

Sheinberg, Samuel I.

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From: HSRHelp  
Sent: Tuesday, June 4, 2024 9:57 AM  
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle; Burton, June; Larson, Peter  
Subject: FW: Question re 801.2/802.51

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From: Shaffer, Kristin <kshaffer@ftc.gov>  
Sent: Tuesday, June 4, 2024 9:57:24 AM (UTC-05:00) Eastern Time (US & Canada)  
To: [REDACTED]  
Cc: HSRHelp <HSRHelp@ftc.gov>  
Subject: RE: Question re 801.2/802.51

[REDACTED]  
Rule 802.51 is not available to Company B for the amalgamation. In determining whether the acquisition is reportable, each side must evaluate the transaction as an acquisition of 100% of the other. The distribution of shares of the consolidated company to shareholders should be treated as potential backside filings, with each shareholder analyzing its acquisition of the combined company.

Best regards,

Kristin  
Kristin Shaffer  
Attorney  
Premerger Notification Office  
Federal Trade Commission  
202-326-2388 [kshaffer@ftc.gov](mailto:kshaffer@ftc.gov)

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From:  
Sent: Friday, May 31, 2024 11:26:00 AM (UTC-05:00) Eastern Time. For a variety of tax and corporate

ion (Company B).  
curities of Company A.  
Canadian corporation, Company C, which will also

rece

that is, the transaction will not confer control of Company A to any person or entity, as required by 802.51. For purposes of this hypothetical, you can assume that Company A exceeds the asset and/or sales thresholds in 802.51.

Can you please confirm you agree with the analysis above?

