

Haynes, Lanea

From: Shaffer, Kristin
Sent: Tuesday, December 12, 2017 9:48 AM
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: 801.30 Question

[REDACTED]

Confirmed.

Best regards,
Kristin

Kristin Shaffer

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From: [REDACTED]
Sent: Tuesday, December 12, 2017 9:04 AM
To: [REDACTED]
Cc: [REDACTED]
Subject: 801.30 Question

We want to confirm our understanding that the transaction described below can be reported as either an 801.30 or a non-801.30 transaction. Pursuant to an agreement entered into between Company A and Company B, each of which is its own UPE, Company A will acquire voting securities of Company B from the shareholders of Company B, in exchange for voting securities of Company A. Company A is already a significant minority shareholder of Company B. As a result of the acquisition, Company B will become a wholly owned subsidiary of Company A. Please assume that the size of transaction and size of person tests are satisfied.

This scenario is a slight variation on PNMP #217 and Informal Interpretation 1705003, in that the Company B shareholder that is a party to the transaction agreement and the acquiring person are the same entity (Company A). Our understanding, however, is that Company A may still elect to treat the acquisition as a non-801.30 acquisition, because Company B is a party to the acquisition agreement with Company A, which is also a shareholder of Company B. Were Company A to provide the 801.30 Notice Letter to Company B, for example, such letter would not provide any additional notice to Company B regarding its own obligations under the HSR Act, as Company B would already be fully aware of its filing obligations.

We would appreciate it if you could confirm our understanding.

Best,
[REDACTED]
[REDACTED]
[REDACTED]