

Sheinberg, Samuel I.

From: Sheinberg, Samuel I.
Sent: Monday, February 22, 2021 5:20 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Backside acquisition filing question

[REDACTED]

We like it when the principal transaction references that there will be a backside acquisition filing in item 3. Two separate filings are also preferable to avoid confusion.

Thank you,
Sam

[REDACTED]

From: [REDACTED]
Sent: Monday, February 22, 2021 4:47:09 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: Backside acquisition filing question

Good afternoon.

I have a general question regarding the logistics of a filing in connection with a backside acquisition. Individual A controls Company A. Company A controls Company B, which is acquiring Company C. As consideration for the acquisition of Company C, Company C's shareholders will be receiving voting securities in Company A, which will result in a notifiable backside acquisition for one of Company C's shareholders. Please assume Company B's acquisition also requires an HSR notification.

Does the PNO have a preference as to whether Individual A files one HSR notification as both an Acquired and Acquiring Person or two separate filings? Are there any special filing conventions that should be observed?

Thanks very much for your assistance.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]