Sheinberg, Samuel I.

From: HSRHelp

Sent: Wednesday, July 17, 2024 1:47 PM

To: Walsh, Kathryn E.; Berg, Karen E.; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne;

Whitehead, Nora; Fetterman, Michelle; Burton, June; Larson, Peter

Subject: FW: Logistical question on HSR submission

From: Musick, Vesselina <vmusick@ftc.gov>

Sent: Wednesday, July 17, 2024 1:46:38 PM (UTC-05:00) Eastern Time (US & Canada)

To:

Cc: HSRHelp < HSRHelp@ftc.gov>

Subject: RE: Logistical question on HSR submission



The approach you propose is not acceptable. Company A is within Fund B, so a properly authorized individual must certify the whole filing.

Kind regards.

Vesselina Musick

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

From:

Sent: Tuesday, July 16, 2024 4:54:42 PM (UTC-05:00) Eastern Time (US & Canada)

To: HSRHelp <HSRHelp@ftc.gov>

Cc:

Subject: RE: Logistical question on HSR submission

Dear PNO,

I am following up on our logistical question below for which we would appreciate your prompt guidance.

Kind regards,

AR



From:

Sent: Friday, July 12, 2024 10:26 AM

To: HSRHelp@ftc.gov

Cc:

Subject: Logistical question on HSR submission

Dear PNO,

We are writing to you with respect to a logistical question for an upcoming filing for which we would appreciate your guidance.

Company A, an entity whose ultimate parent entity (under the HSR rules) is Fund B is contemplating the acquisition of a certain target. The negotiation and analysis of the transaction has been undertaken almost entirely by Company A, with virtually no involvement by Fund B (or its controlled entities above Company A).

Our preference would be for Company A to submit and certify, on behalf of Fund B, all the information and documents required for the filing with respect to Company A, and its downstream entities and associates, while Fund B would separately submit and certify the required information and documents limited to Fund B, and its controlled entities (other than the entities that are included within Company A), along with any associates to Fund B.

In practice, Company A would submit (a) a complete HSR form for items 1-3, with 1(e) checked, and (b) items 4-8 completed with respect to Company A and its downstream entities and associates. Fund B would submit items 4-8 only for Fund B outside of Company A. Fund B could also repeat the same items 1-3. Company A and Fund B would both submit cover letters noting the split submission.

Could you please confirm if this approach would be acceptable to PNO? Also, in the event you agree with the suggested submission procedure, do you require a Declaration/Affidavit from both Company A and Fund B, or may a single Declaration/Affidavit (from either) suffice.

Thank you for your guidance, and let us know if you would like to discuss.

Kind regards,

