

Sheinberg, Samuel I.

From: HSRHelp
Sent: Friday, August 16, 2024 10:43 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle; Burton, June; Larson, Peter
Subject: FW: Foreign to Foreign Transaction - HSR

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Friday, August 16, 2024 10:42:55 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Foreign to Foreign Transaction - HSR

[REDACTED]

Under these circumstances, you do not need to aggregate. The aggregation required under 802.51(b) includes only assets and sales of foreign issuers from which a controlling interest is being acquired.

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Thursday, August 15, 2024 2:19 PM
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: Foreign to Foreign Transaction - HSR

From: [REDACTED]
Sent: Thursday, August 15, 2024 2:18:25 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Foreign to Foreign Transaction - HSR

Dear All,

We have another question that we wanted to run by you. Entity A (non-US entity) will be acquiring 100% of Issuer 1 (non-US issuer) from UPE X (non-US UPE). In the same transaction, Entity A will acquire less than 50% of Issuer 2 (non-US issuer) from UPE X. Do we need to aggregate Issuer 1's and Issuer 2's US assets and sales in or into the US when looking at exemptions 802.50 and 802.51? Thank you very much.

Best regards,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]