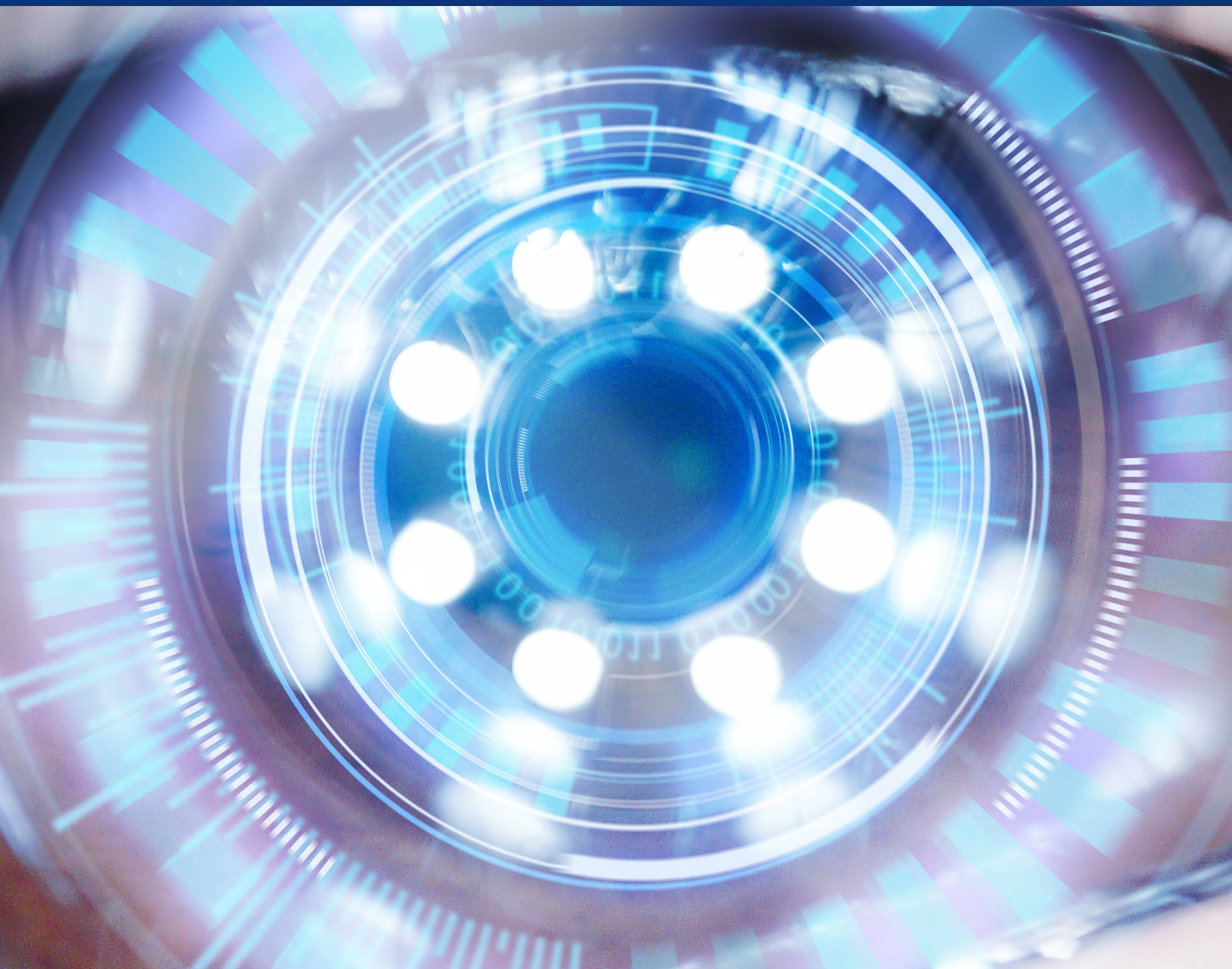
LATHAM & WATKINS LLP

US State Regulatory Spotlight on Healthcare Transactions: Reflections From 2026

November 2026



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Introduction

In 2026, state oversight of healthcare services transactions in the United States continued to intensify: new states enacted laws, and states with existing laws expanded the range of entities subject to certain review and approval processes and imposed new ownership reporting and disclosure requirements. States remained focused on private equity, hedge fund, and venture capital investors, real estate investment trusts (REITs), and management services organizations (MSOs). As in prior years, many bills addressing a variety of topics were introduced but not enacted.

