

## Haynes, Lanea

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**Subject:** FW: HSR Reporting Question

**From:** Carson, Timothy  
**Sent:** Thursday, June 29, 2017 4:00 PM  
**To:** [REDACTED] Berg, Karen E.; Gillis, Diana L.  
**Subject:** RE: HSR Reporting Question

[REDACTED],

- (1) Since A and B are both making acquisitions, there are two potentially reportable transactions and, if reportable, two fees.
- (2) Yes, you are required to provide separate responses for each reportable acquisition. While some filers report both transactions on the same form, this often leads to errors and we encourage each side to use two forms (one as an acquired person and one as an acquiring person).

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**From:** [REDACTED]  
**Sent:** Thursday, June 29, 2017 2:55 PM  
**To:** Berg, Karen E.; Carson, Timothy; Gillis, Diana L.  
**Subject:** HSR Reporting Question

Could you provide guidance on the following -

Corporation A, a publicly held company ("A"), is entering into an agreement to purchase a significant majority of the assets of corporation B, a privately held company ("B"), for a purchase price in excess of \$80.8 million. Both parties satisfy the size of the parties test and no exemptions apply. The purchase price for B's assets is being paid by A entirely by the issuance of shares of A's stock.

- (1) Since both A and B will be acquiring persons, it seems that two (2) filing fees are required to be paid under Section 803.9(a) of the regulations, each in the amount of \$45,000 (for aggregate filing fees of \$90,000). Can you confirm that this is correct.
- (2) Can you confirm the following with respect to completion of the Notification and Report Form by B:
  - (a) Item 2(d) -- Should a separate page be submitted with respect to the disclosure of the value of the assets being acquired from B by A and a separate page disclosing the value of the voting securities being acquired from A by B?
  - (b) With respect to Items 5 – 8, should separate pages be prepared and attached with respect to the disclosure required to be made as an acquired person and an acquiring person (so that there would be two sets of pages 5-8 of the HSR Form being submitted)?

Thank you for your consideration.