



## FTC Announces Revised 2013 Thresholds for HSR Notification

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The United States Federal Trade Commission (the “FTC”) recently announced revised 2013 thresholds for mandatory filings under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “Act”).

The Act requires notification (a “HSR Notification”) to the FTC and the United States Department of Justice and observance of a waiting period prior to consummating or closing certain large mergers, acquisitions or consolidations. The determination of whether a HSR Notification is required under the Act is a detailed and fact-intensive inquiry, but generally revolves around two tests set forth in the Act: (i) whether the transaction involves the acquisition of voting securities and assets exceeding the thresholds set forth under the Act (the “Size-of-Transaction Test”) and (ii) whether the persons engaged in the transaction have assets or annual net sales in excess of the thresholds set forth under the Act (the “Size-of-Person Test”).

The FTC adjusts threshold amounts for the Size-of-Transaction and Size-of-Person tests annually to give effect to changes in the level of the gross national product. As a result of the 2013 adjustments, transactions must be valued under the Act at more than \$70.9 million to be potentially reportable. The following table highlights changes to the threshold amounts (in millions) from their 2012 amounts:

	Size-of-Transaction Test	Size-of-Person Test					
		As a result of the transaction, the Purchaser will hold an aggregate total amount of the voting securities and assets of the Target in excess of \$70.9MM, but not in excess of \$283.6MM (as revised for 2013).					
		Target is Engaged in:					
		Manufacturing:		Non-Manufacturing:		All Sectors:	
		Target	Purchaser	Target	Purchaser	Target	Purchaser
	As a result of the transaction, the Purchaser will hold an aggregate total amount of the voting securities and assets of the Target in excess of:	Annual net sales or total assets are equal to or greater than:	Total assets or annual net sales are equal to or greater than:	Total assets are equal to or greater than:	Total assets or annual net sales are equal to or greater than:	Annual net sales or total assets are equal to or greater than:	Total assets or annual net sales are equal to or greater than:
<b>2012 Threshold</b>	\$272.8	\$13.6	\$136.4	\$13.6	\$136.4	\$136.4	\$13.6
<b>2013 Threshold</b>	<b>\$283.6</b>	<b>\$14.2</b>	<b>\$141.8</b>	<b>\$14.2</b>	<b>\$141.8</b>	<b>\$141.8</b>	<b>\$14.2</b>

These new thresholds take effect on February 11, 2013.

*If you have any questions regarding this article, HSR Notifications or the Act, please contact Richard M. Carson, Jordan B. Edwards or Brandon M. Watson at 918-595-4800.*

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