

FEDERAL TRADE COMMISSION

Revised Jurisdictional Thresholds for Section 7A of the Clayton Act

AGENCY: Federal Trade Commission.

ACTION: Notice.

SUMMARY: The Federal Trade Commission announces the revised thresholds for the Hart-Scott-Rodino Antitrust Improvements Act of 1976 required by the 2000 amendment of Section 7A of the Clayton Act.

DATES: [INSERT DATE 30 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

FOR FURTHER INFORMATION CONTACT: Nora Whitehead (202-326-3100), Bureau of Competition, Premerger Notification Office, 400 7th Street SW, Room 5301, Washington DC 20024.

SUPPLEMENTARY INFORMATION:

This document announces updates to (1) the thresholds for the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as required by the 2000 amendment of Section 7A of the Clayton Act; and (2) the filing fee schedule for the same Act, as required by Division GG of the 2023 Consolidated Appropriations Act. Both updates are discussed in more detail below.

(1) The Jurisdictional Thresholds

Section 7A of the Clayton Act, 15 U.S.C. 18a, as added by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Public Law 94-435, 90 Stat. 1390 ("the Act"), requires all persons contemplating certain mergers or acquisitions, which meet or exceed

the jurisdictional thresholds in the Act, to file notification with the Commission and the Assistant Attorney General and to wait a designated period of time before consummating such transactions. Section 7A(a)(2) requires the Federal Trade Commission to revise those thresholds annually, based on the change in gross national product, in accordance with Section 8(a)(5).

The new jurisdictional thresholds, which take effect 30 days after publication in the Federal Register, are as follows:

Subsection of 7A	Original Jurisdictional Threshold (million)	Adjusted Jurisdictional Threshold (million)
7A(a)(2)(A)	\$200	\$445.5
7A(a)(2)(B)(i)	\$50	\$111.4
7A(a)(2)(B)(i)	\$200	\$445.5
7A(a)(2)(B)(ii)(i)	\$10	\$22.3
7A(a)(2)(B)(ii)(i)	\$100	\$222.7
7A(a)(2)(B)(ii)(II)	\$10	\$22.3
7A(a)(2)(B)(ii)(II)	\$100	\$222.7
7A(a)(2)(B)(ii)(III)	\$100	\$222.7
7A(a)(2)(B)(ii)(III)	\$10	\$22.3

Any reference to the jurisdictional thresholds and related thresholds and limitation values in the HSR rules (16 CFR parts 801-803) and the Antitrust Improvements Act Notification and Report Form (“the HSR Form”) and its Instructions will also be adjusted, where indicated by the term “(as adjusted)”, as follows:

Original Threshold	Adjusted Threshold
\$10 million	\$22.3 million
\$50 million	\$111.4 million
\$100 million	\$222.7 million
\$110 million	\$245 million
\$200 million	\$445.5 million
\$500 million	\$1.1137 billion
\$1 billion	\$2.2274 billion

(2) The Filing Fee Thresholds

Section 605 of Public Law 101–162 (15 U.S.C. 18a note) requires the Federal Trade Commission to assess and collect filing fees from persons acquiring voting securities or assets under the Act. The current filing fee thresholds are set forth in Section 605. Division GG of the 2023 Consolidated Appropriations Act, Public Law 117-328, 136 Stat. 4459, requires the Federal Trade Commission to revise these filing fee thresholds. The new filing fee thresholds, which take effect 30 days after publication in the Federal Register, are as follows:

Filing Fee	Size of Transaction as Determined Under Section 7A(a)(2) of the Act
\$30,000	less than \$161.5 million
\$100,000	not less than \$161.5 million but less than \$500 million
\$250,000	not less than \$500 million but less than \$1 billion
\$400,000	not less than \$1 billion but less than \$2 billion
\$800,000	not less than \$2 billion but less than \$5 billion
\$2.25 million	\$5 billion or more

By direction of the Commission.

April J. Tabor,

Secretary.