

Sheinberg, Samuel I.

Sent: Thursday, February 8, 2024 11:35:17 AM (UTC-05:00) Eastern Time (US & Canada)
To: Walsh, Kathryn E.; Berg, Karen E.; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora;
Fetco, Mary; Whitehead, Barton; Sauer, Larson, Peter
Subject: FW: Question about HSR form 3(a)

From: Vesselinia M. Msick <vmmsick@ftc.gov>
Sent: Thursday, February 8, 2024 11:35:17 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: [REDACTED]

[REDACTED]
We agree with your proposed approach. Thank you for checking.
Kind regards,

Vesselinia M. Msick
Attorney | Federal Trade Commission
Direct +1 202.326.2307 | Email: vmmsick@ftc.gov | www.ftc.gov

From: [REDACTED]
Sent: [REDACTED]
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: Question about HSR form Item 3(a)

Dear Premerger Notification Officer:
This question is about the premerger notification requirements under the Hart-Scott-Rodino Act. These are the relevant facts: A purchaser of all the equity shares of a target company, and the closing, the seller intends to engage in a corporate reorganization that may change the entities that own the assets in question. However, there may be some entities that exist today that are not part of the corporate structure of other entities by the time of the closing. The question relates only to the identities of the corporate entities – all of which are within the same ultimate parent that hold the assets at the time of closing. For Item 3(a), we propose to list the entities that exist today, which entities may or may not change by the time of the Transaction Description. Please let us know if this is inconsistent with the requirements of the Act. We will provide additional information.

Sincerely,
[REDACTED]

