

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Tuesday, October 16, 2018 1:38 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Carson, Timothy; Sheinberg, Samuel I.; Whitehead, Nora
Subject: FW: HSR Question

From: Shaffer, Kristin
Sent: Tuesday, October 16, 2018 1:37:30 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: HSR Question

[REDACTED]

We agree.

Best regards,
Kristin

[REDACTED]

From: [REDACTED]
Sent: Tuesday, October 16, 2018 12:47:07 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: HSR Question

I hope all is well.

I have a quick question. Based on the facts below, I do not believe an HSR filing is required.

Company A purchased 51% of the voting securities of Company B years ago for an amount that was well below the HSR threshold.

Company A received an option to purchase the remaining 49% at some time in the future.

Company A is considering exercising that option. It is not certain at this time whether the combination of the purchase price for the original 51% acquisition, plus the purchase price for the 49% option, will exceed the current \$84.4 million threshold.

However, my understanding is that the option purchase – regardless of its dollar value -- does NOT require an HSR filing because it is exempt pursuant to 15 U.S.C. 18(a)(c)3 (exempting “acquisitions of voting securities of an issuer at least 50 per centum of the voting securities of which are owned by the acquiring person prior to such acquisition”)

Please let me know if you agree no filing is required or if you need any more information.

As always, many thanks for your help. It is greatly appreciated.

[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

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