

## Recent Developments

### FTC Revises Merger Filing Thresholds

Joseph D. Larson & Yuni Yan

*Wachtell, Lipton, Rosen & Katz*

Parties to merger and acquisition transactions meeting certain size thresholds must notify the U.S. Federal Trade Commission (FTC) and Antitrust Division of the U.S. Department of Justice pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”). In 2000, Congress required the FTC to revise the thresholds annually starting in Fiscal Year 2005, based upon changes in gross national product. The FTC recently published this year’s thresholds in the Federal Register. The following chart shows the adjusted thresholds that will apply for each original threshold:

Original Threshold	2013 Adjusted Threshold
\$10 million	\$14.2 million
\$50 million	\$70.9 million
\$100 million	\$141.8 million
\$110 million	\$156.0 million
\$200 million	\$283.6 million
\$500 million	\$709.1 million
\$1 billion	\$1.4181 billion

Under the new thresholds, a Notification and Report Form must generally be filed pursuant to the HSR Act when a buyer will hold voting securities or assets valued in excess of \$70.9 million, so long as the respective parties have in excess of \$14.2 million and \$141.8 million in either net annual sales or total assets. Acquisitions valued above \$283.6 million require notification irrespective of the size of the parties. For each notification, the acquiring party must indicate which of the following notification thresholds the transaction will exceed: (a) \$70.9 million, (b) \$141.8 million, (c) \$709.1 million, (d) 25% of the target’s voting securities if valued in excess of \$1.4181 billion, or (e) 50% of the target’s voting securities. The filing fees remain unchanged, but will apply to the new thresholds—

\$45,000 for transactions in excess of \$70.9 million, \$125,000 for transactions of at least \$141.8 million, and \$280,000 for transactions of \$709.1 million or more.

The adjusted thresholds will take effect on February 11, 2013.

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