## Sheinberg, Samuel I.

From: HSRHelp

Sent: Thursday, November 21, 2024 12:45 PM

To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.;

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

**Subject:** FW: Item 4c-d Production Question

From: Six, Anne <asix@ftc.gov>

Sent: Thursday, November 21, 2024 12:45:19 PM (UTC-05:00) Eastern Time (US & Canada)

To:

Cc: HSRHelp <HSRHelp@ftc.gov>

Subject: RE: Item 4c-d Production Question

Yes, that's the correct process. Please make sure to indicate on the certification and index that the submission is on behalf of the PE Firm in connection with the UPE's filing and explain in your cover letter why the PE Firm is submitting the documents. Additionally, the documents submitted by the PE Firm should be numbered consecutively following the UPE's documents (i.e. if UPE has eight 4c documents, PE Firm's submission would begin at 4c-9). If you choose to limit the certification, please use the following language: This Certification is limited to [PE Firm's] response to Items 4(c) and 4(d) of the Form filed by [UPE].

Best, Anne

From: HSRHelp < HSRHelp@ftc.gov>

Sent: Thursday, November 21, 2024 10:54 AM

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: Item 4c-d Production Question

From:

Sent: Thursday, November 21, 2024 10:54:03 AM (UTC-05:00) Eastern Time (US & Canada)

To: HSRHelp <HSRHelp@ftc.gov>
Subject: Item 4c-d Production Question

## Dear PNO Staff:

I am counseling on a matter where my client is a PE Firm. The PE Firm is organizing co-investors to invest in a Buyer Newco that will acquire Target. Co-Investor 1 will be the UPE of the acquiring entity and therefore Co-Investor 1, which is outside of the PE fund family, is preparing the HSR filing. I expect that my PE client could have Item 4c-d documents since it will have officers and directors slated to serve at the Buyer Newco. Because such documents are confidential, PE Firm would want to separately produce the documents to the FTC and DOJ on the day Co-Investor files HSR. Could you please confirm that the PNO's process for accepting such production is that PE Firm will label such documents, create a separate Item 4c-d Index, upload to KiteWorks such labeled documents and separate Item 4c-d index along with an explanatory cover letter and certification page signed by the appropriate officer or director at PE Firm?

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