

Basic HSR Threshold Raised to \$66 Million

2011-01-25

The Federal Trade Commission ("FTC") announced on its website Friday, January 21, that the Hart-Scott-Rodino ("HSR") thresholds will be increased by approximately 4%. Thus, the size-of-transaction filing threshold (also known as the "\$50 million threshold") will increase from the current \$63.4 million to \$66.0 million. The FTC is expected to publish a notice of the new thresholds in the Federal Register in the next few days, and the thresholds will become effective 30 days later (the "Effective Date"). Parties whose transaction will close on or after the Effective Date will be subject to the revised thresholds.

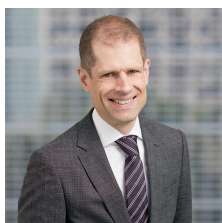
The thresholds' increase arises from amendments made to the HSR Act in 2000, which require the FTC to adjust the thresholds annually for change in the gross national product. All of the notification and exemption dollar thresholds in the HSR statute, regulations, and reporting instructions that are subject to annual adjustments will also be adjusted. The new HSR dollar thresholds will be as follows:

Original Threshold	2011 Threshold
\$10 million	\$13.2 million
\$50 million	\$66.0 million

\$100 million	\$131.9 million
\$110 million	\$145.1 million
\$200 million	\$263.8 million
\$500 million	\$659.5 million
\$1 billion	\$1.3190 billion

The FTC has also announced that it will be adjusting both dollar thresholds for Section 8 of the Clayton Act to account for changes in the gross national product. Section 8, in many circumstances, forbids a person from serving as an officer or director of two competing corporations if two thresholds are met. Under the revised thresholds, effective when published in the Federal Register, Section 8 may apply when each of the competing corporations has capital, surplus, and undivided profits aggregating more than \$26,867,000, and each corporation's competitive sales are at least \$2,686,700.

Authors



Hartmut Schneider

PARTNER

Vice Chair, Antitrust and
Competition Practice

✉ hartmut.schneider@wilmerhale.com

☎ +1 202 663 6948