

Sheinberg, Samuel I.

From: HSRHelp
Sent: Tuesday, August 1, 2023 12:44 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle
Subject: FW: Bankruptcy/801.30

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Tuesday, August 1, 2023 12:43:53 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Bankruptcy/801.30

Please check both the bankruptcy and 801.30 boxes on the HSR form, and submit the bankruptcy paperwork in lieu of an agreement. The buyer should also include the required 801.30 notice letter with its filing. The waiting period will be 15 days.

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Tuesday, August 1, 2023 10:21 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: Bankruptcy/801.30

From: [REDACTED]
Sent: Tuesday, August 1, 2023 10:20:42 AM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Bankruptcy/801.30

Premerger team:

I have what I hope is a quick question for you. How do you handle a filing where a buyer is acquiring from a party in a U.S. bankruptcy proceeding securities held by the party in the proceeding that are third-party shares of a different issuer/person? This seems to be a combination of a bankruptcy filing (assume the sale is a 363(b) sale after notice and hearing) and an 801.30 filing since the shares acquired are being acquired from a party other than the issuer? Would we file this as both a bankruptcy and 801.30 filing where the buyer issues the requisite Notice Letter to the issuer? Would there be a 15-day waiting period and if so, does the issuer/acquired person have 10 days to file or 15 days?

We have never run into this scenario before and I could not find any interpretations on point here.

Thank you in advance,

[REDACTED]

[REDACTED]

[REDACTED]