

## Sheinberg, Samuel I.

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**From:** Sheinberg, Samuel I.  
**Sent:** Wednesday, October 03, 2018 2:48 PM  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** RE: Item 6(b)

[REDACTED]

For a natural person UPE, it is the top-level corporate or unincorporated entity that should report. In your case, the entity making the acquisition.

Sam

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**From:** [REDACTED]  
**Sent:** Tuesday, October 02, 2018 9:31 AM  
**To:** Walsh, Kathryn E. <kwalsh@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Carson, Timothy <tcarson@ftc.gov>; Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Whitehead, Nora <nwhitehead@ftc.gov>  
**Subject:** FW: Item 6(b)

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**From:** [REDACTED]  
**Sent:** Tuesday, October 2, 2018 9:30:40 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Subject:** Item 6(b)

Hi,

First want to say that your guidance/help has been much appreciated as my firm has been preparing HSR filings. A question regarding Item 6b has come up that I'd just like to confirm.

We have a buyer side filing. UPE is a natural person. An entity controlled by the natural Person UPE is making the filing on behalf of the UPE. Item 6b requires 5-50% ownership information on the person filing the notification. Since the UPE in this case is a natural person, does that mean 6b is not relevant? The tips page here (<https://www.ftc.gov/enforcement/premerger-notification-program/hsr-resources/tips-completing-item-6-hsr-form>) does not address the question, but the instructions suggest that some information may be needed. It appears possible under the instructions that we need to report 5-50% ownership information for the entity one step below the natural person, which is the entity filing in our case on behalf of the UPE. Just doesn't make sense given the request for 5-50% ownership information regarding the UPE (who is a person in our case).

Please provide guidance given our facts, or let me know if more information would be helpful.

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