# TABLE OF CONTENTS

## Volume 1

### CHAPTER 1

An Overview of the Hart-Scott-Rodino Act

<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>§ 1.01</td>
<td>Introduction</td>
<td>1-3</td>
</tr>
<tr>
<td>§ 1.02</td>
<td>The Basic Goals of the Act</td>
<td>1-5</td>
</tr>
<tr>
<td>§ 1.03</td>
<td>Executive Summary of the Act</td>
<td>1-6</td>
</tr>
<tr>
<td>[1]</td>
<td>When Does the Act Apply?</td>
<td>1-6</td>
</tr>
<tr>
<td>[a]</td>
<td>Jurisdictional Requirements</td>
<td>1-6</td>
</tr>
<tr>
<td>[b]</td>
<td>Exempted Transactions</td>
<td>1-9</td>
</tr>
<tr>
<td>[i]</td>
<td>Goods or Realty Transferred in the Ordinary Course of Business</td>
<td>1-9</td>
</tr>
<tr>
<td>[ii]</td>
<td>Acquisition Solely for the Purpose of Investment</td>
<td>1-10</td>
</tr>
<tr>
<td>[iii]</td>
<td>Acquisition of Voting Securities by Certain Institutional Investors</td>
<td>1-11</td>
</tr>
<tr>
<td>[iv]</td>
<td>Intraperson Acquisition</td>
<td>1-11</td>
</tr>
<tr>
<td>[v]</td>
<td>Acquisitions of Foreign Assets</td>
<td>1-11</td>
</tr>
<tr>
<td>[vi]</td>
<td>Acquisition of Voting Securities of a Foreign Issuer</td>
<td>1-12</td>
</tr>
<tr>
<td>[vii]</td>
<td>Other Exemptions</td>
<td>1-12</td>
</tr>
<tr>
<td>[c]</td>
<td>Transactions for Avoidance</td>
<td>1-13</td>
</tr>
<tr>
<td>[2]</td>
<td>Complying with the Act</td>
<td>1-13</td>
</tr>
<tr>
<td>[a]</td>
<td>The Waiting Period</td>
<td>1-14</td>
</tr>
<tr>
<td>[i]</td>
<td>Extension of the Waiting Period by a Request for Additional Information</td>
<td>1-14</td>
</tr>
<tr>
<td>[ii]</td>
<td>Early Termination of the Waiting Period</td>
<td>1-15</td>
</tr>
<tr>
<td>Section</td>
<td>Page</td>
<td></td>
</tr>
<tr>
<td>----------</td>
<td>------</td>
<td></td>
</tr>
<tr>
<td>Withdrawal</td>
<td>1-15</td>
<td></td>
</tr>
<tr>
<td>Filing Under the Act</td>
<td>1-16</td>
<td></td>
</tr>
<tr>
<td>Confidentiality</td>
<td>1-16</td>
<td></td>
</tr>
<tr>
<td>Filing Fee</td>
<td>1-16</td>
<td></td>
</tr>
<tr>
<td>The Notification and Report Form</td>
<td>1-16</td>
<td></td>
</tr>
<tr>
<td>Statement of Reasons for Noncompliance</td>
<td>1-18</td>
<td></td>
</tr>
<tr>
<td>Penalty Provisions</td>
<td>1-19</td>
<td></td>
</tr>
<tr>
<td>Summary of 2001 Amendments to the Act and Rules</td>
<td>1-19</td>
<td></td>
</tr>
<tr>
<td>Changes to the Act and Rules</td>
<td>1-19</td>
<td></td>
</tr>
<tr>
<td>Changes in the Notification and Report Form</td>
<td>1-21</td>
<td></td>
</tr>
<tr>
<td>Changes in Second Request Procedures</td>
<td>1-23</td>
<td></td>
</tr>
<tr>
<td>§ 1.04 The Relationship of the Act to Antitrust Merger Enforcement</td>
<td>1-24.1</td>
<td></td>
</tr>
<tr>
<td>Historical Background of the Act</td>
<td>1-24.1</td>
<td></td>
</tr>
<tr>
<td>A New Era of Merger Enforcement: The Passage of Celler-Kefauver</td>
<td>1-24.1</td>
<td></td>
</tr>
<tr>
<td>Antitrust Merger Enforcement During the 1960s</td>
<td>1-24.2</td>
<td></td>
</tr>
<tr>
<td>The Change in Attitude Toward Antitrust Merger Enforcement Efforts</td>
<td>1-26</td>
<td></td>
</tr>
<tr>
<td>The Pro-Enforcement Objectives of the Act</td>
<td>1-28</td>
<td></td>
</tr>
<tr>
<td>Antitrust Merger Enforcement Trends into the 2000s</td>
<td>1-31</td>
<td></td>
</tr>
<tr>
<td>A Retreat from the Chicago School Approach</td>
<td>1-31</td>
<td></td>
</tr>
<tr>
<td>Government Enforcement Policy</td>
<td>1-33</td>
<td></td>
</tr>
<tr>
<td>The 2010 Horizontal Merger Guidelines</td>
<td>1-33</td>
<td></td>
</tr>
<tr>
<td>Merger Enforcement Efforts</td>
<td>1-50</td>
<td></td>
</tr>
<tr>
<td>The Judiciary’s Attitudes on Merger Enforcement into the 21st Century</td>
<td>1-52</td>
<td></td>
</tr>
<tr>
<td>Judicial Attitudes on Government Enforcement Efforts</td>
<td>1-52</td>
<td></td>
</tr>
<tr>
<td>Judicial Attitudes on Private Enforcement Efforts</td>
<td>1-53</td>
<td></td>
</tr>
<tr>
<td>The Impact of the Act on Merger Enforcement</td>
<td>1-59</td>
<td></td>
</tr>
</tbody>
</table>
TABLE OF CONTENTS

[a] The Role of the Act in Merger Review ....................... 1-59
[b] The Effect of the Act on Various Transactions ............... 1-61
§ 1.05 The Future Role of the Act .................. 1-65

CHAPTER 2

The Past as Prologue: The Background to Hart-Scott-Rodino

§ 2.01 Introduction ........................................ 2-1
§ 2.02 Prior Attempts to Enact a Statutory Preacquisition Notification Program ........ 2-5
§ 2.03 The Act’s Course Through Congress ............... 2-8
[1] The Act in the Senate ....................... 2-8
  [a] The Senate Bill .................. 2-16
  [b] The House Bill ................... 2-19
  [c] The Senate-House Combined Bill ...... 2-21
§ 2.04 Significant Issues Addressed by the Legislative History of the Act ............. 2-23
  [1] Special Treatment for Tender Offers ...... 2-23
§ 2.05 The Act’s Broad Grant of Rulemaking Authority .................. 2-48
§ 2.06 The FTC’s Rules .............................. 2-57

