

If you have questions or would like additional information on the material covered in this Alert, please contact one of the authors:

Debra H. Dermody
Partner, Pittsburgh
+1 412 288 3302
ddermody@reedsmith.com

P. Gavin Eastgate
Partner, Pittsburgh
+1 412 288 5710
geastgate@reedsmith.com

Michelle A. Mantine
Partner, Pittsburgh
+1 412 288 4268
mmantine@reedsmith.com

William J. Sheridan
Associate, Pittsburgh
+1 412 288 3156
wsheridan@reedsmith.com

...or the Reed Smith lawyer with whom you regularly work.

Federal Trade Commission Announces Adjusted HSR Thresholds for 2016

On January 21, 2016, the Federal Trade Commission announced the annual threshold adjustments for premerger filings under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (15 U.S.C. § 18a) (“HSR”). The new thresholds have increased the dollar amount required to trigger HSR notification for both the size-of-transaction and size-of-person tests.

The revised HSR thresholds will apply to all transactions that close on or after the effective date, which is 30 calendar days following publication of the adjusted thresholds in the *Federal Register*. Publication will occur shortly, and the effective date will be in mid-February.

Size of Transaction The new annual thresholds will increase the minimum value of a transaction that could trigger an HSR filing as follows:

Value of Transaction	HSR Filing Required?
\$78.2 million or less	No
More than \$78.2 million up to \$312.6 million	Only if size-of-person test met (see below)
More than \$312.6 million	Yes

For any agreement entered into prior to the effective date (mid-February), the new thresholds will apply to these transactions so long as the transaction is closed on or after the effective date.

Size of Person The following table reflects the new annual thresholds for the size-of-person test. Under the 2016 revisions, the HSR requirements are generally triggered when the acquired or acquiring person has at least \$156.3 million in annual net sales or total assets, and the other person has at least \$15.6 million.

	Original Threshold	2016 Indexed Threshold
Total assets or annual net sales of acquiring/acquired person	\$100 million	\$156.3 million
Total assets or annual net sales of other person	\$10 million	\$15.6 million

Filing Fee Thresholds The new filing fee thresholds will also take effect in mid-February and will apply to transactions filing notification on or after the effective date. For transactions that are imminent or are currently underway, the applicable filing fee thresholds are those in effect at the time of filing notification.

Value of Transaction	Filing Fee
More than \$78.2 million but less than \$156.3 million	\$45,000
\$156.3 million but less than \$781.5 million	\$125,000
\$781.5 million or more	\$280,000

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