

FTC ANNOUNCES INCREASED 2013 HSR THRESHOLDS

January 14, 2013

The Federal Trade Commission (FTC) announced on January 10, 2013, the revised transaction thresholds that trigger the requirement to file a premerger notification and report form under the Hart-Scott-Rodino Antitrust Improvements Act (HSR). As most readers know, HSR requires that certain acquisitions of stock or assets and certain joint venture transactions be reported to both the Department of Justice, Antitrust Division (DOJ) and the FTC before closing. Reportable transactions cannot be consummated until after a designated period of time (usually 30 days, but sometimes less depending on certain circumstances).

With these recent adjustments to the HSR thresholds, transactions closing on or after **February 11, 2013** must file an HSR notification if a deal meets one of two tests:

1. **Size-of-persons test.** The total assets or sales for one party exceeds **\$141.8 million** and for the other party exceeds **\$14.2 million**. This test only applies if the value of the assets or securities being acquired exceeds **\$70.9 million**.
2. **Size-of-transaction test.** The total value of a proposed transaction exceeds **\$283.6 million**, regardless of the size of the parties.

Although there are certain statutory exemptions to the HSR filing requirements, the \$70.9 million threshold is a key threshold to keep in mind. Any transaction that falls below that threshold is exempt from the filing requirements.

The filing fees under HSR have not been adjusted and are as follows: **Value of Transaction Filing Fee** \$70.9 million to \$141.8 million \$45,000 \$141.8 million to \$709.1 million \$125,000 \$709.1 million or more \$280,000

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