

Sheinberg, Samuel I.

From: HSRHelp
Sent: Thursday, December 15, 2022 9:36 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle
Subject: FW: Item 4(c) and 801.30

From: Shaffer, Kristin <kshaffer@ftc.gov>
Sent: Thursday, December 15, 2022 9:35:50 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Item 4(c) and 801.30

[REDACTED]
Unless the controlled entities are foreign with no sales into the US, or have assets valued at less than \$10 million, they must be listed in Item 6(a), regardless of whether they are in the same industry as the target. Minority holdings (Item 6(c)) are further limited to entities in the same industries/NAICS codes as the target. See Instructions page VIII.

Best regards,

Kristin

Kristin Shaffer

Attorney
Premerger Notification Office
Federal Trade Commission
202-326-2388 | kshaffer@ftc.gov

From: [REDACTED]
Sent: Tuesday, December 13, 2022 5:06:13 PM (UTC-05:00) Eastern Time (US & Canada)
To: Berg, Karen E. <KBERG@ftc.gov>
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Item 4(c) and 801.30

Hi Karen. Another question on this 801.30 transaction. The UPE controls a number of entities in the solar industry. In fact, there are about 50 entities that are either majority or minority held indirectly under the UPE. The acquisition of voting securities in the transaction has nothing to do with solar energy. It is difficult for us to gather the information all the way down to the solar project level. Is it permissible for us to not go so far down, and say either that additional information is available on request, or to do something else to limit the burden? Obviously, the easiest would be for us to stop at the top level (XYZ Solar, LLC) and indicate that there are various entities below that. There may be the same situation in another industry, again having nothing to do with the voting securities being acquired. Obviously if we need to go all the way down we will do so. But any help or guidance is appreciated.

Thanks,

From: [REDACTED]
Sent: Wednesday, December 7, 2022 9:57 AM
To: 'Berg, Karen E.' <KBERG@ftc.gov>

Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Item 4(c) and 801.30
Thanks Karen.

[REDACTED]

From: Berg, Karen E. <KBERG@ftc.gov>
Sent: Wednesday, December 7, 2022 9:56 AM
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Item 4(c) and 801.30

You only need to search for 4c and 4d documents that relate to the triggering acquisition.
Karen

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Tuesday, December 6, 2022 12:36 PM
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: Item 4(c) and 801.30

From: [REDACTED]
Sent: Tuesday, December 6, 2022 12:36:12 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Item 4(c) and 801.30

Hi Premerger Group. I am starting to work on an 801.30 transaction and I have a question about whether the search for 4(c) documents should be done only with respect to the proposed acquisition (the one triggering the HSR filing obligation) or, alternatively, does the search need to extend to earlier acquisitions of securities of the same issuer? Thanks as always for your assistance.

[REDACTED]

[REDACTED]

[REDACTED]

