**FEE INFORMATION**

**Total Filing Fee:** Select Filing Fee. **Paid By:** [ ]  Acquiring Person [ ]  Acquired Person [ ]  Both

|  |  |  |  |
| --- | --- | --- | --- |
| Name of Payer | Amount Paid | Check Number | EWT Institution & Confirmation Number |
|  |  |  |  |
|  |  |  |  |

 **GENERAL INFORMATION**

**Post-Consummation Filing?** [ ]  Yes [ ]  No

**Cash Tender Offer?** [ ]  Yes [ ]  No

**Bankruptcy?** [ ]  Yes [ ]  No

**Do you request early termination of the waiting period?** [ ]  Yes [ ]  No

*(Grants of early termination are published in the Federal Register and on the FTC website.)*

 **ULTIMATE PARENT ENTITY (UPE) INFORMATION**

► UPE Details

**Name:**

**Headquarters Address:**   **Address Line 2:**

**City:** **State:**   **Zip Code:** **Country:**

**Website:**

**Entity Type:** The UPE of the acquiring person is a(n)?

[ ]  Corporation [ ]  Unincorporated Entity [ ]  Natural Person [ ]  Other (Specify):

|  |  |
| --- | --- |
| Filing Made on Behalf of the UPE  | **Name and address of filing notification entity, if different than UPE**(Name, Address, City, State, Zip Code, and Country) |
| [ ]  Not Applicable.[ ]  This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a).[ ]  This report is being filed on behalf of a foreign person pursuant to § 803.4. |  |

|  |  |  |  |
| --- | --- | --- | --- |
|  | Primary HSR Report Contact | Secondary HSR Report Contact | Second Request Contact |
| **Name:** **Firm/Company:** **Address:** **City, State, Zip Code:** **Country:** **Telephone Number:** **E-Mail Address:**  |  |  |  |

|  |
| --- |
| **UPE Annual Reports and Financial Information** |
| Central Index Key (CIK) Number |  |
| Annual/Audit Report Document # or Link |  |
| Date of Annual/Audit Report |  |

**Does the person filing notification stipulate that the acquiring person meets the size of person test?** See 15 U.S.C. § 18a(a).

[ ]  Yes, the lower size of person test [ ]  Yes, the higher size of person test [ ]  N/A

Minority Shareholders or Interest Holders [ ]  None

|  |  |  |  |
| --- | --- | --- | --- |
| Entity | Minority Holder & D/B/A Name | HQ Address | Percent Held |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

► Acquiring Person Structure

Entities Within the Acquiring Person

|  |
| --- |
| Company or Operating Business d/b/a Name(s):  |
| **Entity Name** | **City** | **State** | **Zip Code** | **Country** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
| **Company or Operating Business d/b/a Name(s):**  |
| **Entity Name** | **City** | **State** | **Zip Code** | **Country** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
| **Company or Operating Business d/b/a Name(s):**  |
| **Entity Name** | **City** | **State** | **Zip Code** | **Country** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

Annual Reports and Audit Reports

|  |  |  |  |
| --- | --- | --- | --- |
| **Acquiring Entity or Overlapping Entity** | **Central Index Key (CIK) Number** | **Annual/Audit Report File Name or Link** | **Date of Annual/Audit Report** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

► Additional Acquiring Person Information

Ownership Structure

|  |  |
| --- | --- |
| **Description of the ownership structure of the acquiring entity** |  |
| **Document # of organizational chart for fund or MLP (or N/A)** |  |

Officers and Directors

|  |  |  |  |
| --- | --- | --- | --- |
| Name of Entity Within Acquiring Person | Name of Officer or Director | Title | List of Other Entities |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

