

## Haynes, Lanea

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**From:** Shaffer, Kristin  
**Sent:** Tuesday, May 09, 2017 3:49 PM  
**To:** [REDACTED] Walsh, Kathryn E.; Storm, Evan; Gillis, Diana L.; Whitehead, Nora; Berg, Karen E.; Carson, Timothy  
**Subject:** RE: 801.30

[REDACTED]

Yes, unless this is a tender offer, the transaction can be filed as either an 801.30 or a non-801.30 transaction. See PNPM #217. If you opt to file as an 801.30, remember that a notice letter must sent, notwithstanding the fact that there is an agreement.

Best regards,  
Kristin

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Federal Trade Commission  
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**From:** [REDACTED]  
**Sent:** Tuesday, May 09, 2017 3:37 PM  
**To:** Walsh, Kathryn E.; Storm, Evan; Gillis, Diana L.; Whitehead, Nora; Berg, Karen E.; Shaffer, Kristin  
**Subject:** 801.30

I think this is fairly straightforward but just confirming to make sure we file right. We represent buyer in a stock purchase agreement to acquire all voting shares of target from target's shareholders. Target is its own UPE and is a party to the stock purchase agreement, as are the shareholders. I think I can file under 801.30(a)(5) – "acquisitions (other than mergers and consolidations) in which voting securities or non-corporate interests are to be acquired from a holder or holders other than the issuer or unincorporated entity or an entity included within the same person as the issuer or unincorporated entity." If so, this will start the waiting period when we file even is target has not filed yet – they are a couple of days behind us. Does this sound right?

Many thanks,  
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]