

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Monday, January 6, 2020 4:12 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Carson, Timothy; Sheinberg, Samuel I.; Six, Anne; Musick, Vesselina
Subject: FW: Executive HSR Filing Question

From: Whitehead, Nora
Sent: Monday, January 6, 2020 4:11:31 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Executive HSR Filing Question

Confirmed.

From: [REDACTED]
Sent: Friday, January 3, 2020 4:59:14 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: Executive HSR Filing Question

In November 2018, Individual A filed an HSR Notification related to acquisitions of voting securities of Company B at the \$50 million threshold (as adjusted). Currently, Individual A's holdings of voting securities in Company B remain above the \$50 million but below the \$100 million threshold (as adjusted).

Later this year, A anticipates acquiring additional shares in Company B that are expected to bring the total value of his voting securities in B above the \$100 million threshold (as adjusted). A plans to file a new HSR Notification related to these additional acquisitions at the \$100M threshold.

During the pendency of the initial waiting period for this new filing, Individual A may acquire a small amount of voting securities of Company B through a dividend reinvestment plan. His total shareholding in B after this acquisition will still be valued, in the aggregate, below the \$100 million threshold (as adjusted).

I wanted to confirm that A can rely on the 5-year grace period for acquisitions up to the \$100M threshold (as adjusted) resulting from his Nov. 2018 filing during the pendency of the new filing at the higher \$100M threshold.

Please let us know.

Regards,

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]