MERGER ANTITRUST LAW

LAW 1469
Georgetown University Law Center
Fall 2026

Tuesdays and Thursdays, 3:30 pm – 5:30 pm
Dale Collins
wdc30@georgetown.edu
www.appliedantitrust.com

CLASS 3 HOMEWORK ASSIGNMENT

Instructions

Submit by email no later than 3:30 pm on Tuesday, September 1
Send to wdc30@georgetown.edu
Subject line: Merger Antitrust Law: Assignment for Class 3

Calls for a memorandum of law to the client

Assignment

You are an associate at Able & Baker LLP working with partner Margaret Chen. Elaine Porter, General Counsel of Stonebridge Technologies, Inc., has requested that the firm prepare a memorandum of law outlining the reporting and waiting period requirements under the Hart-Scott-Rodino Antitrust Improvements Act (HSR Act). The client has not asked for an analysis of substantive antitrust issues.

The client explained that it has executed anagreement to purchase additional common stock of another company for an acquisition price of approximately $100 million. The market price of the shares to be acquired, determined under the HSR Rules, is also approximately $100 million. The client also already holds common stock of the same issuer with a market price under the HSR Rules of approximately $40 million. The contemplated purchase would increase the client's holdings from approximately 8 percent to approximately 23 percent of the target company's outstanding voting securities. Stonebridge has never filed an HSR notification for an acquisition of the target company's voting securities. The additional shares will be newly issued shares purchased directly from the target; the acquisition is not a tender offer or an open-market purchase. Stonebridge and the target are unrelated U.S. corporations with different ultimate parent entities.

The target company is an industrial company operating solely in the United States. Its common stock, which is publicly traded on the New York Stock Exchange, is the only stock with current voting rights. The target company has annual net sales exceeding $800 million. Chen tells you that the client's annual net sales are approximately $3.5 billion

The client asks that the memorandum be tailored to these facts.

If you have any questions, send me an email.