



February 21, 2020

## FTC Announces Hart-Scott-Rodino Thresholds for 2020

The Federal Trade Commission (FTC) has announced the annual adjustment in Hart-Scott-Rodino filing thresholds (15 USC § 18a, Clayton Act § 7A) (85 Fed. Reg. 4984-4985).

For transactions closing on or after Feb. 27, 2020, all stock and asset acquisitions, mergers, consolidations, joint ventures and similar transactions valued at **not more than \$94.0 million** will be exempt from all HSR filing and waiting period requirements (assuming no prior or related transactions between the parties or their affiliates); an increase from last year's \$90.0 threshold. All transactions valued at **\$376.0 million and over**, not otherwise exempt under one of the many substantive HSR exemptions, will require a pre-acquisition filing and will need to observe the 30-day waiting period requirement (subject to possible early termination); while most (non-exempt) transactions valued **between \$94.0 million and \$376.0 million** will likely require a filing based on the "size-of-the-person" test (with size-of-the-person thresholds being adjusted to \$18.8 million and \$188 million). HSR filing fee levels are being similarly adjusted (though the fee amounts remain the same), and the penalty for not filing increases to \$43,280 per day, effective immediately.

As many of you know, we have longstanding experience and expertise in Hart-Scott-Rodino pre-merger filings. In addition to preparing the necessary HSR filing documents and communicating with the FTC and DoJ, we also analyze transactions to determine if they are exempt from the HSR filing requirements, counsel on pre-closing restrictions concerning the operations of the acquired entity, and advise on structuring transactions to avoid or minimize both potential antitrust problems and costly second requests. If you have an upcoming merger, consolidation, stock purchase or asset acquisition, please give us a call.

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