CHAPTER 3

Hart-Scott-Rodino: A Transactional Approach

§ 3.01 Introduction ........................................ 3-2
§ 3.02 801.30 Transactions (Rules §§ 801.30, 801.31, 801.2(e), 801.1(g), 801.4, 801.1(f)) .... 3-3

(Rel. 12)
CHAPTER 4

Setting the Stage for the Act’s Application

§ 4.01 The Basic Statutory Prohibition: Some
Preliminary Observations .................. 4-3
# TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>§ 4.02</td>
<td>Key Definitions</td>
<td>4-16</td>
</tr>
<tr>
<td>[1]</td>
<td>Introduction</td>
<td>4-16</td>
</tr>
<tr>
<td>[2]</td>
<td>“Person,” “Entity,” and “Ultimate Parent Entity” (Rule § 801.1(a))</td>
<td>4-16</td>
</tr>
<tr>
<td>[a]</td>
<td>The Text of the Rule</td>
<td>4-16</td>
</tr>
<tr>
<td>§ 801.1(a)(1) Person</td>
<td>4-16</td>
<td></td>
</tr>
<tr>
<td>§ 801.1(a)(2) Entity</td>
<td>4-17</td>
<td></td>
</tr>
<tr>
<td>§ 801.1(a)(3) Ultimate Parent Entity</td>
<td>4-17</td>
<td></td>
</tr>
<tr>
<td>[b]</td>
<td>Derivation</td>
<td>4-18</td>
</tr>
<tr>
<td>[c]</td>
<td>Discussion</td>
<td>4-19</td>
</tr>
<tr>
<td>[i]</td>
<td>The Definitions in Context</td>
<td>4-19</td>
</tr>
<tr>
<td>[ii]</td>
<td>Identifying a “Person” and Its Constituent “Entities”</td>
<td>4-20</td>
</tr>
<tr>
<td>[iii]</td>
<td>Other Matters</td>
<td>4-22</td>
</tr>
<tr>
<td>[3]</td>
<td>“Control” (Rule § 801.1(b))</td>
<td>4-23</td>
</tr>
<tr>
<td>[a]</td>
<td>The Text of the Rule</td>
<td>4-23</td>
</tr>
<tr>
<td>§ 801.1(b) Control</td>
<td>4-23</td>
<td></td>
</tr>
<tr>
<td>[b]</td>
<td>Derivation</td>
<td>4-25</td>
</tr>
<tr>
<td>[c]</td>
<td>Discussion</td>
<td>4-26</td>
</tr>
<tr>
<td>[i]</td>
<td>Relative Certainty—At a Price</td>
<td>4-26</td>
</tr>
<tr>
<td>[ii]</td>
<td>Calculating the Percentage of Voting Securities Held to Determine Control</td>
<td>4-29</td>
</tr>
<tr>
<td>[iii]</td>
<td>What Is “Contractual Power”?</td>
<td>4-31</td>
</tr>
<tr>
<td>[iv]</td>
<td>Control of Employee Trusts</td>
<td>4-32</td>
</tr>
<tr>
<td>[v]</td>
<td>Acquisitions by Employee Trusts</td>
<td>4-32</td>
</tr>
<tr>
<td>[vi]</td>
<td>Two or More Controlling “Entities” Means Two or More “Persons”</td>
<td>4-33</td>
</tr>
<tr>
<td>[4]</td>
<td>“Hold” (Rule § 801.1(c))</td>
<td>4-34</td>
</tr>
<tr>
<td>[a]</td>
<td>The Text of the Rule</td>
<td>4-34</td>
</tr>
<tr>
<td>§ 801.1(c) Hold</td>
<td>4-34</td>
<td></td>
</tr>
<tr>
<td>[b]</td>
<td>Derivation</td>
<td>4-35</td>
</tr>
<tr>
<td>[c]</td>
<td>Discussion</td>
<td>4-36</td>
</tr>
<tr>
<td>[i]</td>
<td>Interpreting the Rule</td>
<td>4-36</td>
</tr>
<tr>
<td>[ii]</td>
<td>Beneficial Ownership</td>
<td>4-38</td>
</tr>
<tr>
<td>[iii]</td>
<td>Gun-Jumping</td>
<td>4-43</td>
</tr>
<tr>
<td>[iv]</td>
<td>Escrow</td>
<td>4-43</td>
</tr>
<tr>
<td>[v]</td>
<td>Attribution May Increase the Sales and Assets of a Person</td>
<td>4-45</td>
</tr>
</tbody>
</table>
“Voting Securities” and “Non-Corporate Interests” (Section 7A(b)(3)(A) and Rules §§ 801.32 and 802.31;
§ 801.1(f)(l)(ii)) .......................... 4-45
and the Rules .......................... 4-45
§ 801.1(f)(l)(ii) Voting Securities ... 4-46
§ 801.32 Conversion an Acquisition ... 4-46.1
§ 802.31 Acquisitions of Convertible
Voting Securities ..................... 4-46.1
[b] Derivation ............................. 4-46.1
[c] Discussion ............................ 4-49
[i] “Voting Securities” in General... 4-49
[ii] Convertibles ......................... 4-50
[iii] Securities Convertible into Stock
    of the Parent Company .......... 4-51
[iv] Voting Securities of an Issuer
    Convertible into Another
    Class of Voting Securities
    of the Same Issuer .............. 4-53
[v] Non-Corporate Interests ......... 4-54

§ 4.03 Identifying the “Acquiring Person” and the
“Acquired Person” ....................... 4-55
[1] Introduction ......................... 4-55
(Rule § 801.2) .......................... 4-55
[a] The Text of the Rule .............. 4-55
[b] Derivation ............................ 4-58
[c] Discussion ............................ 4-60
[i] The Acquiring Person .......... 4-60
[ii] Question: “Who Is the Acquired
    Person?” Answer: “It
    Depends.” .......................... 4-61
[iii] The Merger Problem .............. 4-61
[iv] Transactions Involving More
    Than One Acquiring or
    Acquired Person ................. 4-62
[v] Treatment of Mergers,
    Consolidations, and Other
    “Combinations” .................... 4-62
[vi] A Merger Is the Acquisition of
    Voting Securities ............... 4-64
[vii] Elimination of Reporting for
    Certain Transactions ............ 4-64
[viii] Acquisition of Interests in
    Unincorporated Entities ....... 4-65
TABLE OF CONTENTS

CHAPTER 5

The Act’s Jurisdictional Requirements:
The Commerce Test, The Size-of-Person Test,
and The Size-of-Transaction Test

