

802.21

Verne, B. Michael

From: [REDACTED]
Sent: Tuesday, October 14, 2008 1:02 PM
To: Verne, B. Michael
Subject: 802.21

Mike,

I would like to confirm that the attached informal interpretations cover the following scenario:

Company H filed for and received clearance at the 50% threshold for Company T. Company H crossed the 50% threshold within a year of clearance. Company H held its interest in Company T in its subsidiary, Company A. Company H sold a portion of its Company T holdings that take it below 50%.

Company H recently split itself into multiple separate companies. Company A took the minority interest in Company T with it when spun off. Company A now wants to buy shares of Company T to take it back above 50%. The HSR filed by Company H cleared HSR less than 5 years ago. Can Company A take advantage of 802.21(a)(2) and not file for this acquisition of Company T shares?

Thank you,

[REDACTED]

YES -
BW
K WALSH CONCURS
10/14/08

1. <http://www.ftc.gov/bc/hsr/informal/opinions/0601017.htm>
2. <http://www.ftc.gov/bc/hsr/informal/opinions/0206004.htm> (see first sentence in the second paragraph)
3. <http://www.ftc.gov/bc/hsr/informal/opinions/0604006.htm>

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[REDACTED]
