

Sheinberg, Samuel I.

From: HSRHelp
Sent: Tuesday, August 31, 2021 3:25 PM
To: Walsh, Kathryn E.; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Musick, Vesselina; Shaffer, Kristin
Subject: FW: Question on Item 4(b) - Financial Statements for Consolidated Subsidiaries

From: Berg, Karen E. <KBERG@ftc.gov>
Sent: Tuesday, August 31, 2021 3:25:04 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Question on Item 4(b) - Financial Statements for Consolidated Subsidiaries

Yes, that would be fine. Please drop a note in Item 4b or the endnotes to the effect that the overlapping entities do not have separate financials.

From: [REDACTED]
Sent: Tuesday, August 31, 2021 11:42:32 AM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: Question on Item 4(b) - Financial Statements for Consolidated Subsidiaries

Dear Premerger Notification Office,
We wanted to confirm whether the guidance in Informal Interpretation 1610008 (<https://www.ftc.gov/enforcement/premerger-notification-program/informal-interpretations/1610008>) is still the agency's current position? Specifically, if the acquiring UPE is an operating company and it has controlled subsidiaries with an Item 7 overlap with the acquired entity, may the acquiring UPE only provide its financial statements in Item 4(b) if the overlapping subsidiaries are all consolidated and do not have standalone financial statements?

[REDACTED]

[REDACTED]