

From: [HSRHelp](#)
To: [Walsh, Kathryn E.](#); [Berg, Karen E.](#); [Sheinberg, Samuel I.](#); [Six, Anne](#); [Whitehead, Nora](#); [Musick, Vesselina](#)
Subject: FW: 801.30 Transaction
Date: Thursday, July 15, 2021 12:03:44 PM

From: Shaffer, Kristin <kshaffer@ftc.gov>
Sent: Thursday, July 15, 2021 12:03:35 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: 801.30 Transaction

[REDACTED]

Please respond to Items 5, 7, and 8 based upon the acquiring person's knowledge or belief. Once the target's filing is received, we may follow up for additional information. For Item 2, please provide percentages calculated pursuant to [Rule 801.12](#). Contractual rights are not included in this calculation, but we welcome a description in Item 3(a).

Best regards,
Kristin

Kristin Shaffer
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From: [REDACTED]
Sent: Thursday, July 15, 2021 9:46 AM
To: HSRHelp <HSRHelp@ftc.gov>
Subject: 801.30 Transaction

Good morning

I have a few questions regarding a proposed cash tender offer that would require a filing if it proceeds.

First, how can the acquiring party confirm which 6 digit NAICS codes and 10 digit manufacturing codes overlap without the cooperation of the issuer? That would impact the responses to Item 5 (whether to check the boxes), Item 7 and Item 8.

Second, if the acquiring party has voting rights but not economic / beneficial ownership of some

shares, should they be included in Item 2(d) as already being held? The amount will not affect whether a filing is needed and will not affect the filing fee, but I wanted to confirm how that should be handled. If included, should we indicate in Item 3 in the description of the transaction that some shares are not beneficially owned and that the acquiring party only has voting rights with respect thereto?

I look forward to receiving your response and guidance.

Thank you

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