

# Notification and Report Form for Certain Mergers and Acquisitions

Acquired Person

## FEE INFORMATION

Total Filing Fee: Select Filing Fee.

Paid By:  Acquiring Person  Acquired Person  Both

Name of Payer	Amount Paid	Check Number	EWT Institution & Confirmation Number

## GENERAL INFORMATION

Post-Consummation Filing?  Yes  No

Cash Tender Offer?  Yes  No

Bankruptcy?  Yes  No

Do you request early termination of the waiting period?  Yes  No

*(Grants of early termination are published in the Federal Register and on the FTC website.)*

## ULTIMATE PARENT ENTITY (UPE) INFORMATION

### ► UPE Details

Name: \_\_\_\_\_

Headquarters Address: \_\_\_\_\_ Address Line 2: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ Country: \_\_\_\_\_

Website: \_\_\_\_\_

Entity Type: The UPE of the acquired person is a(n)?

Corporation  Unincorporated Entity  Natural Person  Other (Specify): \_\_\_\_\_

FILING MADE ON BEHALF OF THE UPE	Name and address of filing notification entity, if different than UPE (Name, Address, City, State, Zip Code, and Country)
<input type="checkbox"/> Not Applicable. <input type="checkbox"/> This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a). <input type="checkbox"/> This report is being filed on behalf of a foreign person pursuant to § 803.4.	

	PRIMARY HSR REPORT CONTACT	SECONDARY HSR REPORT CONTACT	SECOND REQUEST CONTACT
Name: Firm/Company: Address: City, State, Zip Code: Country: Telephone Number: E-Mail Address:			

Name of Acquired Person UPE:

Date:

**UPE ANNUAL REPORTS AND FINANCIAL INFORMATION**

Central Index Key (CIK) Number	
Annual/Audit Report Document # or Link	
Date of Annual/Audit Report	

Does the person filing notification stipulate that the acquired person meets the size of person test? See 15 U.S.C. § 18a(a).

- Yes, the lower size of person test     
  Yes, the higher size of person test     
  N/A

**MINORITY SHAREHOLDERS OR INTEREST HOLDERS**

None

Entity	Minority Holder & D/B/A Name	HQ Address	Percent Held

**► Acquired Entity Structure**

**ENTITIES WITHIN THE ACQUIRED ENTITY(IES)**

Company or Operating Business d/b/a Name(s):				
Entity Name	City	State	Zip Code	Country

  

Company or Operating Business d/b/a Name(s):				
Entity Name	City	State	Zip Code	Country

  

Company or Operating Business d/b/a Name(s):				
Entity Name	City	State	Zip Code	Country

**ANNUAL REPORTS AND AUDIT REPORTS**

Acquired Entity	Central Index Key (CIK) Number	Annual/Audit Report File Name or Link	Date of Annual/Audit Report

**TRANSACTION INFORMATION**

**► Parties**

ACQUIRING UPE(S)	ACQUIRED UPE(S)
<b>Name:</b> <b>Address:</b> <b>Address Line 2:</b> <b>City, State, Zip Code:</b> <b>Country:</b> <b>Website:</b>	<b>Name:</b> <b>Address:</b> <b>Address Line 2:</b> <b>City, State, Zip Code:</b> <b>Country:</b> <b>Website:</b>
ACQUIRING ENTITY(IES) – (Tab to add additional “Acquiring Entity” entries.)	TARGET(S) – (Tab to add additional “Target” entries.)
<b>Name:</b> <b>Address:</b> <b>Address Line 2:</b> <b>City, State, Zip Code:</b> <b>Country:</b> <b>Website:</b>	<b>Name:</b> <b>Address:</b> <b>Address Line 2:</b> <b>City, State, Zip Code:</b> <b>Country:</b> <b>Website:</b>

**► Transaction Details**

Is this transaction subject to § 801.30?  Yes, Specify Type(s) \_\_\_\_\_  No

**TRANSACTION TYPE**

Check all that apply:

