

MFC BANCORP LTD

FORM 6-K (Report of Foreign Issuer)

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Industry	Misc. Financial Services
Sector	Financial
Fiscal Year	12/31

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the Month of November 2000

MFC BANCORP LTD.

(Exact Name of Registrant as specified in its charter)

17 Dame Street, Dublin 2, Ireland
(35 31) 679 1688

(Address and telephone number of Registrant's executive office)

(Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F).

Form 20-F Form 40-F

(Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934).

Yes No X

(If "Yes" is marked, indicate below the file number assigned to the Registrant in connection with Rule 12g3-2(b): 82-).

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MFC BANCORP LTD.

**2000 THIRD QUARTER REPORT
TO SHAREHOLDERS**

SEPTEMBER 30, 2000

FORWARD-LOOKING STATEMENTS

The statements in this report that are not based on historical facts are called "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. These statements appear in a number of different places in this report and can be identified by words such as "estimates", "projects", "expects", "intends", "believes", "plans", or their negatives or other comparable words. Also look for discussions of strategy that involve risks and uncertainties. Forward-looking statements include statements regarding the outlook for our future operations, forecasts of future costs and expenditures, evaluation of market conditions, the outcome of legal proceedings, the adequacy of reserves, or other business plans. You are cautioned that any such forward-looking statements are not guarantees and may involve risks and uncertainties. Our actual results may differ materially from those in the forward-looking statements due to risks facing us or due to actual facts differing from the assumptions underlying our predictions. Some of these risks and assumptions include:

- * general economic and business conditions, including changes in interest rates;
- * prices and other economic conditions;
- * natural phenomena;
- * actions by government authorities, including changes in government regulation;
- * uncertainties associated with legal proceedings;
- * technological development;
- * future decisions by management in response to changing conditions;
- * our ability to execute prospective business plans; and
- * misjudgments in the course of preparing forward-looking statements.

We advise you that these cautionary remarks expressly qualify in their entirety all forward-looking statements attributable to us or persons acting on our behalf.

MFC BANCORP LTD.

2000 THIRD QUARTER REPORT

President's Letter to Shareholders:

We are pleased to enclose our results for the third quarter of 2000. Our net earnings in the third three months of 2000 increased by approximately 15.9% compared to the same period in 1999. The following table is a summary of our selected financial information for the periods indicated:

	Nine Months Ended September 30,		Nine Months Ended September 30,	
	2000	1999	2000	1999
	(U.S. Dollars in thousands except per share amounts) Information Only		(Canadian Dollars in thousands except per share amounts)	
Revenue	\$ 66,905	\$ 49,186	\$ 98,484	\$ 73,286
Net income	17,932	15,275	26,397	22,759
Net income per share:				
Basic	1.49	1.26	2.19	1.88
Fully diluted	1.28	1.11	1.90	1.65
	September 30, 2000	December 31, 1999	September 30, 2000	December 31, 1999
	(U.S. Dollars in thousands) Information Only		(Canadian Dollars in thousands)	
Cash and cash equivalents	\$ 44,482	\$ 34,343	\$ 67,035	\$ 49,567
Securities	39,633	46,981	59,727	67,808
Total assets	202,287	187,145	304,846	270,107
Debt	22,744	21,421	34,275	30,917
Shareholders' equity	129,927	118,348	195,801	170,811

MFC is a financial services company that focuses on merchant banking. We provide specialized banking and corporate finance services internationally. We advise clients on corporate strategy and structure, including mergers and acquisitions and capital raising. These activities are principally conducted through our wholly-owned subsidiary, MFC Merchant Bank S.A., which is a licensed full-service Swiss bank based in Geneva, Switzerland and with an office located in Zurich, Switzerland which was opened in August 2000. We also commit our own capital to promising enterprises and invest and trade to capture investment opportunities for our own account. We seek to invest in businesses or assets whose intrinsic value is not properly reflected in their share price or value. Our proprietary investing is generally not passive and we seek investments where our financial expertise and management can either add or unlock value. Our operations are primarily conducted in Europe and North America.

