

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Friday, February 22, 2019 3:58 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Biagioli, Kimberley; Carson, Timothy; Sheinberg, Samuel I.; Six, Anne
Subject: FW: Acquired Entity to be Formed

From: Whitehead, Nora
Sent: Friday, February 22, 2019 3:57:52 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Acquired Entity to be Formed

"Newco" is fine.

From: [REDACTED]
Sent: Friday, February 22, 2019 3:55 PM
To: Walsh, Kathryn E. <kwalsh@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Biagioli, Kimberley <kbiagioli@ftc.gov>; Carson, Timothy <tcarson@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Whitehead, Nora <nwhitehead@ftc.gov>
Subject: FW: Acquired Entity to be Formed

From: [REDACTED]
Sent: Friday, February 22, 2019 3:54:51 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: Acquired Entity to be Formed

Dear Sir or Ma'am,

The parties intend to file an HSR filing on the basis of a Letter of Intent. The actual acquired entity has not yet been formed, because the entities within the ultimate parent entity of the acquired person are going to first be reorganized into a new entity to be the acquired entity.

What is the appropriate way to describe the acquired entity in Item 3(a) or elsewhere in the HSR form notice? Is it acceptable to label it "A Company to be Formed" or perhaps "Newco" (and report the UPE's address for the acquired entity's address) with a footnote explaining it has not yet been formed? Or must the acquired entity be formed before the HSR filing can be completed and filed?

Thanks,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]