

Sheinberg, Sa

From: HSRHelp
Sent: Wednesday, December 27, 2023 12:27 PM (UTC-05:00) Eastern Time (US & Canada)
To: Walsh, Kathryn E; Berg, Karen E; Musick, Yessalina; Sheinberg, Samuel L; Siv, Anne; Whitehead, Nora; Fetterman, Michelle; Burton, June; Larson, Peter
Subject: FW: Reportability Question

From: Shaffer, Kristin <kshaffer@ftc.gov>
Sent: Wednesday, December 27, 2023 12:27 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Reportability Question

[REDACTED]
Since UPE 1 did not make a filing for the acquisition of Holdco, UPE 1 does not appear to have crossed a notification threshold.

Best regards,
Kristin

Kristin Shaffer
Attorney
Premerger Notification Office
Federal Trade Commission
202-326-2388 | kshaffer@ftc.gov

From: [REDACTED]
Sent: Wednesday, December 27, 2023 12:27 AM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Reportability Question

Dear PNO:

We were hoping to get your interpretation of a scenario set forth below:

UPE 1 formed Holdco to acquire Target A. HSR filings submitted within the past five years whereby UPE 1 were the acquiring person and acquired person. The waiting period expired and the transaction completed within one year of the waiting period expiring. UPE 1 did not acquire any additional voting securities of new investors such that Holdco is now its own OPE. Holdco does not have a monetary threshold. UPE 1 will remain under UPE 1's control (Holdco will continue to be its own OPE) but UPE 1 will cross a monetary threshold solely on account that UPE 1 is the person that UPE 1 formed. UPE 1 submitted a HSR filing to acquire Target A within the previous 5 years and Holdco does not have any other assets or holdings other than Target A. We do not think an HSR filing should be required in this transaction. Can you please let us know if we are correct. Thank you for any information that will assist you in your assessment of this request.

Very Respectfully,

[REDACTED]

[REDACTED]