

## Sheinberg, Samuel I.

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**From:** HSRHelp  
**Sent:** Thursday, February 1, 2024 3:48 PM  
**To:** Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle; Burton, June; Larson, Peter  
**Subject:** FW: Post-consummation Filing Logistical Questions

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**From:** Whitehead, Nora <nwhitehead@ftc.gov>  
**Sent:** Thursday, February 1, 2024 3:48:03 PM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Cc:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** RE: Post-consummation Filing Logistical Questions

[REDACTED]

Please see below.

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**From:** HSRHelp <HSRHelp@ftc.gov>  
**Sent:** Thursday, February 1, 2024 11:07 AM  
**To:** Walsh, Kathryn E. <kwalsh@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>; Burton, June <jburton@ftc.gov>; Larson, Peter <plarson@ftc.gov>  
**Subject:** FW: Post-consummation Filing Logistical Questions

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**From:** [REDACTED]  
**Sent:** Thursday, February 1, 2024 11:06:34 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** Post-consummation Filing Logistical Questions

Dear PNO:

With thanks in advance, I have two questions about completing the notification form for a post-consummation HSR notification:

1. For a post-consummation filing when the acquired entity had an ultimate parent entity at the time of the acquisition but has since become its own UPE, I understand that the present UPE (the acquired entity itself) must file the post-consummation notification. However, should the HSR notification list the acquired entity's UPE at the time of the acquisition in Items 2(a) and 3(a)? Or should the notification list the present UPE in Item 2(a) and 3(a) and include a footnote identifying the name/address of the UPE at the time of the acquisition?  
**Please list the UPE at the time of acquisition in Items 2 and 3.**
2. I understand from the online guidance that the principles of the five-year rule in 16 CFR 802.21 can be used to determine how many corrective filings must be made if the acquiring person made subsequent acquisitions of voting securities after the acquisition to which the post-consummation filing relates. Should the acquiring person identify in the Item 3 transaction description the subsequent acquisitions that are covered by the principles of the 16 CFR 802.21 five-year rule, or should we only address the subsequent acquisitions in the explanation letter? **Please address in both Item 3 and the explanation letter.**

Thank you very much for your guidance.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]