

FTC Announces New HSR Thresholds

Effective February 25, 2016

On January 26, 2016, the Federal Trade Commission ("FTC") announced the annual revisions to the filing thresholds set forth in the Hart-Scott-Rodino Antitrust Improvements Act ("HSR Act"). The revised thresholds will be effective on February 25, 2016.

The HSR Act sets forth two primary notification thresholds: the size of transaction threshold and the size of person thresholds. These thresholds have been revised for 2016 as follows:

Threshold	2015 Level	2016 Level
Size of Transaction	\$76.3 million	\$78.2 million
Size of Person ¹ (lower)	\$15.3 million	\$15.6 million
Size of Person (higher)	\$152.5 million	\$156.3 million
Size of Person Threshold Exemption ²	\$305.1 million	\$312.6 million

The 2016 revisions also increase the size of transaction thresholds for acquisitions of additional voting securities of the same issuer (or issuers within the same acquired person). Notification under the HSR Act is required for 2016 when a party acquires voting securities that have a cumulative value of:

- \$78.2 million;
- \$156.3 million;
- \$781.5 million;
- 25% of the shares if their value is at or above \$1,563 million; and
- 50% of the shares if their value is above \$78.2 million.³

¹ To satisfy the Size of Person threshold, one party must have sales or assets meeting the higher threshold and the other party must have sales or assets meeting the lower threshold.

² Transactions valued at or above \$312.6 million are reportable without regard to whether the transaction satisfies the Size of Person threshold.

³ Once an acquiring person holds 50% or more of the voting securities of an issuer, all subsequent acquisitions of securities of that issuer are exempt.

For further information, please contact:

Ethan Litwin
(212) 837-6540
ethan.litwin@hugheshubbard.com

William Kolasky
(202) 721-4771
william.kolasky@hugheshubbard.com

Kenneth Lefkowitz
(212) 837-6557
ken.lefkowitz@hugheshubbard.com

Ellen Friedenberg
(212) 837-6465
ellen.friedenberg@hugheshubbard.com

James Modlin
(212) 837-6817
james.modlin@hugheshubbard.com

Antitrust & Competition Practice
Mergers & Acquisitions Practice
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Hughes Hubbard & Reed LLP

Hughes Hubbard & Reed LLP | A New York Limited Liability Partnership
One Battery Park Plaza | New York, New York 10004-1482 | +1 212-837-6000

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