

802.50
802.51

From: [REDACTED]
To: FTC.SERIOUS("mverme@ftc.gov")
Date: Mon, Jul 17, 2000 10:17 AM
Subject: Advice re. foreign acquiror

Mike,

We represent a relatively small foreign corporation that has total foreign assets valued in excess of \$10 million but no sales in or into the US and no assets located in the US. Our client is being acquired by a greater than \$100 million domestic corporation in a stock-for-stock deal valued in excess of \$15 million. The acquisition of my client's stock is exempt from the HSR Act's reporting requirements under Section 802.50 of the Rules.

Can you please confirm whether, under the above facts, the foreign corporation meets the jurisdictional requirements of the Act and, assuming the exemption under Section 802.51 is unavailable, would have to file as an acquiring person with respect to its receipt of the domestic corporation's stock.

Thank you in advance for your consideration of this question.

Regards,
[REDACTED]

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ADVISED THE WRITER THAT THERE IS NO EXEMPTION
FOR A FOREIGN PERSON ACQUIRING STOCK OF A U.S.
ISSUER. HOWEVER, IN THIS TRANSACTION, IT IS
NOT THE FOREIGN ISSUER, BUT ITS SHAREHOLDERS
WHO HAVE A POTENTIAL REPORTING OBLIGATION IF
ANY SHAREHOLDER IS ACQUIRING IN EXCESS OF
\$15 MM OF THE U.S. ISSUER'S VOTING STOCK.

Branchalover
7/18/00