

Sheinberg, Samuel I.

From: HSRHelp
Sent: Thursday, February 8, 2024 11:35 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle; Burton, June; Larson, Peter
Subject: FW: Question about HSR form Item 3(a)

From: Musick, Vesselina <vmusick@ftc.gov>
Sent: Thursday, February 8, 2024 11:35:17 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Question about HSR form Item 3(a)

[REDACTED]

[REDACTED]
We agree with your proposed approach. Thank you for checking.
Kind regards.

Vesselina Musick
Attorney | Federal Trade Commission | Premerger Notification Office
Direct +1 202.326.2307 | Email: vmusick@ftc.gov | www.ftc.gov

From: [REDACTED]
Sent: Wednesday, February 7, 2024 1:40:11 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: Question about HSR form Item 3(a)

Dear Premerger Notification Office,
This question is about the proper way to identify “acquired entities” in Item 3(a) of the HSR form. These are the relevant facts: A purchase agreement is signed whereby a seller agrees to transfer a set of assets by selling all the equity shares of approximately ten corporate entities that hold the assets. Between the signing of the agreement and the closing, the seller intends to engage in a corporate reorganization that may change the entities that hold the assets in question. Accordingly, there may be some entities that exist today that will not exist or will become subsidiaries of other entities by the time of the closing. In any event, the transferring assets will remain the same; the question relates only to the identities of the corporate entities – all of which are within the same ultimate parent – that hold the assets at the time of closing.
For Item 3(a), we propose to include the broadest list of corporate entities that may transfer at closing. We will note which entities may or may not change by the time of closing and explain the list and the reorganization in the Transaction Description.
Please let us know if this is inconsistent with any rules or requirements for completing Item 3(a), or if you need any additional information.

Sincerely,
[REDACTED]

