

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Thursday, February 6, 2020 3:33 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Carson, Timothy; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora
Subject: FW: question about being over the top threshold

From: Musick, Vesselina
Sent: Thursday, February 6, 2020 3:33:12 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: question about being over the top threshold

You must submit a notification for the first acquisition to be consummated after the end of the 5-year window following the expiration of the waiting period for your previous filing. Unless you expect to cross the 25% threshold within a year after the new filing, you should file for crossing the \$500M (as adjusted) threshold. You will then have five years from the day the new waiting period expires to keep acquiring voting securities provided you do not cross the 25% threshold.

From: [REDACTED]
Sent: Thursday, February 6, 2020 1:12:41 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: question about being over the top threshold

If I filed five years ago and at that time I passed the \$500 million (as adjusted) threshold, but don't hold more than 25% of the company (either now or then), and I am still above the 2020 adjusted threshold of \$899.8 million, do I have to file another premerger notification report form? In other words, I was above the top threshold five years ago and I am still above the top threshold now. Thanks.

Warm regards,

[REDACTED]

[REDACTED]