

Global Regulatory Enforcement Alert

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Federal Trade Commission Announces Adjusted HSR Thresholds for 2012

On January 24, 2012, 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 with respect to 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 late February.

Size of Transaction

The new annual thresholds will increase the minimum value of a transaction that *could* trigger an HSR filing, and the value of a transaction that will *automatically* trigger an HSR filing, as follows:

Value of Transaction	HSR Filing Required?
\$68.2 million or less	No
More than \$68.2 million up to \$272.8 million	Only if size-of-person test met (see below)
More than \$272.8 million	Yes

For any agreement entered into prior to the effective date (late 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 2012 revisions, the HSR requirements are generally triggered when the acquired or acquiring “person” in the transaction has at least \$136.4 million in annual net sales or total assets, and the other person has at least \$13.6 million.

	Original Threshold	2012 Indexed Threshold
Total assets or annual net sales of acquiring/acquired person	\$100 million	\$136.4 million
Total assets or annual net sales of other person	\$10 million	\$13.6 million

Filing Fee Thresholds

The new filing fee thresholds will also take effect in late 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 \$68.2 million but less than \$136.4 million	\$45,000
\$136.4 million but less than \$682.1 million	\$125,000
\$682.1 million or more	\$280,000

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