§ 5.01 Introduction ..................................... 5-3
§ 5.02 The Commerce Test (Section 7A(a)(1) and
Rules §§ 801.1(l) and 801.3) ........................ 5-4
 [1] The Text of the Statutory Provision and
 Applicable Rules ............................ 5-4
 [3] Discussion ..................................... 5-5
§ 5.03 The Size-of-Person Test .................. 5-10
 [1] $100 Million/$10 Million (Section 7A(a)
 (2)(B) and Rule § 801.1(j)) .................. 5-10
 [a] The Text of the Statutory Provision
 and Applicable Rule ....................... 5-10
 [b] Derivation ................................... 5-10
 [c] Discussion ................................... 5-12
 [2] Determining the Sales and Assets of a
 Person (Rules §§ 801.11 and
 801.1(i)(2)) ................................. 5-15
 [a] The Text of the Rules ...................... 5-15
 [b] Derivation ................................... 5-18
 [c] Discussion ................................... 5-19
 [i] Problems Will Arise in
 Relatively Few Situations ....... 5-19
 [ii] What Is a “Regularly Prepared”
 Financial Statement? ............ 5-20
 [iii] Determining the Sales and Assets
 of a Takeover Target ............. 5-21
 [iv] Subsequent Acquisitions and
 Dispositions ......................... 5-22
 [v] Beware of the Beneficial
 Ownership Attribution
 Rules ................................. 5-23
 [vi] Determining the Size of a Newly
 Formed Person ....................... 5-24
§ 5.04 The Size-of-Transaction Test .......... 5-27
 [1] Introduction ................................. 5-27
 [2] Securities and Cash Not Considered Assets
 of the Person from Whom Acquired
 (Rule § 801.21) ......................... 5-27
 [a] The Text of the Rule ................. 5-27

(Rel. 12)
Valuation of Voting Securities, Non-Corporate Interests, and Assets
(Rule § 801.10) ........................ 5-30
[a] The Text of the Rule.................. 5-30
[b] Derivation............................. 5-32
[c] Discussion ............................ 5-33
[i] Value Is Important ................. 5-33
[ii] Valuation of Traded Voting
    Securities ............................ 5-33
[iii] Different Valuation Rules for
     Assets, Unincorporated
     Entity Interests, and
     Untraded Securities ............. 5-35
[iv] Determining “Acquisition
     Price” ............................... 5-36
[v] “Acquisition Price” of Assets
    Includes Assumed
    Liabilities .......................... 5-38
[vi] ... But Excludes the Value of
    “Cash” and Securities
    Acquired ............................ 5-38
[vii] Determining “Fair Market
     Value” ............................... 5-39
[viii] Who Makes the
      Determination? .................... 5-41

Calculating Percentages of
Voting Securities (Rule § 801.12) .... 5-42
[a] The Text of the Rule............... 5-42
[b] Derivation ........................... 5-44
[c] Discussion ........................... 5-45

Aggregation of Acquisitions (Rules
§§ 801.13, 801.14, and 801.15) ........ 5-46
[a] Text of the Rules .................. 5-46
[b] Derivation ........................... 5-56
[c] Discussion ........................... 5-58
[i] “As a Result of” Means “After”
    in an Acquisition of Voting
    Securities .......................... 5-58
[ii] ... But Not in an Assets
     Acquisition Unless .............. 5-60
[iii] Aggregating an Acquisition of
     Voting Securities with an
     Acquisition of Assets—
     It Depends Upon Which
     Comes First ....................... 5-61
TABLE OF CONTENTS

[iv] Rule § 801.15: An Overview . . . . 5-62
[6] Notification Thresholds and Incremental Acquisitions of Voting Securities (Rules §§ 801.1(h), 801.20, 802.21, and 803.7) ........................................ 5-64
[a] The Text of the Rules ............... 5-64
[b] Derivation ................................ 5-67
[c] Discussion ............................ 5-71
[i] An Overview ....................... 5-71
[ii] What the Rules Provide .......... 5-72
[iii] How the Rules Work ............. 5-73

CHAPTER 6
Transactions Exempted from the Act’s Coverage

§ 6.01 Introduction ................................. 6-6
[1] Overview ................................. 6-6
[3] Specific Transactions Not Exempted from the Act’s Coverage .......... 6-8
[a] Acquisitions Closed in Escrow ....... 6-8
[b] Acquisitions Reviewed Via DOJ Business Review Letter or FTC Advisory Opinion ............... 6-9

§ 6.02 Goods or Realty Transferred in the Ordinary Course of Business (Section 7A(c)(1) and Rule § 802.1) ............................ 6-10
[1] The Text of the Statutory Provision and Rule ................................. 6-10
[a] Section 7A(c)(1) ....................... 6-10
[b] Rule § 802.1 ............................ 6-10
[2] Derivation ............................... 6-14
[3] Discussion ............................... 6-16
[a] “Operating Unit” ..................... 6-17
[b] New Goods ............................. 6-20
[c] Current Supplies ....................... 6-21
[d] Used Durable Goods ................. 6-22

§ 6.03 Certain Acquisitions of Real Property Assets and Rule § 802.2 ............................ 6-27
[2] Derivation ............................... 6-32
[3] Discussion ............................... 6-33
[a] New Facilities ......................... 6-33
[b] Used Facilities ......................... 6-34

(Rel. 12)
§ 6.04 Acquisitions of Carbon-Based Mineral Reserves and Rule § 802.3

[1] The Text of the Rule
[2] Derivation
[3] Discussion

§ 6.05 Acquisitions of Voting Securities of Issuers or Non-Corporate Interests in Unincorporated Entities Holding Certain Assets the Direct Acquisition of Which Is Exempt and Rule § 802.4

[1] The Text of the Rule
[2] Derivation
[3] Discussion

§ 6.06 Acquisitions of Investment Rental Property Assets and Rule 802.5

[1] The Text of the Rule
[2] Derivation
[3] Discussion

§ 6.07 Acquisitions of Obligations Which Are Not Voting Securities (Section 7A(c)(2))

[1] The Text of Section 7A(c)(2)
[2] Derivation and Discussion of Section 7A(c)(2)

§ 6.08 Intraperson Transactions (Section 7A(c)(3) and Rule § 802.30)

[1] The Text of the Statutory Provision and Rule
[2] Derivation
[3] Discussion
[4] "Intraperson"
[5] Copperweld and the Concept of "Control"
[7] Multiple-Step Transactions
TABLE OF CONTENTS

[c] Other Transactions for Profit vs. Not-for-Profit Companies ........... 6-60

§ 6.09 Governmental Exemptions (Section 7A(c)(4) and Rules §§ 801.1(a)(2) and 802.52). ........... 6-61
[a] Section 7A(c)(4) ................. 6-61
[b] Rule § 801.1(a)(2) ............... 6-61
[c] Rule § 802.52 ................... 6-61
[3] Discussion ....................... 6-63
[a] The Exclusion of Government Entities from the Definition of “Entity” (Rule § 801.1(a)(2)) ........... 6-63
[b] Rule § 802.52 ................... 6-65

