

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

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certain acquiring persons and certain persons whose ongoing  
file notifications with the Department of Justice and the Federal Bureau of Investigation  
the “federal financial institutions”) and to observe a waiting period  
acquisitions of ongoing securities or assets. 18 U.S.C. § 18a (b)(1)

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With respect to the size of person thresholds, the Commission has issued guidance regarding the size of person thresholds. A person has sales or assets in excess of \$10 million, as adjusted (for inflation), if the person has sales or assets in excess of \$100 million, as adjusted, for the purpose of the notification and waiting period requirements. The Commission has also issued guidance regarding the opportunity for potentially anticompetitive transactions. The Commission has provided agencies the opportunity to conduct an antitrust review of transactions that are being considered.

The Commission has also issued guidance regarding the required pre-acquisition RAC notifications without observing the waiting period. Big Arie's acquisition of Cracker Barrel exceeded the \$10-million statutory threshold, as adjusted, (for inflation).

ac (acquisition) and Big Arie and Cracker Barrel are the then-applicable size thresholds - WC C C

Complainant and to penalize Bigari's RAC violations. Under the proposed Final Judgment, Bigari must pay a civil penalty to the United States in the amount of 1,374,190.

The United States and Bigari have stipulated that the proposed Final Judgment may be entered after compliance with the APPA, unless the United States first withdraws its consent. Entry of the proposed Final Judgment will terminate this action, except that the Court will retain jurisdiction to construe, modify, or enforce the provisions of the proposed Final Judgment and punish violations thereof.

## II. DESCRIPTION OF THE EVENT LEADING TO THE ALLEGED VIOLATION

The crux of Bigari's violation is that it failed to submit an RAC report although its acquisition of Cracker Barrel voting securities satisfied the reporting requirements. As a result of the Complainant's, Bigari had sales of 18.8 million. As a result of the Complainant's, Cracker Barrel

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“due respect to the Justice Department . . . in view of the nature of this case”); *United States v. Iron*

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pace,” it follows that “the court is only authorized to review the decree itself,” and not to “effectively redraft the complaint.” To inquire into other matters that the United States did not pursue. *Acrosio t*, 6 F.3d at 149-60.

In its 2004 amendments to the APPA, Congress made clear its intent to preserve the  
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III. FUTURE MINUTE COMMENT

There are no determinative materials or documents  
were considered by the United States in forming the proposal.

Date December 22, 2021

Respectfully,

/s/ Kenneth  
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Special  
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