One of the most notable changes occurred in California. CA Assembly Bill (AB) 1415, which took effect on January 1, 2026, extended California's healthcare transaction notice requirements to "noticing entities" (defined to include private equity groups, hedge funds, MSOs, upstream owners of providers, and any new entities created to effectuate healthcare transactions) and their transactions with healthcare entities and MSOs. The California Office of Health Care Affordability (OHCA) subsequently released final regulations implementing AB 1415, which took effect on November 2, 2026.

Elsewhere in the country, Delaware, Maine, Rhode Island, and Vermont each enacted new requirements relating to equity ownership and control of healthcare entities. Delaware instituted a two-year moratorium on nonprofit acute care hospital conversions, while Maine's 2025 moratorium on private equity-hospital transactions expired and was replaced by a comprehensive healthcare transaction oversight and reporting law. Vermont added ongoing reporting requirements for ownership and control interests in healthcare entities, and the Rhode Island Attorney General issued antitrust merger notification regulations applicable to medical practices.[1]

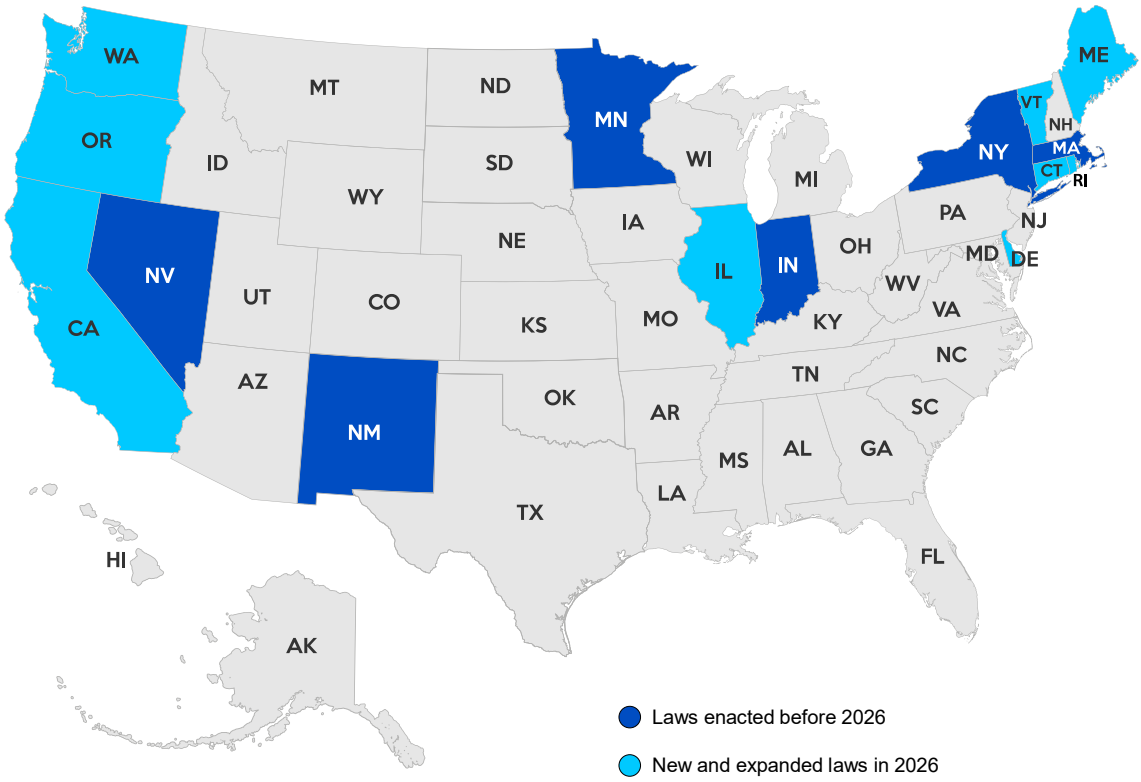
Several other states, including Connecticut, Illinois, Oregon, and Washington, expanded their existing oversight of healthcare transactions and healthcare entities. Notably, Connecticut expanded its existing requirements (which applied to medical group transactions) to prohibit hospital sale-leaseback arrangements and to require attestations regarding private equity control over providers. Illinois, whose existing law was set to expire on January 1, 2027, instead made the law permanent and expressly extended it to private equity companies, adding new disclosure requirements. Oregon likewise expressly brought private equity companies within the scope of its law (and issued extensive interpretive guidance), and Washington added sale-leaseback and nonprofit conversion transactions to its notification requirements.

