

Sheinberg, Samuel

From: HSRHelp
Sent: Monday, June 10, 2024 12:32:00 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Sheinberg, Samuel; Whitehead, Alana; Fetterman, Michelle; Burton, June; Larson, Peter
Subject: FW: 802.10 Reorganization

From: Shaffer, Kristin <kshaffer@ftc.gov>
Sent: Monday, June 10, 2024 12:32:00 PM (UTC-04:00)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: 802.10 Reorganization

[REDACTED]

We disagree. It appears that at all (or most) of the individuals or entities that will be receiving voting securities of ListCo do not directly or indirectly hold interests in Initial TopCo. Instead, they hold minority interests in entities that hold minority interests in Initial TopCo or other entities that themselves hold minority interests in Initial TopCo. This breaks the chain in determining what is held directly or indirectly.

Best regards,
Kristin

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From: [REDACTED]
Sent: Friday, June 7, 2024 5:30:36 PM
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: 802.10 Reorganization

Dear PNO,

We are writing to confirm our conclusion that the following "In-C" transaction, which will be undertaken in conjunction with an initial public offering ("IPO"), is not reportable under the HSR Act. The transaction involves a pre-IPO reorganization through which existing LLC subsidiary of a newly created corporation (which will become the new UPE). The new corporation will issue voting securities to the existing LLC stakeholders in proportion to their LLC ownership interests immediately before issuing additional voting securities to new public shareholders via the IPO. None of the existing LLC interest holders will hold a greater percentage of the voting securities or cause no new assets to be contributed during the re-organization, we believe the transaction is exempt pursuant to the specific steps of the transaction are summarized below.

- **Pre-Transaction:** Initial Topco LLC ("Initial Topco") currently is its own UPE. Certain of its LLC interests are held by various blocker entities and alternative investment vehicles, which in turn are held by [REDACTED]. Prior to the transaction, one of the existing minority LLC unit holders of Initial Topco "IT Holder LP" will

transformation partners (which are themselves blocker entities) will become wholly owned subsidiaries of Initial Topco LLC.

- In the first step of the transaction, Initial Topco LLC will form a wholly owned subsidiary, Listco, which will be a Delaware LLC.
- Listco will form multiple blocker merger subsidiaries as subsidiaries. Certain of the blocker entities' minority LLC interests in Initial Topco LLC will then merge with the blocker entities surviving as wholly owned subsidiaries of Listco. Nearly simultaneously, the surviving blocker entities will be merged directly into Listco. In exchange, the current holders of the blocker entities will receive shares of Listco Class D common stock, carrying 1x voting power.
- Listco will also form a management company merger sub, which will merge with "Management Co.," another minority holder of Initial Topco LLC, surviving as a wholly owned subsidiary of Listco, but will be nearly simultaneously merged with Listco, with the Management Co. holders also receiving shares of Listco Class D common stock.
- Listco will then issue Listco Class C common stock (which will be non-economic voting security with 10x voting power) to Initial Topco LLC, which will distribute such shares to the remaining Initial Topco LLC interest holders (who will retain their economic interest in Initial Topco LLC).
- Listco will also assume Initial Topco LLC's obligations to service providers and will convert the service providers' options to purchase Listco Class A common stock (with 1x voting power).
- Listco will immediately raise an amount of cash to fund the IPO. Listco will then transfer the IPO to Initial Topco LLC in exchange for a number of Initial Topco LLC shares of Listco Class A common stock.
- As a result of the steps above Listco will become the new UPE, and will continue to hold Initial Topco LLC. All pre-transition holders of Initial Topco LLC interests will receive proportional shares of Listco Class C common stock or Listco Class D common stock, depending on their voting power in Initial Topco LLC.

Because no new assets are being contributed as part of the pre-IPO reorganization, and because none of the pre-transition assets are being contributed to Listco, the transaction is exempt from HSR. (See <http://www.ftc.gov/bpe/cond00.htm>)

Please let us know whether you agree with this conclusion.
Thanks in advance for your time and consideration.

[REDACTED]