

Sheinberg, Samuel I.

From: HSRHelp
Sent: Friday, July 9, 2021 1:09 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Musick, Vesselina
Subject: FW: Request for Informal Interpretive Advice

From: Shaffer, Kristin <kshaffer@ftc.gov>
Sent: Friday, July 9, 2021 1:08:32 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Request for Informal Interpretive Advice

[REDACTED]

We agree that only current holdings need to be reported.

Best regards,
Kristin

Kristin Shaffer
Attorney
Premerger Notification Office
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From: [REDACTED]
Sent: Thursday, July 8, 2021 7:37 PM
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Request for Informal Interpretive Advice

All,

A quick question on Items 6(c)(ii) and 7 of the Form regarding associates of the acquiring person. Acquiring person is reporting on a calendar year basis (for the year ending December 31, 2020). Since the beginning of 2021 and prior to the proposed transaction, its associates have sold (1) all of their minority interests in certain entities (and no longer hold a minority interest in any entity having an overlapping NAICS code with the acquired person) and (2) all of their interests in certain operating/controlled entities (although they continue to hold controlling interests in other entities having an overlapping NAICS code with the acquired person). The entities whose interests have been sold by the associates in 2021 derived revenues in 2020 from the same NAICS codes as the acquired person.

For Item 6(c)(ii), since the associates currently hold no minority interest in any entity having an overlapping NAICS code with the acquired person, the response to that Item should be "none".

For Item 7, the associates should provide the required information for all entities in which they currently hold a controlling interest that have an overlapping NAICS code with the acquired person. They do not need to provide information regarding the controlled entities that have been sold in 2021.

Please let me know your thoughts.

Thank you.

