Sheinberg, Samuel I.

From: Sheinberg, Samuel I.

Sent: Wednesday, June 22, 2022 2:38 PM

To: agrunes@bhfs.com

Cc: HSRHelp

Subject: RE: Rollover equity question



We like it when the principal transaction references that there will be a backside acquisition filing in item 3 (and vice versa). Please mention that there are related transactions in your cover letter. Remember that the backside acquisition should reflect the entities as they are prior to the principal transaction, not after.

From: HSRHelp < HSRHelp@ftc.gov>

Sent: Wednesday, June 22, 2022 12:50 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>

Subject: FW: Rollover equity question

From:

Sent: Wednesday, June 22, 2022 12:49:36 PM (UTC-05:00) Eastern Time (US & Canada)

To: HSRHelp <HSRHelp@ftc.gov> **Subject:** Rollover equity question

Hi PNO group. I am working on a reportable transaction where the seller will take a pretty sizable stake in the new company. It will probably be big enough to trigger a filing obligation. Assuming that is the case, I'm planning to file in two separate forms – one as seller and one as buyer – and note that the transactions are related. Any additional guidance you can give me or point me to? Any common errors to watch out for?





