

## Amendments to HSR Pre-Merger Notification Requirements to Take Effect February 28, 2008

The Federal Trade Commission has announced revised jurisdictional and filing fee thresholds for the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. This is an annual adjustment to the size-of-transaction, size-of-persons, and filing fee thresholds based on changes in the gross national product. The revised thresholds apply to transactions closing on or after February 28, 2008.

The HSR Act and the related rules require the parties to a significant acquisition of voting securities, assets or non-corporate interests to file notification forms with the federal antitrust enforcement authorities and to wait for a defined period prior to completing the acquisition. Substantial civil penalties may be incurred if covered transactions are consummated without a filing or before the waiting period has expired or been terminated.

Although there are changes throughout the Act, including to the size-of-person test and the limitations contained in the exemptions for the acquisition of foreign assets and voting securities, the amendment affects private equity funds primarily as follows:

- **Increased Size-of-Transaction Test** – The size-of-transaction test will increase from \$59.8 million to \$63.1 million of voting securities, assets or non-corporate interests of the acquired person.
- **Revised Filing Fees** – The filing fees paid by acquiring persons based upon the value of the voting securities, assets or non-corporate interests being acquired will be revised as follows:

Value of Transaction	Fee
\$63.1-\$126.2 million (formerly \$59.8-\$119.6 million)	\$45,000
\$126.2-\$630.8 million (formerly \$119.6-\$597.9 million)	\$125,000
\$630.8 million or more (formerly \$597.9 million or more)	\$280,000

### Contact Information

To discuss the amendment and its impact on private equity funds, please call or email your regular Ropes & Gray attorney, or contact **Cary Armistead, Mit Spears, Tom Susman, or Jane Willis** of our Antitrust Department.

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