

Sheinberg, Samuel I.

From: HSRHelp
Sent: Friday, December 9, 2022 12:04 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle
Subject: FW: Acquisition of interest in non-corporate entity which would not confer control

From: Shaffer, Kristin <kshaffer@ftc.gov>
Sent: Friday, December 9, 2022 12:04:01 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Acquisition of interest in non-corporate entity which would not confer control

Per Rule 801.2(f), only acquisitions of non-corporate interests that result in the acquiring person acquiring control of the non-corporate entity are reportable. Therefore, if control, as defined in Rule 801.1(b), of the non-corporate entity is not acquired, there is no filing, regardless of the size of the transaction. Please note, however, that these rules should be read in conjunction with Rule 801.90, which prohibits structuring transactions to avoid HSR filing obligations.

Best regards,

Kristin

Kristin Shaffer

Attorney

Premerger Notification Office

Federal Trade Commission

202-326-2388 | kshaffer@ftc.gov

From: [REDACTED]
Sent: Friday, December 9, 2022 10:46:34 AM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Acquisition of interest in non-corporate entity which would not confer control

For an acquisition of an interest in a non-corporate entity which would not confer control but would exceed the various filing thresholds: Is there a filing exemption, and what is the relevant citation?

Thank you for your help.