--	19,503	--	--	179,052
Operating income	176,077	8,977	(5,959)	126,923	(16,196)	--	289,822
Other (income) expense:							
Interest expense, net ..	45,364	24,492	(1,319)(d)	(19,091)	19,091(d)	85,810(g)	159,939
	--	--	--	--	--	1,733(h)	--
						5,408(h)	--
						(1,549)(h)	--
Foreign currency (gain) loss	308	(16,665)	16,665(d)	(582)	582(d)	--	308
Other (income) expense,							

net	25,117	113	--	1,449	--	(4,280)(i)	22,399
Total other (income) expense	70,789	7,940	15,346	(18,224)	19,673	87,122	182,646
Income (loss) before income taxes and equity in loss of investees	105,288	1,037	(21,305)	145,147	(35,869)	(87,122)	107,176
Provision for (benefit from) income taxes	26,600	--	(5,937)(e)	46,376	(46,376)(f)	(1,125)	19,538
Equity in loss of investees	(1,969)	--	--	--	(69,971)(j)	--	(71,940)
Net income	$ 76,719	$ 1,037	$(15,368)	$ 98,771	$ (59,464)	$ (85,997)	$ 15,698
Basic net income per common share	$ .64						$ .11
Diluted net income per common share	$ .63						$ .11
Shares used in computing basic net income per common share(k)	119,341						139,841
Shares used in computing diluted net income per common share(k)	135,067						141,339

(a) We have eliminated the processing charges that we have paid to ASI for services performed for us at the K4 and the K1, K2 and K3 facilities under our supply agreements. Because we currently sell substantially all of K4's and K1, K2 and K3's services, the net revenue from the sale of these services to our customers is already reflected in our historical net revenues.

(b) Represents the amortization of goodwill related to our acquisition of K4 and our acquisition of K1, K2 and K3, assuming a ten-year life.

(c) Represents change in depreciation expense based on adjusted book values of acquired property, plant and equipment of K4 and of K1, K2 and K3.

(d) Represents the elimination of interest expense and foreign currency losses

related to the debt of K4 and of K1, K2 and K3 which we have not assumed as part of the acquisition of K4 and will not assume as part of our acquisition of K1, K2 and K3. As it relates to the acquisition of K4, interest expense, net includes (1) interest expense of $22.2 million on $625.0 million of senior and senior subordinated notes at an assumed weighted average interest rate of 9.65%, (2) $1.0 million of amortization of debt issuance costs, which are amortized over the life of the respective debt, and (3) net of $24.5 million of the K4 interest eliminated.

(e) Represents an income tax benefit due to the pro forma adjustments for interest expense.

(f) Represents the elimination of income tax expenses at K1, K2 and K3 due to the fact that profits of K1, K2 and K3 will be subject to a tax holiday in Korea.

(g) Represents (1) interest expense on $750.0 million of new secured bank debt and on $258.75 million of Convertible Notes at an assumed weighted average interest rate of 8.17% and (2) $6 million of amortization of debt issuance costs, which are amortized over the life of the respective debt.

(h) Represents interest on funds used to finance our $41.6 million investment in ASI made in October 1999 and cash used to repurchase accounts receivable of $71.5 million and to fund transaction costs and expenses net of interest savings as a result of the pay down of $15.5 million of our existing debt.

(i) Represents fees paid by us under our accounts receivable sale agreement.

(j) Represents our equity in the loss of ASI, including $51.5 million of amortization of the difference between the cost of our investment over the underlying equity in net assets of ASI, assuming that the investment occurred on January 1, 1999. The pro forma adjustment to reflect our proportionate share of the equity in loss of ASI based on our historical and committed investments follows.

	Proportionate Share	Pro Forma Adjustment
Ownership after June 30, 2000 installment.................	38.0%	$ 58,471
Change in ownership after our committed investments to be made no later than:		
August 31, 2000.......................................	2.2%	6,242
October 31, 2000......................................	1.4%	5,258
	41.6%	$ 69,971

(k) Shares used in computing basic pro forma as adjusted net income per common share for the year ended December 31, 1999 give effect to the issuance of 20,500,000 shares of common stock we intend to issue in a private equity offering. Shares used in computing the diluted pro forma as adjusted net income per common share for the year ended December 31, 1999 give effect to the issuance of 20,500,000 shares of common stock we intend to issue in a private equity offering and the exercise of outstanding stock options. On a pro forma as adjusted basis, the conversion of convertible subordinated notes is not dilutive.