 **TRANSACTION INFORMATION**

► Parties

|  |  |
| --- | --- |
| Acquiring UPE(s) | Acquired UPE(s) |
| **Name:** **Address:** **Address Line 2:****City, State, Zip Code:** **Country:** **Website:**  | **Name:** **Address:** **Address Line 2:****City, State, Zip Code:** **Country:** **Website:**  |
| **Acquiring Entity(ies) –** *(Tab to add additional “Acquiring Entity” entries.)* | **Target –** *(Tab to add additional “Target” entries.)* |
| **Name:** **Address:** **Address Line 2:****City, State, Zip Code:** **Country:** **Website:**  | **Name:** **Address:** **Address Line 2:****City, State, Zip Code:** **Country:** **Website:**  |

► Transaction Details

|  |  |
| --- | --- |
| [ ]  Acquisition of voting securities [ ]  Acquisition of non-corporate interests [ ]  Acquisition of assets[ ]  Merger (see § 801.2)[ ]  Consolidation (see § 801.2) | [ ]  Formation of a joint venture, other corporation, or unincorporated entity (see §§ 801.40 and 801.50)[ ]  Acquisition subject to § 801.31[ ]  Secondary acquisition subject to § 801.4 [ ]  Acquisition subject to § 801.2(e)[ ]  Other, specify  |

|  |
| --- |
|  |

Is this transaction subject to § 801.30? [ ]  Yes, Specify Type(s) [ ]  No

Transaction Type

Check all that apply:

Acquisition Details

|  |  |  |  |
| --- | --- | --- | --- |
| Percentage of voting securities already held%       | Percentage of non-corporate interests already held%       |  |  |
| Value of voting securities already held ($MM)$       | Value of non-corporate interests already held ($MM)$       |  |  |
| Total percentage of voting securities to be held as a result of the acquisition %       | Total percentage of non-corporate to be held as a result of the acquisition %       |  |  |
| Total value of voting securities to be held as a result of the acquisition ($MM)$       | Total value of non-corporate securities to be held as a result of the acquisition ($MM)$       | Total value of assets to be held as a result of the acquisition ($MM)$       | **Aggregate total value ($MM)** **$ 0.00** |

Notification Threshold

[ ]  $50 million (as adjusted) [ ]  $100 million (as adjusted) [ ]  $500 million (as adjusted) [ ]  25% [ ]  50% [ ]  N/A

► Transaction Description

|  |  |
| --- | --- |
| **Business of the Acquiring Person** |  |
| **Business of the Target** |  |
| **Non-Reportable UPE(s)** |  |
| **Transaction Description** |  |

Related Transactions

**Does the transaction that is the subject of this filing have related filings?** [ ]  Yes [ ]  No [ ]  Unknown

**If the transaction has related filings, indicate whether the related filing(s) (choose all that apply):**

[ ]  Is a principal transaction that triggers one or more shareholder

backside transactions

[ ]  Is a shareholder backside transaction

[ ]  Has more than one acquiring UPE

[ ]  Has more than one acquired UPE

[ ]  Has more than one reportable step[ ]  Is a joint venture

[ ]  Is a consolidation

[ ]  Is an exchange of assets

[ ]  Has one or more filings in the alternative

[ ]  Other, explain:

**Party Names or Transaction Numbers for Related Transactions:**

|  |
| --- |
|  |

► Transactions Subject to International Antitrust Notification

**Has (or will) a non-U.S. antitrust or competition authority been (or be) notified of the transaction?** [x]  No [ ]  Yes (provide details below)

|  |  |
| --- | --- |
| **Jurisdiction** | **Date Notified** |
|  |  |
|  |  |
|  |  |

► Additional Transaction Information

|  |  |
| --- | --- |
| Transaction Rationale[ ]  Not applicable, select 801.30 transaction |  |
| Document Numbers Related to Transaction Rationale |  |
| Document # for Transaction Diagram[ ]  Not applicable, select 801.30 transaction |  |

► Joint Ventures

Complete only if acquisition is the formation of a joint venture corporation or unincorporated entity [ ]  Not Applicable

|  |  |
| --- | --- |
| **Contributions to be Made** |  |
| **Description of Consideration** |  |
| **Description of The Business of the Joint Venture** |  |