- |   |   |
|---|---|
| <input type="checkbox"/> Acquisition of voting securities       | <input type="checkbox"/> Acquisition subject to § 801.31          |
| <input type="checkbox"/> Acquisition of non-corporate interests | <input type="checkbox"/> Secondary acquisition subject to § 801.4 |
| <input type="checkbox"/> Acquisition of assets                  | <input type="checkbox"/> Acquisition subject to § 801.2(e)        |
| <input type="checkbox"/> Merger (see § 801.2)                   | <input type="checkbox"/> Other, specify _____                     |
| <input type="checkbox"/> Consolidation (see § 801.2)            |   |

**ACQUISITION DETAILS**

Percentage of voting securities already held %	Percentage of non-corporate interests already held %		
Value of voting securities already held (\$MM) \$	Value of non-corporate interests already held (\$MM) \$		
Total percentage of voting securities to be held as a result of the acquisition %	Total percentage of non-corporate to be held as a result of the acquisition %		
Total value of voting securities to be held as a result of the acquisition (\$MM) \$	Total value of non-corporate securities to be held as a result of the acquisition (\$MM) \$	Total value of assets to be held as a result of the acquisition (\$MM) \$	<b>Aggregate total value (\$MM)</b>  \$ 0.00

**► Transaction Description**

<b>BUSINESS OF THE TARGET</b>	
<b>NON-REPORTABLE UPE(S)</b>	
<b>TRANSACTION DESCRIPTION</b>	

**RELATED TRANSACTIONS**

Does the transaction that is the subject of this filing have related filings?  Yes  No  Unknown

If the transaction has related filings, indicate whether the related filing(s) (choose all that apply):

- Is a principal transaction that triggers one or more shareholder backside transactions
- Is a shareholder backside transaction
- Has more than one acquiring UPE
- Has more than one acquired UPE
- Has more than one reportable step
- Is a joint venture
- Is a consolidation
- Is an exchange of assets
- Has one or more filings in the alternative
- Other, explain: \_\_\_\_\_

Party Names or Transaction Numbers for Related Transactions:

**► Additional Transaction Information**

<b>TRANSACTION RATIONALE</b> <input type="checkbox"/> Not applicable, select 801.30 transaction	
<b>DOCUMENT NUMBERS RELATED TO TRANSACTION RATIONALE</b>	

**► Business Documents**

**TRANSACTION RELATED DOCUMENTS**

Privileged	Document #	Document Title	Estimated Date	Author/Title
<input type="checkbox"/>				
<input type="checkbox"/>				
<input type="checkbox"/>				

**PLANS AND REPORTS**

Not Applicable, Select 801.30 Transaction

Privileged	Document #	Document Title	Estimated Date	Author/Title
<input type="checkbox"/>				
<input type="checkbox"/>				
<input type="checkbox"/>				

Privilege Log Document # \_\_\_\_\_

Name of Acquired Person UPE:

Date:

► **Agreements**

TRANSACTION-SPECIFIC AGREEMENTS

Not Applicable, 801.30 or Bankruptcy

Document #	Document Title

**COMPETITION DESCRIPTIONS**

Not Applicable, Select 801.30 Transaction

► **Overlap Description**

Briefly describe the target's principal categories of products or services.

List and briefly describe current and known planned products or services that compete (or could compete) with the acquiring person. (See Instructions)

## Competing Product or Service

 None

<b>Product or Service:</b>	<b>Sales (\$):</b> <b>Categories of Customers:</b> <b>Top 10 Customers Overall:</b> <b>Top 10 Customers by Category:</b>
<b>Product or Service:</b>	<b>Sales (\$):</b> <b>Categories of Customers:</b> <b>Top 10 Customers Overall:</b> <b>Top 10 Customers by Category:</b>
<b>Product or Service:</b>	<b>Sales (\$):</b> <b>Categories of Customers:</b> <b>Top 10 Customers Overall:</b> <b>Top 10 Customers by Category:</b>

► **Supply Relationships Description****RELATED SALES**

List and briefly describe the target's products, services, or assets that are supplied to the acquiring person or a business that competes with acquiring person. (See Instructions)

