

Sheinberg, Samuel I.

From: HSRHelp
Sent: Wednesday, September 22, 2021 3:57 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Sheinberg, Samuel I.; Six, Anne; Musick, Vesselina; Shaffer, Kristin
Subject: FW: Request for HSR Guidance

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Wednesday, September 22, 2021 3:57:15 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Request for HSR Guidance

If each acquired entity is controlled by a separate UPE, each UPE must file its own form and affidavit. Please remember to analyze each transaction separately.

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Wednesday, September 22, 2021 12:04 PM
To: Walsh, Kathryn E. <kwalsh@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Whitehead, Nora <nwhitehead@ftc.gov>; Musick, Vesselina <vmusick@ftc.gov>; Shaffer, Kristin <kshaffer@ftc.gov>
Subject: FW: Request for HSR Guidance

From: [REDACTED]
Sent: Wednesday, September 22, 2021 12:03:42 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: Request for HSR Guidance

Hello,

We are working on a deal (styled as a single transaction with one purchase agreement) in which a single buyer is purchasing the voting securities and/or non-corporate interests of two acquired entities, each with its own separate UPE. We represent both of the acquired entities. Based on this fact pattern, it is our understanding that we need to file two separate forms and two separate affidavits on behalf of each of the acquired entities, but would appreciate your confirmation. Prior informal guidance seems to cover only two scenarios, neither of which is applicable here: 1) where there is one acquired entity that has two UPEs (e.g., <https://www.ftc.gov/enforcement/premerger-notification-program/informal-interpretations/17010002-0>); and 2) where there are multiple acquired entities within the same UPE (in which case the usual aggregation rules apply).

Thank you in advance.

Best,

[REDACTED]

[REDACTED]