

Sheinberg, Samuel I.

From: HSRHelp
Sent: Wednesday, September 4, 2024 6:49 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle; Burton, June; Larson, Peter
Subject: FW: Filing with a Newco Acquiring Person

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Wednesday, September 4, 2024 6:49:19 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Filing with a Newco Acquiring Person

[REDACTED]

Yes, parties to an executed LOI can file with a to-be-formed Acquiring Person/Newco and Acquiring Entity. The filing must be certified by someone who will be an officer or director (or the equivalent of an officer or director) of Newco. For Item 4, the filer should search the files of any and all Newco officers/directors (or people slated for those roles), as well as anyone currently filling those functions. The Affidavit may include an attestation of the good faith intention to form Newco and the Acquiring Entity and to complete the transaction contemplated in the LOI.

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Tuesday, September 3, 2024 2:43 PM
To: Walsh, Kathryn E. <kwash@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>; Burton, June <jburton@ftc.gov>; Larson, Peter <plarson@ftc.gov>
Subject: FW: Filing with a Newco Acquiring Person

From: [REDACTED]
Sent: Tuesday, September 3, 2024 2:42:22 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Filing with a Newco Acquiring Person

Dear HSR Help: Is it still the case that parties to an executed LOI can file with a to-be-formed Acquiring Person (Newco Corp.) and Acquiring Entity (Buyer LLC)? If so, would certification on behalf of Newco Corp. by the sponsor who executed the LOI be sufficient? And for the Affidavit, would it be sufficient to include an attestation of a "good faith intention to form Newco Corp and Buyer LLC and complete the transaction subject to the LOI"?

[REDACTED]

[REDACTED]

[Redacted text]

[Redacted text]

[Redacted text]