**Product, Service, or Asset Details** None

<b>Product, Service, or Asset:</b>	<b>Sales to Target (\$):</b> <b>Sales to Target's Competitors (\$):</b> <b>Top 10 Customers:</b> <b>Description of Supply or Licensing Agreement:</b>
<b>Product, Service, or Asset:</b>	<b>Sales to Acquiring Person (\$):</b> <b>Sales to Acquiring Person's Competitors (\$):</b> <b>Top 10 Customers:</b> <b>Description of Supply or Licensing Agreement:</b>
<b>Product, Service, or Asset:</b>	<b>Sales to Acquiring Person (\$):</b> <b>Sales to Acquiring Person's Competitors (\$):</b> <b>Top 10 Customers:</b> <b>Description of Supply or Licensing Agreement:</b>

Name of Acquired Person UPE:

Date:

RELATED PURCHASES

List and briefly describe the products, services, or assets that are purchased by the target from the acquiring person or a business that competes with the acquiring person. (See Instructions)

[Empty text box for related purchases]

Product, Service, or Asset Details

None

Product, Service, or Asset:	Purchases from Acquiring Person (\$): Purchases from Acquiring Person's Competitors (\$): Top 10 Suppliers: Description of Purchase or Licensing Agreement:
Product, Service, or Asset:	Purchases from Acquiring Person (\$): Purchases from Acquiring Person's Competitors (\$): Top 10 Suppliers: Description of Purchase or Licensing Agreement:
Product, Service, or Asset:	Purchases from Acquiring Person (\$): Purchases from Acquiring Person's Competitors (\$): Top 10 Suppliers: Description of Purchase or Licensing Agreement:

REVENUE AND OVERLAPS

Does the target have US revenue?  Yes  No, explain: \_\_\_\_\_

► NAICS Codes

6-Digit Code	Code Description	Operating Business	Revenue Range				Overlap
			<\$10MM	\$10MM - \$100MM	\$100MM - \$1B	>\$1B	
							<input type="checkbox"/>
							<input type="checkbox"/>
							<input type="checkbox"/>
							<input type="checkbox"/>
							<input type="checkbox"/>

► Controlled Entity Geographic Overlaps

STATE LEVEL REPORTING

None

NAICS Code	Code Description	Operating Business and D/B/A Name(s)	States and Total Number

Name of Acquired Person UPE:

Date:

**STREET LEVEL REPORTING**

None

NAICS Code and Description:				
Operating Business and D/B/A Name(s)	State	County	ZIP Code	Street Address

NAICS Code and Description:				
Operating Business and D/B/A Name(s)	State	County	ZIP Code	Street Address

NAICS Code and Description:				
Operating Business and D/B/A Name(s)	State	County	ZIP Code	Street Address

**► Minority-Held Entity Overlaps**

None

Entity Held and D/B/A Name(s)	Percentage Held	Held By	NAICS Code or Industry Overlap with Acquiring Person

**► Prior Acquisitions**

None

Overlapping 6-Digit NAICS Code and Description or Overlap Product or Service Description	Acquired Entity and Former HQ Address	Transaction Type	Consummation Date

**ADDITIONAL INFORMATION**

**► Subsidies from Foreign Entities or Governments of Concern**

**SUBSIDIES**

None  Yes (provide details below)

Entity or Government	Description



Name of Acquired Person UPE:

Date:

COUNTERVAILING DUTIES IMPOSED

None  Yes (provide details below)

Product	Duty Imposed	Jurisdiction

COUNTERVAILING DUTY INVESTIGATIONS

None  Yes (provide details below)

Product	Jurisdiction Conducting Investigation

► Defense or Intelligence Contracts

None  Not Applicable, Select 801.30 Transaction

Entity Within Target	DOD/IC Contracting Office	Contracting Office ID	Award ID	NAICS Codes

► Voluntary Waivers

INTERNATIONAL COMPETITION AUTHORITIES (VOLUNTARY)

The acquired person agrees to waive the disclosure exemption in the HSR Act for the following competition authorities:

None

- |          |          |
|----------|----------|
| 1. _____ | 4. _____ |
| 2. _____ | 5. _____ |
| 3. _____ | 6. _____ |

STATE ATTORNEYS GENERAL (VOLUNTARY)