**Joint Venture NAICS Codes**

|  |  |
| --- | --- |
| 6-Digit Code | Code Description |
|  |  |
|  |  |
|  |  |

► Business Documents

Transaction Related Documents

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Privileged | Document # | Document Title | Estimated Date | Author/Title |
|[ ]   |  |  |  |
|[ ]   |  |  |  |
|[ ]   |  |  |  |

Plans and Reports[ ] Not Applicable, Select 801.30 Transaction

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Privileged | Document # | Document Title | Estimated Date | Author/Title |
|[ ]   |  |  |  |
|[ ]   |  |  |  |
|[ ]   |  |  |  |

|  |
| --- |
|  |

Privilege Log Document #

► Agreements

Transaction-Specific Agreements [ ]  Not Applicable, 801.30 or Bankruptcy

|  |  |
| --- | --- |
| Document # | Document Title |
|  |  |
|  |  |
|  |  |

Other Agreements Between the Acquiring Person and Target

Does the acquiring person have (or within one year of filing, had) any agreements with the target?

[ ]  No [ ]  Yes (provide details below)

|  |  |
| --- | --- |
| Has Type of Agreement | Type |
| [ ]  Yes [ ]  No | **Agreement with non-compete or non-solicitation terms between the acquiring person and target** |
| [ ]  Yes [ ]  No | **Lease** |
| [ ]  Yes [ ]  No | **Licensing Agreement** |
| [ ]  Yes [ ]  No | **Master Service Agreement** |
| [ ]  Yes [ ]  No | **Operating Agreement** |
| [ ]  Yes [ ]  No | **Supply Agreement** |
| [ ]  Yes [ ]  No | **Other**  |

**Competition Descriptions**

[ ]  Not Applicable, Select 801.30 Transaction

► Overlap Description

**Briefly describe the acquiring person’s principal categories of products or services.**

|  |
| --- |
|  |

**List and briefly describe current and known planned products or services that compete (or could compete) with the target. (See Instructions)**

|  |
| --- |
|  |

**Competing Product or Service Details** [ ]  None

|  |  |
| --- | --- |
| **Product or Service:** | **Sales ($):** **Categories of Customers:** **Top 10 Customers Overall:** **Top 10 Customers by Category:**  |
| **Product or Service:** | **Sales ($):** **Categories of Customers:** **Top 10 Customers Overall:** **Top 10 Customers by Category:**  |
| **Product or Service:** | **Sales ($):** **Categories of Customers:** **Top 10 Customers Overall:** **Top 10 Customers by Category:**  |

**► Supply Relationships Description**

Related Sales

**List and briefly describe the acquiring person’s products, services, or assets that are supplied to the target or a business that competes with the target. (See Instructions)**

|  |
| --- |
|  |

**Product, Service, or Asset Details** [ ]  None

|  |  |
| --- | --- |
| **Product, Service, or Asset:**   | **Sales to Target ($):** **Sales to Target’s Competitors ($):** **Top 10 Customers:** **Description of Supply or Licensing Agreement:**  |
| **Product, Service, or Asset:**   | **Sales to Target ($):** **Sales to Target’s Competitors ($):** **Top 10 Customers:** **Description of Supply or Licensing Agreement:**  |
| **Product, Service, or Asset:**   | **Sales to Target ($):** **Sales to Target’s Competitors ($):** **Top 10 Customers:** **Description of Supply or Licensing Agreement:**  |

Related Purchases

**List and briefly describe the products, services, or assets that are purchased by the acquiring person from the target or a business that competes with the target. (See Instructions)**

|  |
| --- |
|  |

**Product, Service, or Asset Details** [ ]  None

|  |  |
| --- | --- |
| **Product, Service, or Asset:**   | **Purchases from Target ($):** **Purchases from Target’s Competitors ($):** **Top 10 Suppliers:** **Description of Purchase or Licensing Agreement:**  |
| **Product, Service, or Asset:**   | **Purchases from Target ($):** **Purchases from Target’s Competitors ($):** **Top 10 Suppliers:** **Description of Purchase or Licensing Agreement:**  |
| **Product, Service, or Asset:**   | **Purchases from Target ($):** **Purchases from Target’s Competitors ($):** **Top 10 Suppliers:** **Description of Purchase or Licensing Agreement:**  |