Our banking operations require substantially less regulatory capital than traditional North American banks as the majority of its customer deposits are placed in the European fiduciary market. Such placements are off- balance sheet items which allow us to generate fee income without tying up

significant amounts of capital. This is in contrast to most North American banks, which generate revenue from the spread between the cost of funds and the credit received.

In October 2000, we relocated our corporate office to Dublin, Ireland.

We have established a solid foundation for our financial services business and look forward to continued growth during the remainder of 2000.

Respectfully submitted,

/s/ M.J. Smith

*M.J. Smith
President*

November 2000

MFC BANCORP LTD.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2000

(Unaudited)

MFC BANCORP LTD.

CONSOLIDATED BALANCE SHEETS
(Unaudited)

(dollars in thousands)

	September 30, 2000	September 30,	
	(U.S. Dollars)	2000	1999
	Information Only	(Canadian Dollars)	
ASSETS			
Cash and cash equivalents	\$ 44,482	\$ 67,035	\$ 49,942
Securities	39,633	59,727	83,749
Loans	68,892	103,820	68,044
Receivables	19,885	29,967	25,580
Due from investment dealers	8,457	12,744	17,411
Property held for sale	3,757	5,662	5,363
Excess cost of net assets acquired	11,521	17,362	18,080
Premises and equipment	952	1,434	2,654
Prepaid and other	4,708	7,095	2,546
	-----	-----	-----
	\$202,287	\$304,846	\$273,369
	=====	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY			
Deposits	\$ 39,443	\$ 59,440	\$ 51,167
Accounts payable and accrued expenses	7,792	11,742	12,154
Debt	22,744	34,275	39,847
	-----	-----	-----
	69,979	105,457	103,168
Minority interest	2,381	3,588	2,314
Shareholders' equity			
Common stock	43,089	64,935	65,732
Cumulative translation adjustment	(3,408)	(5,135)	1,181
Retained earnings	90,246	136,001	100,974
	-----	-----	-----
	129,927	195,801	167,887
	-----	-----	-----
	\$202,287	\$304,846	\$273,369
	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

MFC BANCORP LTD.

CONSOLIDATED STATEMENTS OF OPERATIONS
For the Nine Months Ended September 30, 2000 and 1999
(Unaudited)

(dollars in thousands except per share amounts)

	2000 ----- (U.S. Dollars)	2000 ----- (Canadian Dollars)	1999 -----
	Information Only		
Financial services revenue	\$ 66,905	\$ 98,484	\$ 73,286
Expenses			
Financial services	36,996	54,458	33,720
General and administrative	9,196	13,537	13,362
Interest	2,240	3,298	3,186
	-----	-----	-----
	48,432	71,293	50,268
	-----	-----	-----
Income before income taxes	18,473	27,191	23,018
Provision for income taxes	(90)	(132)	(258)
	-----	-----	-----
	18,383	27,059	22,760
Minority interest	(451)	(662)	(1)
	-----	-----	-----
Net income	\$ 17,932	\$ 26,397	\$ 22,759
	=====	=====	=====
Earnings per share			
Basic	\$ 1.49	\$ 2.19	\$ 1.88
	=====	=====	=====
Fully diluted	\$ 1.28	\$ 1.90	\$ 1.65
	=====	=====	=====
Weighted average number of shares outstanding (in thousands)	15,223	15,223	15,276
	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

MFC BANCORP LTD.

