

Notification and Report Form for Certain Mergers and Acquisitions

Acquiring 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 NoCash Tender Offer? Yes NoBankruptcy? Yes NoDo 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 acquiring 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 Acquiring 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 acquiring 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

▶ Acquiring Person Structure

ENTITIES WITHIN THE ACQUIRING PERSON

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

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

Name of Acquiring Person UPE:

Date:

► Additional Acquiring Person Information

OWNERSHIP STRUCTURE

Description of the ownership structure of the acquiring entity	
Document # of organizational chart for fund or MLP (or N/A)	

OFFICERS AND DIRECTORS

Name of Entity Within Acquiring Person	Name of Officer or Director	Title	List of Other Entities

TRANSACTION INFORMATION

► Parties

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

► Transaction Details

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

TRANSACTION TYPE

Check all that apply:

- Acquisition of voting securities
- Acquisition of non-corporate interests
- Acquisition of assets
- Merger (see § 801.2)
- Consolidation (see § 801.2)
- Formation of a joint venture, other corporation, or unincorporated entity (see §§ 801.40 and 801.50)
- Acquisition subject to § 801.31
- Secondary acquisition subject to § 801.4
- Acquisition subject to § 801.2(e)
- Other, specify _____

Name of Acquiring Person UPE:

Date:

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) \$	Aggregate total value (\$MM) \$ 0.00

NOTIFICATION THRESHOLD

\$50 million (as adjusted) \$100 million (as adjusted) \$500 million (as adjusted) 25% 50% N/A

► Transaction Description

BUSINESS OF THE ACQUIRING PERSON	
BUSINESS OF THE TARGET	
NON-REPORTABLE UPE(S)	
TRANSACTION DESCRIPTION	

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

Party Names or Transaction Numbers for Related Transactions:

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► Transactions Subject to International Antitrust Notification

Has (or will) a non-U.S. antitrust or competition authority been (or be) notified of the transaction? No Yes (provide details below)

Jurisdiction	Date Notified

▶ **Additional Transaction Information**

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

▶ **Joint Ventures**

Complete only if acquisition is the formation of a joint venture corporation or unincorporated entity

 Not Applicable

CONTRIBUTIONS TO BE MADE	
DESCRIPTION OF CONSIDERATION	
DESCRIPTION OF THE BUSINESS OF THE JOINT VENTURE	

JOINT VENTURE NAICS CODES

6-Digit Code	Code Description

▶ **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 # _____

► Agreements

TRANSACTION-SPECIFIC AGREEMENTS

 Not Applicable, 801.30 or Bankruptcy

Document #	Document Title

OTHER AGREEMENTS BETWEEN THE ACQUIRING PERSON AND TARGET

Does the acquiring person have (or within one year of filing, had) any agreements with the target?

 No Yes (provide details below)

Has Type of Agreement	Type
<input type="checkbox"/> Yes <input type="checkbox"/> No	Agreement with non-compete or non-solicitation terms between the acquiring person and target
<input type="checkbox"/> Yes <input type="checkbox"/> No	Lease
<input type="checkbox"/> Yes <input type="checkbox"/> No	Licensing Agreement
<input type="checkbox"/> Yes <input type="checkbox"/> No	Master Service Agreement
<input type="checkbox"/> Yes <input type="checkbox"/> No	Operating Agreement
<input type="checkbox"/> Yes <input type="checkbox"/> No	Supply Agreement
<input type="checkbox"/> Yes <input type="checkbox"/> No	Other

COMPETITION DESCRIPTIONS

 Not Applicable, Select 801.30 Transaction

► Overlap Description

Briefly describe the acquiring person'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 target. (See Instructions)

Competing Product or Service Details

 None

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

► Supply Relationships Description

RELATED SALES

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

Product, Service, or Asset Details

 None

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

Name of Acquiring Person UPE:

Date:

RELATED PURCHASES

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

[Empty text box for related purchases]

Product, Service, or Asset Details

None

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

REVENUE AND OVERLAPS

Does the acquiring person 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)	Person or Associate?	States and Total Number

Name of Acquiring Person UPE:

Date:

STREET LEVEL REPORTING

None

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

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

NAICS Code and Description:					
Operating Business and D/B/A Name(s)	Person or Associate	State	County	Zip Code	Street Address

► Minority-Held Entity Overlaps

None

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

► 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 Acquiring 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 Acquiring Person	Contracting Office	Contracting Office ID	Award ID	NAICS Codes

► Voluntary Waivers

INTERNATIONAL COMPETITION AUTHORITIES (VOLUNTARY)

The acquiring 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 acquiring 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

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.

Name (Please Print or Type)	Title
Signature	Date

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.

Signature	Executed Date

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.