§ 6.10 Transactions Specifically Exempted from the Antitrust Laws by Federal Statutes and Those Which Require Prior Agency Approval (Sections 7A(5), (6), (7), and (8) and Rules §§ 802.6 and 802.8). ................ 6-66
[a] Sections 7A(c)(5) through 7A(c)(8) ........ 6-66
[b] Rules §§ 802.6 and 802.8 ........ 6-67
[2] Derivation ....................... 6-68
[a] The Statutory Exemptions .......... 6-68
[b] Rule § 802.6: Federal Agency Approval ................. 6-71
[c] Rule § 802.8: Certain Supervisory Acquisitions .............. 6-71
[3] Discussion ....................... 6-71
[a] Section 7A(c)(5): Transactions Exempted from the Antitrust Laws ......................... 6-72
[i] The Labor Exemption ........... 6-72
[ii] The Agricultural Cooperative Exemption .................. 6-73
[iii] The Fishery Cooperative Exemption .................. 6-74
[iv] The Export Association Exemption .................. 6-74
[v] The Insurance Exemption ........ 6-75
[b] Section 7A(c)(6): Transactions Requiring Approval by a Federal Agency ......................... 6-76

(Rev. 12)
[i] Surface Transportation Board—
Common Carriers .......... 6-77

[ii] Department of Transportation—
Air Carriers .............. 6-77

[iii] Federal Maritime Commission—
Maritime Carriers .......... 6-79

[iv] Federal Energy Regulatory Commission—Natural Gas
and Electric Utilities ....... 6-80

[v] Attorney General—Joint
Newspaper Operations ....... 6-81

[c] Section 7A(c)(7): Home Owners’ Loan
Act, Federal Deposit Insurance Act, and Section 3 of the Bank Holding
Company Act .................. 6-82

[i] Section 10(e) of the Home
Owners’ Loan Act ............ 6-82

[ii] Section 18(c) of the FDI Act . 6-83

[iii] Section 3 of the Bank Holding
Company Act of 1956 ....... 6-84

[d] Section 7A(c)(8): Section 4 of the
Bank Holding Company Act of 1956, and the Home Owners’
Loan Act of 1933 .......... 6-85

[i] Section 4 of the Bank Holding
Company Act of 1956 ....... 6-85

[ii] Economic Growth and
Regulatory Paperwork
Reduction Act of 1996 ....... 6-87

[iii] Section 5 of the Home Owners’
Loan Act of 1933 .......... 6-88

[e] Rules §§ 802.6 and 802.8: Alternative
Compliance for Some of the
Exemptions .................. 6-89

[f] Partial Acquisitions .............. 6-90

[g] Mixed Transactions: Formal
Interpretation 17 .............. 6-91

[i] Background .............. 6-91

[ii] Amendments to the HSR Act
Made by the
Gramm-Leach-Bliley Act .... 6-92

[iii] Analysis of the Changes .... 6-93

(iv) The Section 7A(c)(7)
Exemption .................. 6-94
TABLE OF CONTENTS

[v] The Section 7A(c)(8) Exemption.................. 6-96
§ 6.11 Acquisitions Solely for the Purpose of Investment (Section 7A(c)(9) and Rule §§ 801.1(i)(1) and 802.9) ....... 6-98
[a] Section 7A(c)(9) .................. 6-98
[b] Rule § 801.1(i)(1) .............. 6-98
[c] Rule § 802.9 .................. 6-98
[3] Discussion .................. 6-100
[a] “Solely for the Purpose of Investment” .............. 6-100
[b] Investment Intent .................. 6-101
[c] Case Law Under Section 7 ............. 6-102.1
[d] FTC Formal Interpretation .............. 6-105
[e] Change of Intent .................. 6-106
[f] Enforcement Actions .............. 6-107
[g] De Minimis Proposals .............. 6-110
[h] Executive Compensation ........... 6-110
§ 6.12 Stock Dividends, Stock Splits, and Reorganizations (Section 7A(c)(10) and Rule § 802.10) .................. 6-111
[a] Section 7A(c)(10) .................. 6-111
[b] Rule § 802.10 .................. 6-111
[2] Derivation and Discussion .................. 6-112
§ 6.13 Certain Transactions by Creditors and Insurers (Section 7A(c)(11) and Rule § 802.63) ............ 6-114
[a] Section 7A(c)(11) .................. 6-114
[b] Rule § 802.63 .................. 6-114
[2] Derivation .................. 6-114
[3] Discussion .................. 6-115
§ 6.14 Minimum Dollar Value Exemption (Former Rule § 802.20) .................. 6-118
§ 6.15 Transactions Involving Foreign Persons (Rules §§ 801.1(e), 801.1(k), 802.50, and 802.51) ...... 6-119
[a] Rules §§ 801.1(e) and 801.1(k) ....... 6-119
[b] Rule § 802.50 .................. 6-119
[c] Rule § 802.51 .................. 6-121
(Rel. 12)
§ 6.16 Certain Foreign Banking Transactions
(Rule § 802.53). .......................................................... 6-130
[1] The Text of the Rule ................................................. 6-130
[2] Derivation ............................................................. 6-130
[3] Discussion ............................................................. 6-131

§ 6.17 Acquisitions by Employee Trusts
(Rule § 802.35). ............................................................. 6-133
[1] The Text of the Rule ................................................. 6-133
[2] Derivation ............................................................. 6-133

§ 6.18 Acquisitions by Securities Underwriters
(Rule § 802.60). ............................................................. 6-136
[3] Discussion ............................................................. 6-136

§ 6.19 Acquisitions of Voting Securities by Certain Institutional Investors (Rule § 802.64) ......... 6-138
[2] Derivation ............................................................. 6-141
[3] Discussion ............................................................. 6-143

[a] Rule § 802.64(a): “Institutional Investors” ....................... 6-143

[b] Rules §§ 802.64(b) and 802.64(c):
Exempt Acquisitions by “Institutional Investors” ............... 6-144

[i] Rule § 802.64(b) ..................................................... 6-144
[ii] Rule § 802.64(c) ..................................................... 6-144

§ 6.20 Acquisitions Subject to Order (Rule § 802.70) ..... 6-146
[1] The Text of the Rule ................................................. 6-146
[2] Derivation and Discussion ........................................ 6-146
§ 6.21 Acquisitions by Gift, Intestate Succession or Devise, or by Irrevocable Trust
(Rule § 802.71) .......................... 6-150
[2] Derivation and Discussion .......... 6-150

§ 6.22 Acquisitions of Non-Corporate Interests in Financing Transactions (Rule § 802.65) .... 6-151
[2] Derivation and Discussion .......... 6-151

§ 6.23 Transitional Rule for Transactions Investigated by the Agencies ....................... 6-153

CHAPTER 7
Notification and Waiting Period Procedures

§ 7.01 Introduction .......................... 7-2

§ 7.02 The Statutory Framework (Sections 7A(b)(1), 7A(e)(1)(A), 7A(e)(2), 7A(g)(2), and 7A(k)) . 7-4
[3] Discussion ............................. 7-6

