

KIRKLAND ALERT

January 2013

Revised Hart-Scott-Rodino Act Thresholds Announced

The Federal Trade Commission (“FTC”) announced revisions to the Hart-Scott-Rodino (“HSR”) Act filing thresholds on January 10, 2013. The HSR Act requires annual adjustment of the thresholds based on the change in the U.S. gross national product. All thresholds will increase from the prior year.

Under the new thresholds, and subject to certain exemptions, HSR forms must be filed when, as a result of an acquisition, the buyer will hold assets, voting securities, and/or non-corporate interests valued in excess of \$70.9 million and the transaction involves parties with annual net sales or total assets valued at \$14.2 million or more and \$141.8 million or more, respectively. If the value of the assets, voting securities, and/or non-corporate interests to be held after the acquisition will exceed \$283.6 million, then — again, subject to certain exemptions — HSR forms must be submitted regardless of the size of the parties. The revised thresholds will apply to all transactions that close on or after February 11, 2013, the effective date of the notice.

The chart below summarizes the original thresholds set forth in the HSR Act and regulations, as well as last year’s and the new thresholds.

	Original Thresholds	2012 Thresholds	New Thresholds
Size-of-Transaction	\$50 million \$200 million	\$68.2 million \$272.8 million	\$70.9 million \$283.6 million
Size-of-Person	\$10 million \$100 million	\$13.6 million \$136.4 million	\$14.2 million \$141.8 million

Filing fees have not changed and apply to the new thresholds as follows:

Transaction Value	Filing Fee
Greater than \$70.9 million but less than \$141.8 million	\$45,000
Greater than or equal to \$141.8 million but less than \$709.1 million	\$125,000
\$709.1 million or more	\$280,000

Application of the HSR thresholds to a transaction involves detailed knowledge of the HSR Act and its implementing regulations. If you have questions regarding the HSR Act or its revised thresholds, please contact the following individuals or your regular Kirkland contact.

Ellen M. Jakovic
Kirkland & Ellis LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005-5793
ellen.jakovic@kirkland.com
+1 (202) 879-5915

Jennifer Clarke-Smith
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
jennifer.clarke-smith@kirkland.com
+1 (312) 862-2424

Daneen Jachino
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
daneen.jachino@kirkland.com
+1 (312) 862-2137

Kurt Wunderlich
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
kurt.wunderlich@kirkland.com
+1 (312) 862-4438

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