**REVENUE AND OVERLAPS**

**Does the acquiring person have US revenue?** [ ]  Yes [ ]  No, explain:

► NAICS Codes

| 6-Digit Code | Code Description | Operating Business | Revenue Range | Overlap |
| --- | --- | --- | --- | --- |
|  |  |  | <$10MM | $10MM - $100MM | $100MM - $1B | >$1B |  |
|  |  |  |  |  |  |  |[ ]
|  |  |  |  |  |  |  |[ ]
|  |  |  |  |  |  |  |[ ]
|  |  |  |  |  |  |  |[ ]
|  |  |  |  |  |  |  |[ ]

► Controlled Entity Geographic Overlaps

State Level Reporting [ ]  None

| NAICS Code | Code Description | Operating Business and D/B/A Name(s) | Person or Associate? | States and Total Number |
| --- | --- | --- | --- | --- |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

Street Level Reporting [ ]  None

| NAICS Code and Description:  |
| --- |
| Operating Business and D/B/A Name(s) | Person or Associate | State | County | ZIP Code | Street Address |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

| NAICS Code and Description:  |
| --- |
| Operating Business and D/B/A Name(s) | Person or Associate | State | County | ZIP Code | Street Address |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

| NAICS Code and Description:  |
| --- |
| Operating Business and D/B/A Name(s) | Person or Associate | State | County | Zip Code | Street Address |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

► Minority-Held Entity Overlaps

[ ]  None

| Entity Held and D/B/A Name(s) | Percentage Held | Held By | Person or Associate? | NAICS Code or Industry Overlap with Target |
| --- | --- | --- | --- | --- |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

► Prior Acquisitions

[ ]  None

| Overlapping 6-Digit NAICS Code and Description or Overlap Product or Service Description | Acquired Entity and Former HQ Address | Transaction Type | Consummation Date |
| --- | --- | --- | --- |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

**ADDITIONAL INFORMATION**

**► Subsidies from Foreign Entities or Governments of Concern**

Subsidies [ ]  None [ ]  Yes (provide details below)

|  |  |
| --- | --- |
| Entity or Government | Description |
|  |  |
|  |  |
|  |  |

Countervailing Duties Imposed [ ]  None [ ]  Yes (provide details below)

|  |  |  |
| --- | --- | --- |
| Product | Duty Imposed | Jurisdiction |
|  |  |  |
|  |  |  |
|  |  |  |

Countervailing Duty Investigations [ ]  None [ ]  Yes (provide details below)

|  |  |
| --- | --- |
| Product | Jurisdiction Conducting Investigation |
|  |  |
|  |  |
|  |  |

► Defense or Intelligence Contracts

[ ]  None [ ]  Not Applicable, Select 801.30 Transaction

| Entity Within Acquiring Person | Contracting Office | Contracting Office ID | Award ID | NAICS Codes |
| --- | --- | --- | --- | --- |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

**► Voluntary Waivers**

International Competition Authorities (Voluntary)

The acquiring person agrees to waive the disclosure exemption in the HSR Act for the following competition authorities: [ ]  None

1.
2.
3.
4.
5.
6.