CONSOLIDATED STATEMENTS OF OPERATIONS
For the Three Months Ended September 30, 2000 and 1999
(Unaudited)

(dollars in thousands except per share amounts)

	2000 ----- (U.S. Dollars)	2000 ----- (Canadian Dollars)	1999 -----
	Information Only		
Financial services revenue	\$ 19,274	\$ 28,614	\$ 24,038
Expenses			
Financial services	7,945	11,843	7,632
General and administrative	2,576	3,826	4,955
Interest	564	840	951
	-----	-----	-----
	11,085	16,509	13,538
	-----	-----	-----
Income before income taxes	8,189	12,105	10,500
Provision for income taxes	(42)	(61)	(66)
	-----	-----	-----
	8,147	12,044	10,434
Minority interest	28	41	(9)
	-----	-----	-----
Net income	\$ 8,175	\$ 12,085	\$ 10,425
	=====	=====	=====
Earnings per share			
Basic	\$ 0.68	\$ 1.00	\$ 0.86
	=====	=====	=====
Fully diluted	\$ 0.57	\$ 0.85	\$ 0.74
	=====	=====	=====
Weighted average number of shares outstanding (in thousands)	15,257	15,257	15,277
	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

MFC BANCORP LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 2000 and 1999
(Unaudited)

(dollars in thousands)

	September 30,	
	2000	1999
	-----	-----
Inflow (outflow) of cash and cash equivalents related to the following activities:		
Operating		
Net income	\$ 26,397	\$ 22,759
Adjustments to reconcile net income to net cash provided by operating activities:		
Items not affecting cash		
Depreciation and amortization	1,222	1,573
Changes in current assets and liabilities		
Securities	6,275	(11,506)
Receivables	(8,384)	2,217
Due from investment dealers	3,676	(10,269)
Properties held for sale	2,362	48
Accounts payable and accrued expenses	(6,090)	(4,210)
Other	(3,341)	(915)
	-----	-----
	22,117	(303)
Financing		
Net increase in deposits	14,489	32,767
Debt repayments	(3,999)	(116)
Borrowings	7,271	-
Issuance of shares, net of repurchase	(545)	-
Other	(36)	(40)
	-----	-----
	17,180	32,611
Investing		
Net increase in loans	(21,578)	(16,108)
Sale and purchases of subsidiaries, net of cash acquired/disposed	1,179	(521)
Other	(685)	(725)
	-----	-----
	(21,084)	(17,354)
Exchange rate effect on cash and cash equivalents	(745)	(3,883)
	-----	-----
Increase in cash and cash equivalents	17,468	11,071
Cash and cash equivalents:		
Beginning of period	49,567	38,871
	-----	-----
End of period	\$ 67,035	\$ 49,942
	=====	=====

The accompanying notes are an integral part of these financial statements.

MFC BANCORP LTD.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2000**
(Unaudited)

Note 1. Basis of Presentation

The consolidated financial statements contained herein include the accounts of MFC Bancorp Ltd. and its subsidiaries (the "Company").

The interim period consolidated financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles. All financial summaries included are presented on a comparative and consistent basis showing the figures for the corresponding period in the preceding year. The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of annual financial statements. Certain information and footnote disclosure normally included in consolidated financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These interim period statements should be read together with the audited consolidated financial statements and the accompanying notes included in the Company's latest annual report on Form 20-F. In the opinion of the Company, its unaudited interim consolidated financial statements contain all adjustments necessary in order to present a fair statement of the results of the interim periods presented.

Certain reclassifications have been made to the prior period financial statements to conform to the current period presentation.

Note 2. Nature of Business

The Company is in the financial services business and its principal activities focus on investment banking.

Note 3. Earnings Per Share

Basic earnings per share is computed on the weighted average number of shares outstanding during the period. For the calculation of fully diluted earnings per share, under Canadian generally accepted accounting principles, options are deemed to be exercised at the date of grant and convertible securities are deemed to be converted at the date of issuance.

Under U.S. generally accepted accounting principles, options affect diluted earnings per share when "in-the-money."

