

Sheinberg, Samuel I.

Subject: RE: Rule 801.11 Question for Natural Person

From: HSRHelp <HSRHelp@ftc.gov>

Sent: Tuesday, September 6, 2022 3:40 PM

To: Walsh, Kathryn E. <kwash@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Musick, Fessenna <vmusick@ftc.gov>;

Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Fetterman, Michella <mfetterman@ftc.gov>

Subject: FW: Rule 801.11 Question for Natural Person

From: Whitehead, Nora <nwhitehead@ftc.gov>

Sent: Tuesday, September 6, 2022 3:40 PM Eastern Time (US & Canada)

To: [REDACTED]

Cc: HSRHelp <HSRHelp@ftc.gov>

Subject: RE: Rule 801.11 Question for Natural Person

I've agreed.

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Sent: Tuesday, September 6, 2022 3:40 PM

To: Walsh, Kathryn E. <kwash@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Musick, Fessenna <vmusick@ftc.gov>;

Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Fetterman, Michella <mfetterman@ftc.gov>

Nora <nwhitehead@ftc.gov>; Fetterman, Michella <mfetterman@ftc.gov>

Subject: FW: Rule 801.11 Question for Natural Person

From: [REDACTED]

Sent: Friday, September 2, 2022 11:04 PM

To: HSRHelp <HSRHelp@ftc.gov>

Subject: Rule 801.11 Question for Natural Person

Good afternoon,

I am asking for clarification regarding the 50% of the voting securities of Corporation through the vesting of Restricted Stock. The question is whether the vesting of Restricted Stock holdings to less than 50% with an aggregate value in excess of \$100 million satisfies the \$100 million (as so published and adjusted for inflation) requirement.

acquisition turns on whether Executive satisfies the 50% requirement. Neither Executive, his spouse, nor his minor children have a balance sheet or an annual statement of income within the meaning of Rule 801.11(c). Further, neither Executive, his spouse, nor his minor children control any entity.

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understanding that Rule 801.11(e) applies when assessing the annual net sales and total assets of Executive and his spouse and minor children, and therefore pursuant to Rule 801.11(e) Executive's total assets include an acquisition "less all securities of [Corporation]" that Executive presently holds. Do you agree?

[REDACTED]