State Attorneys General (Voluntary)

The acquiring person agrees to waive the disclosure exemption in the HSR Act for the following states: [ ]  None

|  |  |
| --- | --- |
| State | Permit Disclosure of |
|  | **Fact of Notification and Waiting Period** | **Information and Documents** |
|  |[ ] [ ]
|  |[ ] [ ]
|  |[ ] [ ]

**► End Notes**

[ ]  None

|  |  |
| --- | --- |
| Number | Note |
|  |  |
|  |  |
|  |  |

**CERTIFICATION**

Penalties for False Statements

Federal law provides criminal penalties, including up to twenty years imprisonment, for any person who knowingly alters, destroys, mutilates, conceals, covers up, falsifies, or makes a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence an ongoing or anticipated federal investigation (see, e.g., Section 1519 of Title 18, United States Code.). It is also a criminal offense to knowingly make a false statement in a federal investigation, obstruct a federal investigation, or conspire to obstruct justice or obstruct or impede the lawful functioning of the government (see, e.g., Sections 371, 1001, and 1505 of Title 18, United States Code).

Certification

This NOTIFICATION AND REPORT FORM, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

I acknowledge that the Commission or the Assistant Attorney General of the Antitrust Division of the Department of Justice may, prior to the expiration of the initial waiting period pursuant to 15 U.S.C. § 18a, require the submission of additional information or documentary material relevant to the proposed transaction.

|  |  |
| --- | --- |
| **Name** (Please Print or Type)   | **Title**  |
| **Signature**   | **Date**  |

[ ]  **Sworn under penalty of perjury**

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

|  |  |
| --- | --- |
| **Signature** | **Executed Date** |
|  |  |

[ ]  **Notarized**

Subscribed and sworn to before me at the: Seal:

City of:

State of:

This day of the year

Signature:

My commission expires:

|  |  |
| --- | --- |
| **16 C.F.R. Part 803 – Appendix****Notification and Report Form For Certain Mergers and Acquisitions** | Approved by OMB 3084-0005 |

**THE INFORMATION REQUIRED TO BE SUPPLIED ON THESE ANSWER SHEETS IS SPECIFIED IN THE INSTRUCTIONS**

THIS FORM IS REQUIRED BY LAW and must be filed separately by each person that, by reason of a merger, consolidation, or acquisition, is subject to § 7A of the Clayton Act, 15 U.S.C. § 18a, and rules promulgated thereunder (hereinafter referred to as “the rules” or by section number). The rules may be found at 16 CFR Parts 801-03. Failure to file this **Notification and Report Form**, and to observe the required waiting period before consummating the acquisition in accordance with the applicable provisions of 15 U.S.C. § 18a and the rules, subjects any “person,” as defined in the rules, or any individuals responsible for noncompliance, to liability for a penalty for each day during which such person is in violation of 15 U.S.C. § 18a. The maximum daily civil penalty amount is listed in 16 C.F.R. § 1.98(a).

Pursuant to the Hart-Scott-Rodino Act, information and documentary material filed in or with this Form is confidential. It is exempt from disclosure under the Freedom of Information Act and may be made public only in an administrative or judicial proceeding, or disclosed to Congress or to a duly authorized committee or subcommittee of Congress.

**DISCLOSURE NOTICE** - Public reporting burden for this report is estimated at 105 hours per response, including time for reviewing instructions, searching existing data sources, gathering, and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this report, including suggestions for reducing this burden to:

Premerger Notification Office

Federal Trade Commission

400 7th St. SW

Washington, DC 20024

and

Office of Information and Regulatory Affairs

Office of Management and Budget

Washington, DC 20503

Under the **Paperwork Reduction Act**, as amended, an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number. That number is 3084-0005, which also appears above.

**Privacy Act Statement**--Section 18a(a) of Title 15 of the U.S. Code authorizes the collection of this information. The primary use of information submitted on this Form is to determine whether the reported merger or acquisition may violate the antitrust laws. Taxpayer information is collected, used, and may be shared with other agencies and contractors for payment processing, debt collection and reporting purposes. Furnishing the information on the Form is voluntary. Consummation of an acquisition required to be reported by the statute cited above without having provided this information may, however, render a person liable to civil penalties up to the amount listed in 16 C.F.R. § 1.98(a) per day. We also may be unable to process the Form unless you provide all of the requested information.

**This page may be omitted when submitting the Form.**