

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Wednesday, July 15, 2020 3:42 PM
To: Walsh, Kathryn E.; Carson, Timothy; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Musick, Vesselina
Subject: FW: Backside Filing question

From: Berg, Karen E.
Sent: Wednesday, July 15, 2020 3:41:34 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Backside Filing question

[REDACTED]

The backside acquisition would be a non-801.30, and as such it would require an affidavit attesting to the execution of an agreement. If no agreement exists yet, a filing would be premature.

Karen

From: [REDACTED]
Sent: Wednesday, July 15, 2020 3:17:13 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: Backside Filing question

Dear PNO,

Company B Shareholder will make a backside acquisition of Company A voting securities as a result of Company A's acquisition of Company B. Can Company B shareholder file HSR ahead of execution of the Company A/Company B LOI or agreement? If yes, would an SEC filing describing the Company A/Company B transaction suffice for 3(b)-1?

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]