

Client Alert

Latham & Watkins
Antitrust and Competition Practice Group

Annual Revisions to the HSR Act Thresholds Announced Effective February 12, 2009

On January 6, 2009, the US Federal Trade Commission announced that it had approved the new jurisdictional thresholds required by the 2000 amendment to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act). Under the amendment, the FTC is required to revise the thresholds annually, based on the change in gross national product. These adjustments will be effective on February 12, 2009, and will affect all transactions closing on or after that date.

The new thresholds will change the applicable tests as follows:

1. Increase the minimum size-of-transaction test to \$65.2 million, this means acquisitions *below* \$65.2 million will not be reportable;

2. Increase the size-of-transaction test to \$260.7 million, this means acquisitions of more than \$260.7 million will be reportable unless an exemption applies;
3. Increase the size-of-persons test to \$13 million and \$130.3 million, this means that acquisitions of less than \$260.7 million are *not* reportable unless one person has assets or annual net sales of \$13 million or more and the other person has assets or annual net sales of \$130.3 million or more.

The new thresholds for 2009 are set out below. The chart on the next page illustrates the application of the HSR thresholds and lists the filing fee amounts, which remain unchanged.

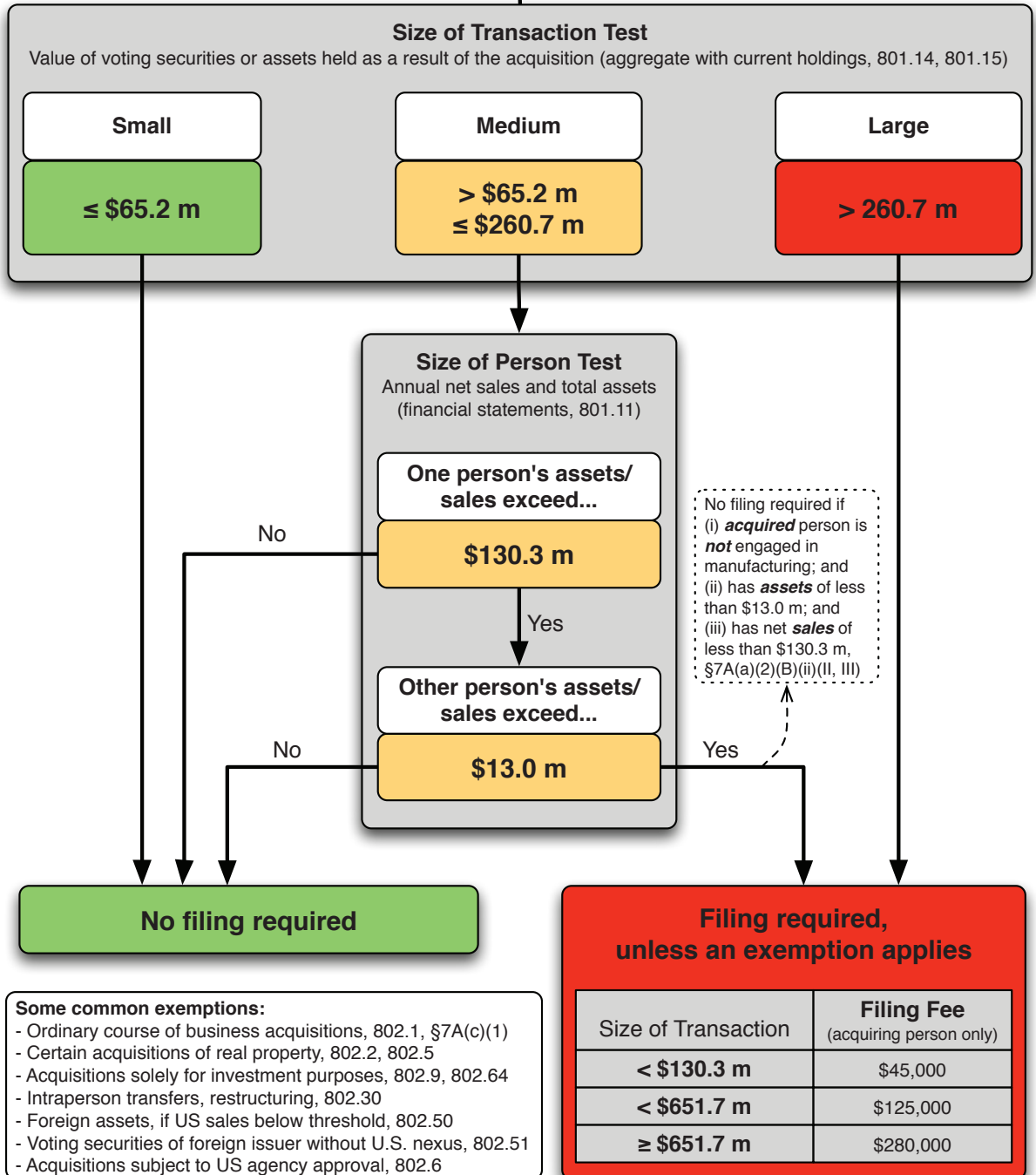
"FTC amends the Hart-Scott-Rodino Act size thresholds, *inter alia*, to raise the minimum dollar size for reportable acquisitions to \$65.2 million."