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL DATA OF ASI
AS OF AND FOR THE YEAR ENDED DECEMBER 31, 1999

The unaudited pro forma consolidated income statement of ASI for the year ended December 31, 1999 appearing below gives effect to the following transactions as if they had occurred on January 1, 1999 using the exchange rate as of that date:

- ASI's sale of K1, K2 and K3 for $950.0 million;

- our $459.0 million equity investment in ASI;

- ASI's use of the net proceeds from its sale of K1, K2 and K3 and our investment, principally to repay outstanding debt; and

- the conversion of 150 billion Korean won(approximately $132 million at the exchange rate in effect as of December 31, 1999) of ASI's debt to equity by ASI's creditor banks.

- ASI's sale of K4 to our company in May 1999 for $582.0 million;

- our 50 billion Korean won(approximately $41.6 million) equity investment in ASI in October 1999;

- the conversion of 98 billion Korean won(approximately $82 million) of ASI's debt into equity by ASI's creditor banks in October 1999; and

- ASI's use of the net proceeds from its sale of K4, principally to repay outstanding debt.

The unaudited pro forma consolidated financial information of ASI appearing below is not necessarily indicative of the results of operations and financial condition that ASI would have achieved if the transactions described above had actually been consummated on such dates, nor are they necessarily indicative of the future results and financial condition ASI will achieve. Accordingly, ASI's future results and financial condition could vary significantly from the unaudited pro forma consolidated financial information appearing below.

The unaudited pro forma consolidated financial information of ASI appearing below is based on financial statements prepared in accordance with U.S. GAAP. These principles require the extensive use of estimates and assumptions that affect: (1) the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and (2) the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

UNAUDITED PRO FORMA CONSOLIDATED INCOME STATEMENT OF ASI

FOR THE YEAR ENDED DECEMBER 31, 1999

	ASI HISTORICAL	PRO FORMA ADJUSTMENTS	PRO FORMA AS ADJUSTED
INCOME STATEMENT DATA:			
Sales	$ 285,925	$	$ 285,925
Cost of sales	239,632		239,632
Gross profit	46,293	--	46,293
Operating expenses			
Research and development	87		87
Provision for doubtful accounts	901		901
Selling and administrative expenses	24,267		24,267
Total operating expenses	25,255	--	25,255
Operating income	21,038	--	21,038
Other (income) expense			
Interest income	(5,902)		(5,902)
Interest expense	185,315	(150,657)(a)	34,658
Foreign currency (gains) loss	33,198	(25,972)(b)	7,226
Loss (gain) from disposal of investments	601		601
Loss on valuation of inventories	2,041		2,041
Impairment loss on loans to affiliates	22,646		22,646
Other, net	(24,889)		(24,889)
Total other (income) expense	213,010	(176,629)	36,381
Income (loss) from continuing operations before income taxes, equity in loss of affiliates	(191,972)	176,629	(15,343)
Equity in loss of unconsolidated affiliates	31,787	--	31,787
Income (loss) from continuing operations before income taxes	(223,759)	176,629	(47,130)
Provision (benefit) for income taxes	(54,000)	54,402(c)	402
Income (loss) from continuing operations	$ (169,759)	$ 122,227	$ (47,532)
PER SHARE DATA:			
Basic income (loss) from continuing operations per common share	$ (5.82)		$ (0.43)
Diluted income (loss) from continuing operation per common share	$ (5.82)		$ (0.43)
Shares used in computing basic net income (loss) per common share	29,208,739	81,007,520(d)	110,216,259
Shares used in computing diluted net income (loss) per common share	32,444,636	81,007,520(d)	113,452,206

(a) Represents the elimination of interest expense related to debt which was assumed to be paid off and the conversion of debt to equity as follows:

Conversion of debt to equity in October 1999	$ 82,200
Net cash proceeds from sale of K4 used for debt payment in May 1999	520,100
Conversion of debt to equity by ASI's creditor banks	125,400
Portion of equity investment by Amkor used to repay debt	309,000
Net cash proceeds from the sale of K1, K2 and K3 available for debt payment	650,000
Total debt assumed to be paid on January 1, 1999	$1,686,700

(b) Represents the elimination of foreign currency (gain) loss related to won currency debt which is assumed to be paid off.

(c) Represents income tax expense due to the pro forma adjustments.

(d) Represents adjustments for the number of common shares as follows:

Equity investment by Amkor........................	37,708,974
Debt to equity conversion by creditor banks........	18,750,000
Increase in the number of shares related to Amkor's equity investment in October 1999................................	8,273,973
Increase in the number of shares related to debt to equity conversion in October 1999................................	16,274,573
Total number of shares adjusted..................	81,007,520

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.

AMKOR TECHNOLOGY, INC.

By: /s/ KENNETH T. JOYCE

Kenneth T. Joyce
Chief Financial Officer

Dated: July 17, 2000