The acquired person agrees to waive the disclosure exemption in the HSR Act for the following states:

None

State	Permit Disclosure of	
	Fact of Notification and Waiting Period	Information and Documents
	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>

► End Notes

None

Number	Note

Name of Acquired Person UPE:

Date:

## CERTIFICATION

### PENALTIES FOR FALSE STATEMENTS

Federal law provides criminal penalties, including up to twenty years imprisonment, for any person who knowingly alters, destroys, mutilates, conceals, covers up, falsifies, or makes a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence an ongoing or anticipated federal investigation (see, e.g., Section 1519 of Title 18, United States Code.). It is also a criminal offense to knowingly make a false statement in a federal investigation, obstruct a federal investigation, or conspire to obstruct justice or obstruct or impede the lawful functioning of the government (see, e.g., Sections 371, 1001, and 1505 of Title 18, United States Code).

### CERTIFICATION

This NOTIFICATION AND REPORT FORM, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

I acknowledge that the Commission or the Assistant Attorney General of the Antitrust Division of the Department of Justice may, prior to the expiration of the initial waiting period pursuant to 15 U.S.C. § 18a, require the submission of additional information or documentary material relevant to the proposed transaction.

<b>Name</b> (Please Print or Type)	<b>Title</b>
<b>Signature</b>	<b>Date</b>

**Sworn under penalty of perjury**

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

<b>Signature</b>	<b>Executed Date</b>
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**Notarized**

Subscribed and sworn to before me at the:

Seal:

\_\_\_\_\_

City of: \_\_\_\_\_

State of: \_\_\_\_\_

This \_\_\_\_\_ day of \_\_\_\_\_ the year \_\_\_\_\_

Signature: \_\_\_\_\_

My commission expires: \_\_\_\_\_

**THE INFORMATION REQUIRED TO BE SUPPLIED ON THESE ANSWER SHEETS IS SPECIFIED IN THE INSTRUCTIONS**

THIS FORM IS REQUIRED BY LAW and must be filed separately by each person that, by reason of a merger, consolidation, or acquisition, is subject to § 7A of the Clayton Act, 15 U.S.C. § 18a, and rules promulgated thereunder (hereinafter referred to as “the rules” or by section number). The rules may be found at 16 CFR Parts 801-03. Failure to file this **Notification and Report Form**, and to observe the required waiting period before consummating the acquisition in accordance with the applicable provisions of 15 U.S.C. § 18a and the rules, subjects any “person,” as defined in the rules, or any individuals responsible for noncompliance, to liability for a penalty for each day during which such person is in violation of 15 U.S.C. § 18a. The maximum daily civil penalty amount is listed in 16 C.F.R. § 1.98(a).

Pursuant to the Hart-Scott-Rodino Act, information and documentary material filed in or with this Form is confidential. It is exempt from disclosure under the Freedom of Information Act and may be made public only in an administrative or judicial proceeding, or disclosed to Congress or to a duly authorized committee or subcommittee of Congress.

**DISCLOSURE NOTICE** - Public reporting burden for this report is estimated at 105 hours per response, including time for reviewing instructions, searching existing data sources, gathering, and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this report, including suggestions for reducing this burden to:

Premerger Notification Office  
Federal Trade Commission  
400 7th St. SW  
Washington, DC 20024

and

Office of Information and Regulatory Affairs  
Office of Management and Budget  
Washington, DC 20503

Under the **Paperwork Reduction Act**, as amended, an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number. That number is 3084-0005, which also appears above.

**Privacy Act Statement**—Section 18a(a) of Title 15 of the U.S. Code authorizes the collection of this information. The primary use of information submitted on this Form is to determine whether the reported merger or acquisition may violate the antitrust laws. Taxpayer information is collected, used, and may be shared with other agencies and contractors for payment processing, debt collection and reporting purposes. Furnishing the information on the Form is voluntary. Consummation of an acquisition required to be reported by the statute cited above without having provided this information may, however, render a person liable to civil penalties up to the amount listed in 16 C.F.R. § 1.98(a) per day. We also may be unable to process the Form unless you provide all of the requested information.

**This page may be omitted when submitting the Form.**