§ 7.03 Starting the Clock: Filing Requirements (Rules §§ 803.10(a), 803.10(c), 801.30(b)) . 7-10
[2] Derivation .............................. 7-12
  [a] In General ............................ 7-13
  [b] Who Must File and When .......... 7-14
    [i] 801.30 Transactions .............. 7-14
    [ii] Non-801.30 Transactions ...... 7-16
    [iii] Sales in Bankruptcy .......... 7-16
  [c] Date of Receipt ...................... 7-17

§ 7.04 Initial Waiting Period (Rule § 803.10(b)(1)) . 7-20
[2] Derivation .............................. 7-20
[3] Discussion ............................. 7-20

§ 7.05 Waiting Period After Request for Additional Information (Rules §§ 803.20, 803.21, 803.8(b), 803.10(b)(2), 803.10(b)(3), and Section 7A(e)(1)(B)) . 7-24

(Rel. 13)
[3] Discussion ....................................... 7-31
[a] What Constitutes a Request for Additional Information? ............... 7-31
[b] Who May Request Additional Information? ........................... 7-32
[c] When May a Request for Additional Information Be Issued? ............. 7-32
[d] To Whom May a Request for Additional Information Be Issued? ....... 7-32
[e] Limiting the Scope of the Request for Additional Information .......... 7-33
[f] Second Request Appeal Procedures ................................... 7-36
[g] FTC Merger Reform .................................. 7-37
[h] DOJ Merger Reform .................................. 7-42
[i] Extension of the Waiting Period ....................................... 7-48
[j] Compliance with a Request for Additional Information ................. 7-49
§ 7.06 Midcourse Changes in a Transaction: The Impact on the Waiting Period (Rule § 802.23) ........................................ 7-52
[1] The Text of the Rule ..................................... 7-52
[3] Discussion .......................................... 7-54
§ 7.07 Statement of Reasons for Noncompliance (Rule § 803.3) ................. 7-58
[1] The Text of the Rule ..................................... 7-58
[2] Derivation ........................................... 7-58
[3] Discussion .......................................... 7-59
§ 7.08 Early Termination of the Waiting Period (Section 7A(b)(2) and Rule § 803.11) .......... 7-65
[2] Derivation ........................................... 7-66
[3] Discussion .......................................... 7-66
§ 7.09 Withdrawal ........................................ 7-70
[2] Derivation ........................................... 7-73
[3] Discussion .......................................... 7-74
**TABLE OF CONTENTS**

**CHAPTER 8**
**Understanding and Preparing the Notification and Report Form**

| § 8.01 | Introduction | 8-3 |
| § 8.02 | The History and Evolution of the Form | 8-5 |
| [1] | The Legislative Basis and History | 8-5 |
| [2] | A Comparison with the Previous Premerger Notification Special Report Form | 8-6 |
| [3] | The Evolution of the Form | 8-7 |
| § 8.03 | Some General Observations | 8-11 |
| [1] | Confidentiality | 8-11 |
| [2] | Preparation and Strategy | 8-16 |
| [3] | Updating a Preacquisition Filing | 8-19 |
| § 8.04 | The Form and the Rules: Preparing to File | 8-22 |
| [1] | The Form: Rule § 803.1 | 8-22 |
| [2] | Instructions: Rule § 803.2 | 8-23 |
| [3] | The Form and the Foreign Person: Rule § 803.4 | 8-31 |
| [a] | Certification in “Three-Corner” Filings | 8-36 |
| § 8.05 | The HSR Form and Instructions: An Item-by-Item Analysis | 8-44 |
| [1] | Introduction | 8-44 |
| [3] | The Basic Concept of the Form and Summary of Recent Changes to the Form Items | 8-50 |
| [a] | Affidavits: Rule § 803.5 | 8-53 |
| [b] | Page One: First Part | 8-58 |
| [i] | Fee Information | 8-58 |
| [ii] | Amount Paid | 8-58 |
| [iii] | Method of Payment | 8-58 |
| [iv] | Remedial Filings | 8-59 |
| [v] | Transactions Subject to Foreign Antitrust Reporting Requirements | 8-60 |
| [vi] | Transactions Subject to the Bankruptcy Code | 8-61 |
| [vii] | Cash Tender Offers | 8-62 |
| [viii] | Early Termination | 8-62 |
| [c] | Items 1 through 3 | 8-62 |
| [d] | Item 4 | 8-63 |

(Rel. 13)
Detailed Discussion of Items 1 through 8

Item 1: General Data

Item 2: Ultimate Parent Entities; Value of Securities, Interests, or Assets

Item 3(a): Description of Acquisition

Item 3(b): Contract, Agreement-in-Principle, or Letter of Intent

Item 4: Documents Prepared by Person Filing Notification

[a] Introduction

[b] Incorporation by Reference

Item 4(a) and 4(b): SEC Filings and Other Reports

Item 4(c): Studies, Surveys, Analyses, and Reports on the Acquisition

[a] Who Must Have Prepared the Document?

[b] Who Must Have Seen the Document?

[c] To What Must the Document Relate?

[d] Enforcement Relating to Item 4(c)

[e] Privileged Documents

[f] Documents Prepared in Response to Non-U.S. Premerger Notification Requirements

[g] Preservation of Documents and Due Diligence

[h] Foreign Language Documents

Item 4(d): Documents for Agencies’ Initial Analysis

[a] Item 4(d)(i): Confidential Information Memoranda

[b] Item 4(d)(ii): Bankers’ Books

[c] Item 4(d)(iii): Synergies
TABLE OF CONTENTS

[13] An Introduction to Items 5, 7, and 8 ........ 8-106
 [a] How Dollar Amounts Are
     Reported ...................... 8-110
[14] Item 5(a): Dollar Revenues by Industry .... 8-110
[15] Item 5(b): Information Pertaining to the
     Formation of a Joint Venture
     Corporation or Unincorporated
     Entity .................................. 8-111
[16] Item 6: Information Relating to the
     Reporting Person ................... 8-114
[17] Item 7: Geographic Markets ............... 8-120
[18] Former Item 8: Customer-Supplier
     Relationships ....................... 8-127
[19] Item 8 (Former Item 9): Certain Prior
     Acquisitions of an Acquiring Person .... 8-127
[20] Former Item 10: The “Contact” Person .... 8-129
[21] The Insurance Appendix ................ 8-129
[22] Remedial Filings ...................... 8-130

CHAPTER 9
Compliance With and Enforcement of the Act and Rules

§ 9.01 Introduction to Compliance and Enforcement .... 9-4
[1] Summary of the 2001 Amendments ........ 9-6
   [a] Changes in the Statute and Rules .... 9-8
   [b] Second Request Procedures .......... 9-8
[2] The Amended Statute Concerning
     Compliance and Enforcement ....... 9-10
     Amendments ......................... 9-14
[4] Discussion of Statutory
     Amendments ........................ 9-16
   [a] Waiting Period Extensions ........... 9-16
   [b] Second Request Reform ............. 9-18
   [i] FTC 2006 Interpretative
       Guidelines ....................... 9-21
   [ii] Revisions to the FTC Model
         Second Request ............... 9-29
   [iii] DOJ 2006 Interpretative
         Guidelines ...................... 9-29
   [iv] Revisions to the DOJ Model
         Second Request ............... 9-30

