

Sheinberg, Samuel I.

From: HSRHelp
Sent: Wednesday, May 17, 2023 4:59 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle
Subject: FW: Acquired Entity--HSR Form question

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Wednesday, May 17, 2023 4:58:55 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Acquired Entity--HSR Form question

CONTROLLED

You may use the name of the to-be-formed entity in the form, and just explain as you describe below.

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Wednesday, May 17, 2023 4:40 PM
To: Walsh, Kathryn E. <kwash@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Musick, Vesselina <vmusick@ftc.gov>; Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Whitehead, Nora <nwhitehead@ftc.gov>; Fetterman, Michelle <mfetterman@ftc.gov>
Subject: FW: Acquired Entity--HSR Form question

From: [REDACTED]
Sent: Wednesday, May 17, 2023 4:39:42 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Acquired Entity--HSR Form question

I have a situation where we will likely file on a letter of intent. The transaction is clear that the buyer will purchase the seller's entity. The seller's entity would be the acquired entity. However, the acquired entity will undergo a conversion from a corporation to a newly created LLC, which would not be HSR reportable. It is simply being done for tax reasons. I am putting all of this in the transaction description.

My question is about the Form, should I put in the current corporation as the acquired entity or should I list the to be formed entity as the acquired entity on the form. For example, is it acceptable to put in "To be formed LLC" as the acquired entity or go ahead and put the name of the to be formed LLC in the form.

Let me know.

Thanks,

[REDACTED]