

**Sheinberg, Samuel I.**

**From:** HSRHelp  
**Sent:** Wednesday, August 17, 2022 10:34 AM  
**To:** Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle  
**Subject:** FW: HSR filing set-up and Item 5-8

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**From:** Whitehead, Nora <nwhitehead@ftc.gov>  
**Sent:** Wednesday, August 17, 2022 10:34 AM  
**To:** [REDACTED]  
**Cc:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** RE: HSR filing set-up and Item 5-8

Agree with your approach: please cross ref

**From:** HSRHelp <HSRHelp@ftc.gov>  
**Sent:** Wednesday, August 17, 2022 10:34 AM  
**To:** Walsh, Kathryn E. <kwalsh@ftc.gov>; Berg, Karen E. <KBE@ftc.gov>; Shaffer, Kristin <kshaffer@ftc.gov>; Six, Anne <asix@ftc.gov>; Nora <nwhitehead@ftc.gov>; Fetterman, Michelle <mfetterman@ftc.gov>  
**Subject:** FW: HSR filing set-up and Item 5-8

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**From:** [REDACTED]  
**Sent:** Wednesday, August 17, 2022 10:34 AM  
**To:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** HSR filing set-up and Item 5-8

Dear PNO: I have two HSRs to be filed. Both involve the same Person, but involving different Acquired Persons, Deal 1 and Deal 2. As a practical matter, the deals cross conditionally on each other. Deal 1 will close immediately thereafter and Deal 2 closing immediately thereafter. Please confirm that in the Deal 2 filing, even though Deal 1 will close before Deal 2 closes, the responses should not include the Deal 1 target's revenues or entities because "the filing notification should include the total dollar revenues for all entities included within the person filing notification at the time the Form is prepared." And as the Acquiring Person exists at the time of filing. I would reference in the Deal 2 description that closing will be contingent on Deal 1 closing. I would note that Deal 1 will close before Deal 2 closes. So you will have the full picture and understanding of the relationship.

Thank You.

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted text block]

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