Note 4. Reporting Currency

The Company reports its results in Canadian dollars. Certain amounts herein have also been reported in U.S. dollars for reference purposes. Amounts reported in U.S. dollars have been translated from Canadian dollars at a rate of U.S. \$1.00 = Canadian \$1.5070 for period end purposes and U.S. \$1.00 = Canadian \$1.4720 for the nine months ended September 30, 2000.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In this document, please note the following:

* references to "we", "our", "us" or "MFC" mean MFC Bancorp Ltd. and its subsidiaries unless the context of the sentence clearly suggests otherwise;

* all references to monetary amounts are in Canadian dollars unless otherwise indicated; and

* selected financial information has been provided in U.S. dollars for informational purposes using an exchange rate of one Canadian dollar being equal to U.S.\$1.5070, being the Federal Reserve Bank of New York rate of conversion for Canadian dollars to U.S. dollars as at September 30, 2000.

The following discussion and analysis of the financial condition and results of our operations for the nine months ended September 30, 2000 should be read in conjunction with the consolidated financial statements and related notes included elsewhere herein. Certain reclassifications have been made to our prior period financial statements to conform to the current period presentation.

RESULTS OF OPERATIONS - Nine Months Ended September 30, 2000

In the nine months ended September 30, 2000, revenues increased to \$98.5 million from \$73.3 million in the comparable period of 1999, primarily due to increased merchant banking activities. Expenses increased to \$71.3 million in the nine months ended September 30, 2000 from \$50.3 million in the comparable period of 1999, primarily as a result of higher revenues. General and administrative expenses increased slightly to \$13.5 million in the nine months ended September 30, 2000 from \$13.4 million in the comparable period of 1999. Interest expense increased marginally to \$3.3 million in the nine months ended September 30, 2000 from \$3.2 million in the comparable period of 1999.

In the nine months ended September 30, 2000, our net earnings were \$26.4 million or \$2.19 per share on a basic basis (\$1.90 per share on a fully diluted basis). In the nine months ended September 30, 1999, net earnings were \$22.8 million or \$1.88 per share on a basic basis (\$1.65 per share on a fully diluted basis).

RESULTS OF OPERATIONS - Three Months Ended September 30, 2000

In the third quarter of 2000, revenues increased to \$28.6 million from \$24.0 million in the comparable period of 1999, primarily due to increased merchant banking activities. Expenses increased to \$16.5 million in the quarter ended September 30, 2000 from \$13.5 million in the comparable period of 1999, primarily as a result of higher revenues. General and administrative expenses decreased to \$3.8 million in the quarter ended September 30, 2000 from \$5.0 million in the comparable period of 1999. Interest expense decreased slightly to \$0.8 million in the quarter ended September 30, 2000 from \$1.0 million in the comparable period of 1999.

In the quarter ended September 30, 2000, our net earnings were \$12.1 million or \$1.00 per share on a basic basis (\$0.85 per share on a fully diluted basis). In the quarter ended September 30, 1999, our net earnings were \$10.4 million or \$0.86 per share on a basic basis (\$0.74 per share on a fully diluted basis).

Liquidity and Capital Resources

The following table is a summary of selected financial information concerning MFC for the periods indicated:

	U.S. Dollars		Canadian Dollars	
	September 30,		September 30,	
	2000	1999	2000	1999
	(in thousands)		(in thousands)	
	Information Only			
Cash and cash equivalents	\$ 44,482	\$ 33,974	\$ 67,035	\$ 49,942
Securities	39,633	56,972	59,727	83,749
Total assets	202,287	185,964	304,846	273,369
Debt	22,274	27,107	34,275	39,847
Shareholders' equity	129,927	114,208	195,801	167,887

We maintain a high level of liquidity, with a substantial amount of assets held in cash and cash equivalents, highly liquid marketable securities and customer loans collateralized by marketable securities. The highly liquid nature of these assets provides us with flexibility in managing our business and financing. This liquidity is used by us in client related services where we act as a financial intermediary for third parties and in our own proprietary investing activities.

At September 30, 2000, our cash and cash equivalents were \$67.0 million, compared to \$49.9 million at September 30, 1999. At September 30, 2000, we had securities of \$59.7 million, compared to \$83.7 million at September 30, 1999.

