

Sheinberg, Samuel I.

From: HSRHelp
Sent: Thursday, September 12, 2024 8:26 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle; Burton, June; Larson, Peter
Subject: FW: HSR Filing Question

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Thursday, September 12, 2024 8:25:46 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: HSR Filing Question

Yes, an intraperson transfer. As long as JV 1 and JV2 are each controlled (for HSR purposes) by each of A and B, no filing is required for the acquisition of any additional interests of JV1 or JV2. It does not make a difference what is being transferred.

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Wednesday, September 11, 2024 9:20 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: HSR Filing Question

From: [REDACTED]
Sent: Wednesday, September 11, 2024 9:20:00 PM (UTC-05:00) Eastern Time (US & Canada)
To: Whitehead, Nora <nwhitehead@ftc.gov>
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: HSR Filing Question

[REDACTED]

Hi Nora,

Thanks so much for your quick and helpful response. I apologize for following up, but I have two more questions:

1. Is the transaction described in my initial email an intraperson transfer (noting that you cited 16 CFR 801.1(b))? Or is there another reason the transaction is exempt?
2. Does it make a difference if only one entity is transferring equipment? Specifically,

As part of the unwinding, Company A, which currently owns 50% of the shares of JV1, is buying the other 50% of the shares and assets of JV1 from Company B. Company B, which owns 50% of the shares of JV2, is purchasing the other 50% from Company A (but is not purchasing any assets).

Thanks again for your help.

[REDACTED]

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Wednesday, September 11, 2024 3:51 PM

To: [REDACTED]

Cc: HSRHelp <HSRHelp@ftc.gov>

Subject: RE: HSR Filing Question

CAUTION:

EXTERNAL EMAIL

[REDACTED]

Assuming each of JV1 and JV2 is currently jointly controlled by Companies A and B within the meaning of 16 CFR 801.1(b), we see no HSR reportable acquisitions based on the facts given.

From: HSRHelp <HSRHelp@ftc.gov>

Sent: Wednesday, September 11, 2024 2:31 PM

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>; Burton, June <jburton@ftc.gov>; Larson, Peter <plarson@ftc.gov>

Subject: FW: HSR Filing Question

From: [REDACTED]

Sent: Wednesday, September 11, 2024 2:30:54 PM (UTC-05:00) Eastern Time (US & Canada)

To: HSRHelp <HSRHelp@ftc.gov>

Subject: HSR Filing Question

Good afternoon,

I am writing with an HSR filing question.

Two companies—Company A and Company B (one of which is in the U.S.)—are unwinding two joint ventures entities, which I'll call JV1 and JV2. The JV entities were established outside the U.S.

As part of the unwinding, Company A, which currently owns 50% of the shares of JV1, is buying the other 50% of the shares and assets of JV1 from Company B. Company B, which owns 50% of the shares of JV2, is purchasing the other 50% of the shares and assets of JV2 from Company A.

Assuming that the size of transaction and size of person tests, as applicable, are met with respect to each of the situations described above, is an HSR filing required?

Please let me know if I should call to discuss or you need additional information.

Thank you very much for your help.

Best,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted]

[Redacted]

[Redacted]
