

From: [REDACTED]
To: [Walsh, Kathryn E.](#); [Berg, Karen E.](#); [Sheinberg, Samuel I.](#); [Six, Anne](#); [Whitehead, Nora](#); [Musick, Vesselina](#)
Subject: FW: Questions re Natural Person HSR Filings
Date: Wednesday, April 1, 2020 6:05:18 PM

From: Carson, Timothy
Sent: Wednesday, April 1, 2020 6:05:16 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp
Subject: RE: Questions re Natural Person HSR Filings

- 1: We do not consider a personal brokerage statement to constitute a regularly prepared balance sheet within the meaning Rule 801.11.
- 2: You are describing one acquisition under the rules, assuming the vesting occurs concurrently.

From: [REDACTED]
Sent: Wednesday, April 1, 2020 11:58:03 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: Questions re Natural Person HSR Filings

Apologies if you've received this message twice, but I'm not sure my initial message went through.

I have two questions relating to an HSR filing for a natural person:

- (1) Is a brokerage statement for an individual a regularly prepared financial statement for HSR size of person purposes?
- (2) If an individual and his spouse are both officers of an issuer and both separately had RSUs vesting (and assuming that the vesting was separately reportable for each spouse), should the two spouses report the vesting transactions in one HSR filing (since the holdings of spouses are attributable to the other under 801.1(c))? Or should each spouse separately report their vesting in their own HSR filings?



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