Operating Activities

Operating activities provided cash of \$22.1 million in the nine months ended September 30, 2000, compared to using cash of \$0.3 million in the comparable period of 1999. In the nine months ended September 30, 2000, an increase in receivables used cash of \$8.4 million, compared to a decrease in receivables providing cash of \$2.2 million in the comparable period of 1999. A decrease in

amounts due from investment dealers as a result of securities trading activities provided cash of \$3.7 million in the nine months ended September 30, 2000, compared to an increase which used cash of \$10.3 million in the comparable period of 1999. A decrease in accounts payable and accrued expenses used cash of \$6.1 million in the nine months ended September 30, 2000, compared to \$4.2 million in the comparable period of 1999. Net sales of securities provided cash of \$6.3 million in the current period, compared to net purchases of securities using cash of \$11.5 million in the comparable period of 1999. We expect to generate sufficient cash flow from operations to meet our working capital requirements.

Investing Activities

Investing activities in the nine months ended September 30, 2000 used cash of \$21.1 million, compared to \$17.4 million in the comparable period of 1999, primarily as a result of a larger net increase in loans outstanding.

Financing Activities

Financing activities provided cash of \$17.2 million in the nine months ended September 30, 2000, compared to \$32.6 million in the comparable period of 1999, primarily as a result of a smaller increase in customer deposits. During the current period, net borrowings increased by approximately \$3.3 million.

The depreciation of the Swiss franc relative to the Canadian dollar by approximately 3.7% over the period resulted in an unrealized foreign exchange translation loss of \$0.7 million on cash and cash equivalents, which is included as shareholder's equity in our balance sheet and does not affect our net earnings.

We continue to explore potential acquisition opportunities as a means of expanding our business. Such opportunities may involve acquisitions which are material in size and may require the raising of additional capital.

Foreign Currency

Substantially all of our operations are conducted in international markets and our consolidated financial results are subject to foreign currency exchange rate fluctuations, in particular, those in Switzerland.

We translate foreign assets and liabilities into Canadian dollars at the rate of exchange on the balance sheet date. Revenues and expenses are translated at the average rate of exchange prevailing during the period. Unrealized gains or losses from these translations are recorded as shareholders' equity on the balance sheet and do not affect our net earnings.

As a substantial amount of our revenues are received in Swiss francs, our financial position for any given period, when reported in Canadian dollars, can be significantly affected by the exchange rate for Swiss francs prevailing during that period. In the period ended September 30, 2000, we reported

an approximately net \$0.8 million foreign exchange translation loss and, as a result, our cumulative foreign exchange translation loss at September 30, 2000 was \$5.1 million, compared to a cumulative foreign exchange translation gain of \$1.2 million at September 30, 1999.

Based upon the period average exchange rate in the third quarter of 2000, the Canadian dollar increased by approximately 12.1% in value against the Swiss franc, over the comparative period in 1999.

Certain Factors

Our results of operations may be materially affected by market fluctuations and economic factors. In addition, our results of operations have been and may continue to be affected by many factors of a global nature, including economic and market conditions, the availability of capital, the level and volatility of equity prices and interest rates, currency values and other market indices, technological changes, the availability of credit, inflation and legislative and regulatory developments. Our results of operations may also be materially affected by competitive factors. Competition includes firms traditionally engaged in financial services such as banks, broker-dealers and investment dealers, along with other sources such as insurance companies, mutual fund groups, on-line service providers and other companies offering financial services in Europe and globally.

Inflation

We do not believe that inflation has had a material impact on revenues or income during the third quarter of 2000. Because our assets to a large extent are liquid in nature, they are not significantly affected by inflation. However, increases in inflation could result in increases in our expenses, which may not be readily recoverable in the price of services provided to our clients. To the extent inflation results in rising interest rates and has other adverse effects on capital markets, it could adversely affect our financial position and profitability.

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, thereunto duly authorized.

Registrant *MFC BANCORP LTD.*

By */s/ Michael J. Smith*

 MICHAEL J. SMITH, PRESIDENT

Date *November 28, 2000*

End of Filing

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