

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Friday, November 23, 2018 8:44 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Carson, Timothy; Shaffer, Kristin; Sheinberg, Samuel I.
Subject: FW: One Form or Two?

From: Whitehead, Nora
Sent: Friday, November 23, 2018 8:44:08 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: One Form or Two?

It is our preference that you use two forms. This usually reduces confusion both in the front office and with the attorney review, and we see fewer filing errors this way. Of course, less confusion and error means more efficient review for your client.

From: [REDACTED]
Sent: Thursday, November 22, 2018 12:23 PM
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: One Form or Two?

From: [REDACTED]
Sent: Thursday, November 22, 2018 12:23:11 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: One Form or Two?

Hi folks.

I hope you had a nice Thanksgiving.

I have a quick question about whether we should file one form or two.

X is acquiring certain assets from Y in exchange for certain voting shares of X. X will file as an acquiring person (to report its acquisition of certain assets from Y) and as an acquired person (to report Y's acquisition of certain voting shares of X).

Is it acceptable for X to file one form as acquiring and acquired person? I ask because I have heard from another practitioner recently that PNO would prefer that entities in X's position file two forms – one as acquiring person and one as acquired person.

[REDACTED]

[REDACTED]