(Rel. 12)
§ 9.02 The Amended HSR Rules Concerning Compliance and Enforcement

[1] Rule § 801.90: Transactions or Devices for Avoidance
   [a] Text
   [b] Discussion
   [a] Text
   [b] Discussion
[3] Rule § 803.20: Requests for Additional Information or Documentary Material
   [a] Text
   [b] Discussion

§ 9.03 Preparing for Prompt Compliance With the Act and Rules

[1] The Appointment of a “Compliance Director”
[2] Creation and Identification of Documents Responsive to Item 4(c) and Item 4(d)
[4] Preparing to Respond to the Government’s Request for Additional Information

§ 9.04 How the Act and Rules Affect the Parties’ and Government’s Antitrust Review of Proposed Acquisitions

[1] Dealing With the Government Prior to Making a Preacquisition Filing
   [a] Advisory Opinions and Business Review Letters
   [b] Informal Reviews by the FTC and Antitrust Division
   [c] Rule § 803.30: Formal and Informal Interpretations of the Rules
      [i] Text
      [ii] Discussion
[2] Dealing With the Government Subsequent to Making a Preacquisition Filing
   [a] Requests for Early Termination of the Waiting Period
# TABLE OF CONTENTS

[1] The Initial Review by the FTC .......................... 9-60
[2] The Initial Review by the Antitrust Division .......................... 9-63
  [a] FTC’S Rules of Practice Regarding Second Requests .......................... 9-78
  [b] Discussion .......................... 9-80
  [c] DOJ’s Second Request Internal Appeal Procedure .......................... 9-81
  [d] Discussion .......................... 9-82
  [e] Collecting Responsive Documents and Data .......................... 9-82

§ 9.05 The Government’s Enforcement of the Act and Rules .......................... 9-91

[1] An Extension of the Waiting Period Pursuant to Section 7A(g)(2) of the Act .......................... 9-91
  [a] FTC Compliance Investigations .......................... 9-99
  [b] Enforcement Litigation .......................... 9-101
    [i] Failure to File Notification/ Avoidance of HSR Requirements .......................... 9-101
    [ii] Failure to File 4(c) Documents .......................... 9-116.2
    [iii] Gun Jumping .......................... 9-119
    [iv] Criminal Enforcement (Obstruction of Justice) .......................... 9-125
  [c] FTC/Antitrust Division Liaison Agreement .......................... 9-126

§ 9.06 Fix-It-First or Later? .......................... 9-128

(Rel. 12)
§ 9.07 The Act’s Impact on the Government’s Substantive Antitrust Challenges
[1] Section 7A(i): Subsequent Enforcement and Investigation 9-131

§ 9.08 Judicial Review of Agency Action or Inaction Under the Act 9-138
[3] Ripeness 9-140

Table of References to Section 7A of the Clayton Act T-1
Table of Preacquisition Rules T-7
Table of Abbreviations TA-1
INDEX I-1
# TABLE OF CONTENTS

## Volume 2

### Appendix A

Section 7A of the Clayton Act,
15 U.S.C. Ch. 1 § 18a (Sept. 30, 1976),
as amended Feb. 1, 2001 ...................... A-1

### Appendix B

Federal Trade Commission: Premerger
Notification; Reporting and Waiting Period
Requirements .............................. B-1
(1) Federal Trade Commission:
Electronic Code of Federal
Regulations, 16 C.F.R. §§ 801-803. ... B-3
(2)(a) Initial Statement of Basis and
Purpose (“S.B.P.”), 43 Fed.
Reg. 33,449 (July 31, 1978). ...... B-75
(2)(b) Corrections to Initial S.B.P., 43 Fed.
(2)(c) Increase in Minimum Dollar Value
Exemption, 44 Fed. Reg. 60,781
(Nov. 21, 1979). ......................... B-187
(2)(d) Change to 1997 Base Year, 45 Fed.
Reg. 14,205 (March 5, 1980). ...... B-191
Reg. 34,427 (July 29, 1983). ...... B-197
(2)(f) Change to 1982 Base Year, 51 Fed.
Reg. 10,368 (March 26, 1986). ...... B-213
(2)(g) Final Rules Including LBO
Exemption § 801.11(e), 52 Fed.
Reg. 7066 (March 6, 1987) ........... B-223
(2)(h) Final Rules re Control of
Partnerships, 52 Fed. Reg. 20,058
(May 29, 1987) ......................... B-253

(Released 13)
(2)(k) Increase of Civil Penalty to $11,000 per Day, 61 Fed. Reg. 54,548 (Oct. 21, 1996) ................. B-287
(2)(m) Adoption of Formal Interpretation 15 re Limited Liability Companies, 64 Fed. Reg. 5808 (Feb. 5, 1999) ... B-293
(2)(p) Interim Rules re NAICS Codes, 66 Fed. Reg. 23,561 (May 9, 2001) ..................... B-349
(2)(q) Final Rule re Adoption of NAICS Codes, 66 Fed. Reg. 35,541 (July 6, 2001) ..................... B-377
(2)(s) Final Rule § 802.21, 67 Fed. Reg. 11,904 (March 18, 2002) ..................... B-389
| (2)(z) | Repeal of Formal Interpretation 15, 70 Fed. Reg. 11,526 (March 8, 2005) | B-519 |
| (2)(aa) | Final Rule re Use of Internet Links for Items 4(a) and 4(b), 70 Fed. Reg. 73,369 (Dec. 12, 2005) | B-521 |

(Rel. 13)
<table>
<thead>
<tr>
<th>Rule</th>
<th>Date</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>(2)(mm) Final Rule 803.12, 78 Fed. Reg. 41,293 (July 10, 2013)</td>
<td>B-571</td>
<td></td>
</tr>
<tr>
<td>(2)(ss) Inflation increases for maximum civil penalty amounts (June 29, 2016)</td>
<td>B-601</td>
<td></td>
</tr>
<tr>
<td>(2)(ww) COVID-19 Guidance for Filing Parties</td>
<td>B-609</td>
<td></td>
</tr>
</tbody>
</table>