Original Threshold	New Threshold
<i>Size of Transaction</i> \$50 million	\$65.2 million
<i>Size-of-Persons</i> \$10 million and \$100 million	\$13 million and \$130.3 million
<i>Size-of-Transaction above which Size-of-Person Test Does Not Apply</i> \$200 million	\$260.7 million
<i>Notification thresholds:</i> \$50 million \$100 million \$500 million 25% of stock worth \$1 billion	\$65.2 million \$130.3 million \$651.7 million \$1,303.4 billion
<i>Filing fee thresholds:</i> \$50 million \$100 million \$500 million	\$65.2 million \$130.3 million \$651.7 million

LATHAM & WATKINS LLP

HSR Reportability Thresholds
§7A(a)(2)

2009 adjusted Thresholds
effective February 12, 2009



Sources: HSR Act (§7A Clayton Act, 15 USC §18a), Coverage Rules and Exemption Rules (16 CFR Parts 801 and 802)

If you have any questions about this *Client Alert*, please contact one of the authors listed below:

Sydney M. Smith
Washington, D.C.

Michael P. Bodosky
Washington, D.C.

E. Marcellus Williamson
Washington, D.C.

Manfred Gabriel
New York

Bruce J. Prager
New York

Hanno F. Kaiser
San Francisco

Joshua N. Holian
San Francisco

Or any of the following attorneys listed to the right.

Office locations:

Abu Dhabi
Barcelona
Brussels
Chicago
Doha
Dubai
Frankfurt
Hamburg
Hong Kong
London
Los Angeles
Madrid
Milan
Moscow
Munich
New Jersey
New York
Northern Virginia
Orange County
Paris
Rome
San Diego
San Francisco
Shanghai
Silicon Valley
Singapore
Tokyo
Washington, D.C.

Client Alert is published by Latham & Watkins as a news reporting service to clients and other friends. The information contained in this publication should not be construed as legal advice. Should further analysis or explanation of the subject matter be required, please contact the attorneys listed below or the attorney whom you normally consult. A complete list of our *Client Alerts* can be found on our Web site at www.lw.com.

If you wish to update your contact details or customize the information you receive from Latham & Watkins, please visit www.lw.com/LathamMail.aspx to subscribe to our global client mailings program.

Abu Dhabi
Bryant B. Edwards
+971.2.672.5002

Barcelona
Javier Ruiz Calzado
+34.93.545.5000

Brussels
Howard Rosenblatt
Andreas Weitbrecht
Suzanne Zuehlke
Bruno Lebrun
+32.2.788.60.00

Chicago
Tim Hardwicke
Kevin Russell
+1.312.876.7700

Doha
Bryant B. Edwards
+974.452.8322

Dubai
Bryant B. Edwards
+971.4.704.6300

Frankfurt
Georg Weidenbach
+49.69.6062.6000

Hamburg
Marco Núñez Müller
+49.40.4140.30

Hong Kong
Joseph A. Bevash
+852.2522.7886

London
John Colahan
+44.20.7710.1000

Los Angeles
Charles H. Samel
Belinda S. Lee
+1.213.485.1234

Madrid
Javier Ruiz Calzado
+34.91.791.5000

Milan
Matteo Bay
+39.02.3046.2000

Moscow
Christopher J. Allen
+7.495.785.1234

Munich
Gaby Eickstädt
+49.89.2080.3.8000

New Jersey
David J. McLean
+1.973.639.1234

New York
Bruce J. Prager
Manfred Gabriel
+1.212.906.1200

Northern Virginia
Eric L. Bernthal
+1.703.456.1000

Orange County
R. Scott Shean
+1.714.540.1235

Paris
Alain Georges
Hugues Vallette Viillard
+33.1.40.62.20.00

Rome
Fabio Coppola
+39.06.9895.6700

San Diego
Scott N. Wolfe
+1.619.236.1234

San Francisco
Daniel M. Wall
Karen E. Silverman
Hanno F. Kaiser
Joshua N. Holian
Peter K. Huston
+1.415.391.0600

Shanghai
Rowland Cheng
+86.21.6101.6000

Silicon Valley
Luke J. Bergstrom
+1.650.328.4600

Singapore
Joseph A. Bevash
+65.6536.1161

Tokyo
Daiske Yoshida
+81.3.6212.7800

Washington, D.C.
Tad B. Lipsky
E. Marcellus Williamson
Sydney M. Smith
Michael G. Egge
Michael P. Bodosky
+1.202.637.2200