

Sheinberg, Samuel I.

From: HSRHelp
Sent: Wednesday, August 17, 2022 12:35 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle
Subject: FW: HSR filing set-up and Item 5-8

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Wednesday, August 17, 2022 12:35:16 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: HSR filing set-up and Item 5-8

Agree with your approach; please cross-reference in both filings (see highlighted).

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Wednesday, August 17, 2022 10:34 AM
To: Walsh, Kathryn E. <kwalsh@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Musick, Vesselina <vmusick@ftc.gov>; Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Whitehead, Nora <nwhitehead@ftc.gov>; Fetterman, Michelle <mfetterman@ftc.gov>
Subject: FW: HSR filing set-up and Item 5-8

From: [REDACTED]
Sent: Wednesday, August 17, 2022 10:33:22 AM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: HSR filing set-up and Item 5-8

Dear PNO: I have two HSRs to be filed essentially simultaneously on the basis of LOIs for the same Acquiring Person, but involving different Acquired Persons, Deal 1 and Deal 2. As a practical matter, the deals will be cross conditioned because they are expected to be signed and closed on the same day, with Deal 1 closing first and Deal 2 closing immediately thereafter.

Please confirm that in the Deal 2 filing, even though Deal 1 will close before Deal 2 closes, Item 5 and 6 responses should not include the Deal 1 target's revenue or entities because "[a]cquiring persons filing notification should include the total dollar revenues for all entities included within the person filing notification at the time the Form is prepared." And also, Item 7 and 8 should be assessed based solely on the four corners of the respective filing and as the Acquiring Person exists at the time of filing.

I would reference in the Deal 2 description that closing will be contingent on Deal 1 closing, and note that Deal 1 was the subject of a separate HSR filing. So you will have the full picture and understanding of the relationship of the two deals.

Thank you,

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted text block]

[Redacted text block]