**Appendix C**

The Instructions and Notification and Report Form

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td>FTC, Instructions to Notification and Report Form</td>
</tr>
<tr>
<td>(2)</td>
<td>FTC, Notification and Report Form</td>
</tr>
<tr>
<td>(4)</td>
<td>Antitrust Improvements Act Notification and Report Form for Certain Mergers and Acquisitions Instructions (updated Aug. 8, 2016)</td>
</tr>
<tr>
<td>(5)</td>
<td>New and improved HSR Form Instructions–plus filing by DVD (Sept. 1, 2016)</td>
</tr>
<tr>
<td>(6)</td>
<td>Item 4(c) Tip Sheet (Nov. 28, 2016)</td>
</tr>
<tr>
<td>(7)</td>
<td>Style Sheet for Hart-Scott-Rodino Filings (Dec. 22, 2016)</td>
</tr>
<tr>
<td>Appendix D</td>
<td>FTC Formal Interpretations Under 16 C.F.R. § 803.30</td>
</tr>
<tr>
<td>------------</td>
<td>---------------------------------------------------</td>
</tr>
<tr>
<td>(1)</td>
<td>FTC, Formal Interpretation No. 1</td>
</tr>
<tr>
<td>(2)</td>
<td>FTC, Formal Interpretation No. 2</td>
</tr>
<tr>
<td>(3)</td>
<td>FTC, Formal Interpretation No. 3</td>
</tr>
<tr>
<td>(4)</td>
<td>FTC, Formal Interpretation No. 4</td>
</tr>
<tr>
<td>Under 16 C.F.R. § 803.30</td>
<td>Concerning the Investment Exemption Under Section 7A(c)(9) and § 802.9 (letter to Laurence T. Sorkin, Jan. 17, 1979)</td>
</tr>
<tr>
<td>(5)</td>
<td>FTC, Formal Interpretation No. 5</td>
</tr>
<tr>
<td>Under 16 C.F.R. § 803.30</td>
<td>Concerning Early Termination Under Section 7A(b)(2) and § 803.11 (April 10, 1979)</td>
</tr>
</tbody>
</table>
(6) FTC, Formal Staff Interpretation No. 6 Under 16 C.F.R. § 803.30 Concerning Incorporation by Reference in the Antitrust Improvements Act Premerger Notification and Report Form (April 10, 1979)................. D-25

(7) FTC, Formal Interpretation No. 7 Under 16 C.F.R. § 803.30 Concerning the Federal Reserve Board Exemption Under Section 7A(c)(8) (May 8, 1979) . . . D-23

(8) FTC, Formal Interpretation No. 8 Under 16 C.F.R. § 803.30 Concerning Attorney-Client Privilege (letter to John W. Barnum, Sept. 13, 1979) .......... D-33


(11) FTC, Formal Interpretation No. 11 Pursuant to § 803.30 of the Premerger Notification Rules, 16 C.F.R. § 803.30, Concerning Incorporation by Reference in the Antitrust Improvements Act Notification and Report Form (April 7, 1981) ................. D-41

<table>
<thead>
<tr>
<th>No.</th>
<th>Title</th>
<th>Effective Date</th>
<th>Pages</th>
</tr>
</thead>
<tbody>
<tr>
<td>16</td>
<td>FTC, Formal Interpretation No. 16</td>
<td>(Sept. 1999)</td>
<td>D-89</td>
</tr>
<tr>
<td>17</td>
<td>FTC, Formal Interpretation No. 17</td>
<td>(March 2000)</td>
<td>D-95</td>
</tr>
<tr>
<td>18</td>
<td>FTC, Formal Interpretation No. 18, Repealing Formal Interpretation No. 15</td>
<td>(March 8, 2005)</td>
<td>D-109</td>
</tr>
<tr>
<td>19</td>
<td>FTC, PNO Statement on Escrows</td>
<td>(April 28, 2011)</td>
<td>D-111</td>
</tr>
</tbody>
</table>
# TABLE OF CONTENTS

**Volume 3**

<table>
<thead>
<tr>
<th>Appendix E</th>
<th>Second Requests</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td>DOJ and FTC, Hart-Scott-Rodino Premerger Program Improvements (March 23, 1995)</td>
<td>E-1</td>
</tr>
<tr>
<td>(2)</td>
<td>FTC, Requests for Additional Information: Appeal Procedure</td>
<td>E-37</td>
</tr>
<tr>
<td>(3)</td>
<td>FTC, Memo to Staff re Second Requests (May 16, 2000)</td>
<td>E-39</td>
</tr>
<tr>
<td>(5)</td>
<td>DOJ, Revised Internal Second Request Procedure (June 2001)</td>
<td>E-47</td>
</tr>
<tr>
<td>(6)</td>
<td>FTC, Report to Congress Regarding Merger Review Procedures Pursuant to Section 630(c) of Pub. L. No. 106-553 (June 19, 2001)</td>
<td>E-49</td>
</tr>
<tr>
<td>(7)</td>
<td>DOJ, Report to Congress Regarding Merger Review Procedures as Required by Section 630(c) of Pub. L. No. 106-553 (June 19, 2001)</td>
<td>E-57</td>
</tr>
<tr>
<td>(8)</td>
<td>FTC, Reforms to the Merger Review Process (Feb. 16, 2006)</td>
<td>E-63</td>
</tr>
<tr>
<td>(9)</td>
<td>DOJ, Reforms to the Merger Review Process (Dec. 14, 2006)</td>
<td>E-95</td>
</tr>
<tr>
<td>(11)</td>
<td>FTC, Model Second Request (Retail Operations)</td>
<td>E-125</td>
</tr>
<tr>
<td>Appendix</td>
<td>Description</td>
<td></td>
</tr>
<tr>
<td>----------</td>
<td>-------------</td>
<td></td>
</tr>
<tr>
<td><strong>F</strong></td>
<td>FTC, Re: O’Connor &amp; Associates’ Obligation to File a Hart-Scott-Rodino Premerger Notification Form under Section 7A of the Clayton Act (April 19, 1982).</td>
<td></td>
</tr>
<tr>
<td><strong>G</strong></td>
<td>Sample Forms and Letter:</td>
<td></td>
</tr>
<tr>
<td>(1)</td>
<td>Sample Forms of Rule § 803.5 Affidavits</td>
<td></td>
</tr>
<tr>
<td>(2)</td>
<td>Sample Letter for Three-Cornered Filings</td>
<td></td>
</tr>
<tr>
<td><strong>H</strong></td>
<td>FTC Materials Relating to Hart-Scott-Rodino Notification:</td>
<td></td>
</tr>
<tr>
<td>(1)</td>
<td>FTC, The Most Frequently Asked HSR Questions</td>
<td></td>
</tr>
<tr>
<td>(2)</td>
<td>FTC, Frequently Asked Questions About NAICS</td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td>FTC, Guidance for Voluntary Submission of Documents During the Initial Waiting Period</td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td>FTC, Filing Fee Information (Feb. 28, 2008).</td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td>FTC, Valuation of Transactions Reportable under The Hart-Scott-Rodino Act (Valuation Worksheet).</td>
<td></td>
</tr>
<tr>
<td>(7)</td>
<td>FTC, Style Sheet: Hart-Scott-Rodino Filings</td>
<td></td>
</tr>
</tbody>
</table>
## TABLE OF CONTENTS

