

Sheinberg, Samuel I.

From: HSRHelp
Sent: Monday, August 12, 2024 1:56 PM
To: Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle; Burton, June; Larson, Peter
Subject: FW: Acquired Entity with Two UPEs

From: Walsh, Kathryn E. <kwalsh@ftc.gov>
Sent: Monday, August 12, 2024 1:55:28 PM (UTC-05:00) Eastern Time (US & Canada)
To:
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: FW: Acquired Entity with Two UPEs

We agree with your proposed approach in (1) through (3) below.

From:
Sent: Monday, August 12, 2024 12:54:46 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Cc:
Subject: Acquired Entity with Two UPEs

Hi all,

I would like to confirm certain guidance to ensure we are making the appropriate number of HSR filings and paying the appropriate fees.

Company A is planning to acquire Target in a single acquisition that will meet the size of transaction and size of person tests. Company A has one UPE, UPE A. Target has two natural person UPEs, UPE B1 and UPE B2.

In informal interpretation [1707002](#), the PNO advised in a similar situation that both acquired persons would need to make HSR filings, however, the acquiring person need only make a single filing for the transaction including information that covers both acquired persons. Further, the PNO advised that only a single filing fee is required. Can you please confirm that, in the situation described above, (1) UPE A need only make a single HSR filing, (2) UPE A need only pay a single filing fee, and (3) UPE B1 and B2 must each make a separate HSR filing?

Thank you,