

Sheinberg, Samuel I.

From: HSRHelp
Sent: Thursday, July 7, 2022 8:49 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle
Subject: FW: HSR Waiting Period in Tender Offer Context

From: Shaffer, Kristin <kshaffer@ftc.gov>
Sent: Thursday, July 7, 2022 8:49:22 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: HSR Waiting Period in Tender Offer Context

[REDACTED]
Yes, this is acceptable. Please note these circumstances in the cover letter and Item 3(a) description.

Best regards,

Kristin

Kristin Shaffer

Attorney

Premerger Notification Office

Federal Trade Commission

202-326-2388 | kshaffer@ftc.gov

From: [REDACTED]
Sent: Thursday, July 7, 2022 8:21 AM
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: RE: HSR Waiting Period in Tender Offer Context

Dear All:

Just checking in on the inquiry below as it has become time sensitive.

Best regards,

[REDACTED]

From: [REDACTED]
Sent: Tuesday, July 5, 2022 5:36 PM
To: HSRHelp (HSRHelp@ftc.gov) <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: HSR Waiting Period in Tender Offer Context

Dear All:

I have a transaction in which a buyer will commence a cash tender offer to cross the \$101 million threshold. It then plans to acquire additional shares from selling shareholders that would result in the buyer's crossing the \$202 million threshold.

Can the acquiring person submit a single filing covering its entire plan with the tender offer subject to a 15 day period and the remaining acquisitions subject to a 30 day period? PNPM 224 seems to contemplate such an approach, although that involved a merger subject to 803.5(b) and that would not be the case here.

Thank you for your consideration.

Best regards,

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[Redacted signature block]