

Sheinberg, Samuel I.

From: HSRHelp
Sent: Monday, February 26, 2024 9:31 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle; Burton, June; Larson, Peter
Subject: FW: HSR Question for Item 5(a)

From: Shaffer, Kristin <kshaffer@ftc.gov>
Sent: Monday, February 26, 2024 9:30:27 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: HSR Question for Item 5(a)

[REDACTED]

[REDACTED]

For the acquired person, whether a natural person or not, Item 5 only pertains to what is being acquired. Therefore, the individual's personal investments are not relevant to this section.

Best regards,

Kristin

Kristin Shaffer

Attorney

Premerger Notification Office

Federal Trade Commission

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From: [REDACTED]
Sent: Saturday, February 24, 2024 1:54:19 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: HSR Question for Item 5(a)

Good afternoon,

I have a question related to what constitutes reportable revenue under Item 5 when filing as an individual acquired person that controls various companies selling their assets.

The FTC website has a question for what revenue is reportable when filing as an individual. The answer is below:

*As an **acquiring person**, revenue for all entities controlled by the person plus all investment income.*

Does the same principle apply for an **acquired** person? Or, are the reportable revenues for an individual that is an acquired person limited to only those revenues that can be attributed to the assets being sold in the transaction? I do see under 803.2(b)(1)(ii), Items 5-8 on the HSR Form should be filled out by acquired persons, in the case of an acquisition of assets, only with respect to the assets to be acquired.

Would a personal investment account of an individual who is an Acquired UPE be captured as reportable non-manufacturing income? If so, I believe the appropriate NAICS code would be : 78>65

Thanks!