<table>
<thead>
<tr>
<th></th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>12</td>
<td>FTC, Tip Sheet re Rule § 8.02.4 (May 5, 2008)</td>
<td>H-83</td>
</tr>
<tr>
<td>13</td>
<td>FTC and DOJ Model Waiver Letter Materials (Sept. 25, 2013)</td>
<td>H-95</td>
</tr>
<tr>
<td>14</td>
<td>How to avoid common HSR filing mistakes with Item 4(c) and 4(d) documents (Jan. 8, 2015)</td>
<td>H-107</td>
</tr>
<tr>
<td>15</td>
<td>Milestones Reflections (March 2015)</td>
<td>H-111</td>
</tr>
<tr>
<td>16</td>
<td>HSR Rule 802.5 The Investment Rental Property Exemption (July 2015)</td>
<td>H-115</td>
</tr>
<tr>
<td>17</td>
<td>“Investment-only” means just that (Aug. 2015)</td>
<td>H-117</td>
</tr>
<tr>
<td>18</td>
<td>Stock Valuation (Oct. 2015)</td>
<td>H-121</td>
</tr>
<tr>
<td>19</td>
<td>Corporate or Non-Corporate? A New Approach To Classifying Foreign Entities Under HSR Rules (May 2016)</td>
<td>H-125</td>
</tr>
<tr>
<td>20</td>
<td>Filing Fee Wire Instructions (June 2016)</td>
<td>H-127</td>
</tr>
<tr>
<td>21</td>
<td>Resetting our views on HSR Items 4(c) and 4(d) (Nov. 28, 2016)</td>
<td>H-131</td>
</tr>
<tr>
<td>22</td>
<td>LBOs (Oct. 6, 2016)</td>
<td>H-133</td>
</tr>
<tr>
<td>23</td>
<td>Filing Fee Information (Feb. 27, 2017)</td>
<td>H-135</td>
</tr>
<tr>
<td>24</td>
<td>Procedures For Submitting Post-Consummation Filings (current as of June 2017)</td>
<td>H-137</td>
</tr>
<tr>
<td>25</td>
<td>Guidance for Voluntary Submission of Documents During the Initial Waiting Period (current as of June 2017)</td>
<td>H-139</td>
</tr>
</tbody>
</table>

(Rel. 13)
(26) Tip Sheet: Analysis of Not-for-Profit Combinations under the HSR Act and Rules ............ H-141

Appendix I
Horizontal Merger Guidelines
U.S. Department of Justice and the Federal Trade Commission .............. I-1

Appendix J
Annual Reports to Congress Pursuant to Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ........ J-1


(2) FTC, Second Annual Report to Congress (Calendar Year 1978) (Jan. 2, 1979). ............... J-9

(3) FTC, Third Annual Report to Congress (Calendar Year 1979) (Dec. 31, 1979). ............... J-13

(4) FTC, Fourth Annual Report to Congress (Calendar Year 1980) .... J-29

(5) FTC, Fifth Annual Report to Congress (Calendar Year 1981) .... J-43

(6) FTC, Sixth Annual Report to Congress (Calendar Year 1982) (July 26, 1983) ............... J-57

(7) FTC, Seventh Annual Report to Congress (Calendar Year 1983) (May 31, 1984) ............... J-73


(9) FTC, Ninth Annual Report to Congress (Calendar Year 1985) (Nov. 12, 1986). ............... J-167

(10) FTC, Tenth Annual Report to Congress (Fiscal Year 1987) (Nov. 1988) ............... J-245

(11) FTC, Eleventh Annual Report to Congress (Fiscal Year 1988) (Jan. 27, 1993) ............... J-335

(12) FTC, Twelfth Annual Report to Congress (Fiscal Year 1989) (Jan. 27, 1993) ............... J-401
TABLE OF CONTENTS

(13) FTC, Thirteenth Annual Report to Congress (Fiscal Year 1990) (Jan. 27, 1993) ................. J-441
(14) FTC, Fourteenth Annual Report to Congress (Fiscal Year 1991) (Jan. 27, 1993) ................. J-499
(15) FTC, Fifteenth Annual Report to Congress (Fiscal Year 1992) (April 6, 1994) ................. J-633
(17) FTC, Seventeenth Annual Report to Congress (Fiscal Year 1994) (Oct. 1996) ................. J-743
(18) FTC, Eighteenth Annual Report to Congress (Fiscal Year 1995) (March 25, 1997) .......... J-789

Appendix J is continued in Volume 4
# TABLE OF CONTENTS

## Volume 4

[continued]

<table>
<thead>
<tr>
<th>Appendix J</th>
<th>Description</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>(20)</td>
<td>FTC, Twentieth Annual Report to Congress (Fiscal Year 1997) (June 16, 1998)</td>
<td>J-909</td>
</tr>
<tr>
<td>(21)</td>
<td>FTC, Twenty-First Annual Report to Congress (Fiscal Year 1998) (March 12, 1999)</td>
<td>J-927</td>
</tr>
<tr>
<td>(22)</td>
<td>FTC, Twenty-Second Annual Report to Congress (Fiscal Year 1999) (Aug. 18, 2000)</td>
<td>J-955</td>
</tr>
<tr>
<td>(23)</td>
<td>FTC, Twenty-Third Annual Report to Congress (Fiscal Year 2000) (April 30, 2001)</td>
<td>J-1007</td>
</tr>
<tr>
<td>(26)</td>
<td>FTC, Twenty-Sixth Annual Report to Congress (Fiscal Year 2003) (Sept. 7, 2004)</td>
<td>J-1173</td>
</tr>
</tbody>
</table>

(Rel. 12)
(28) FTC, Twenty-Eighth Annual Report to Congress (Fiscal Year 2005) (Sept. 8, 2006) .................. J-1275
(29) FTC, Twenty-Ninth Annual Report to Congress (Fiscal Year 2006) (July 24, 2007) .................. J-1323
(30) FTC, Thirtieth Annual Report to Congress (Fiscal Year 2007) (Nov. 6, 2008) .................. J-1375
(31) FTC, Thirty-First Annual Report to Congress (Fiscal Year 2008) (July 14, 2009) .................. J-1427
(33) FTC, Thirty-Third Annual Report to Congress (Fiscal Year 2010) (Feb. 15, 2011) .................. J-1515
(34) FTC, Thirty-Fourth Annual Report to Congress (Fiscal Year 2011) (June 13, 2012) .................. J-1559
(35) FTC, Thirty-Fifth Annual Report to Congress (Fiscal Year 2012) (April 30, 2013) .................. J-1605
(36) FTC, Sixth Annual Report to Congress (Fiscal Year 2013) (May 21, 2014) .................. J-1651
(37) FTC, Seventh Annual Report to Congress (Fiscal Year 2014) (Aug. 2015) .................. J-1701
(39) FTC, Thirty-Ninth Annual Report to Congress (Fiscal Year 2016) (Sept. 30, 2016) .................. J-1793
(40) FTC, Fortieth Annual Report to Congress (Fiscal Year 2017) (Sept. 30, 2017) .................. J-1845
(41) FTC, Forty-First Hart-Scott-Rodino Annual Report (Fiscal Year 2018) .................. J-1895