This report provides key takeaways, analysis, and action items for investors, providers, payors, and other stakeholders, as well as an appendix detailing enacted legislative and regulatory developments in 15 states.[2] Because this is a dynamic area of law and policy, this report reflects a snapshot in time.

[1] Various states continue to enact broad state-level antitrust merger notification and review laws, impacting both healthcare and non-healthcare transactions, which are outside the scope of this review.

[2] The appendix does not summarize state laws relating to nonprofit conversions or state antitrust laws of general applicability.

State Healthcare Transaction Oversight Legislation in 2026



This map focuses on healthcare transaction review requirements; other state-level filings may apply.

Key Takeaways

- States continue to assert and expand oversight that expressly encompasses transactions involving REITs, MSOs, venture capital, private equity, hedge funds, and other equity investors (collectively, Investors).
- REITs and sale-leaseback arrangements continue to draw particular scrutiny, with additional states prohibiting hospital sale-leaseback transactions.
- States continue to assert oversight of, and impose restrictions on, the MSO model and MSO transactions, particularly those involving MSOs owned by private equity and similar Investors.
- In 2026, state-level merger notification regulations focused on healthcare transactions were promulgated in Rhode Island and Maine (and considered in other states), and California adopted an industry-agnostic Uniform Antitrust Premerger Notification Act (which is also being considered by other states).
- Regulatory reviews continue to focus on potential market and competitive impacts on healthcare access, quality, cost, and equity. Some laws also require or encourage notice to, or require copies of filings submitted to, other relevant agencies, which may increase interagency coordination and, in turn, cause timing delays and deal-execution challenges.
- Required disclosures include extensive financial and ownership information regarding Investors, and this information is increasingly made public.
- In certain states, post-closing annual reports and other reporting obligations, including annual updates on ownership and controlling interests held by Investors, apply for up to five years (and potentially longer).
- More states with enacted laws have published guidance (often on government websites rather than through a formal notice-and-comment process) on covered transactions, review processes, timelines, and reporting forms.
- Competitors, customers, and other stakeholders may increasingly use the review process to voice opposition to transactions.
- States are adopting stronger enforcement provisions, including expanding the role of attorneys general and granting express authority to investigate and issue civil investigative demands.
- Longer pre-closing review periods, expanded disclosure requirements, involvement of multiple state agencies in the review process, and public hearings may extend deal timelines and increase execution costs and risks for the parties.

Which Transactions Are Covered?

Legislative efforts this year continued to focus on certain healthcare provider transactions. Once again, laws enacted in 2026 directly address venture capital, private equity, hedge funds, REITs, and MSOs, with more states expressly prohibiting hospital sale-leaseback arrangements and with a heightened focus on transactions that could result in Investor control over, or interference with, clinical decision-making.

Many laws also extend beyond traditional mergers and acquisitions. Any “material transaction,” such as minority ownership changes, sale-leaseback arrangements, debt and lending arrangements, joint ventures, collaborations, and other commercial arrangements, may be subject to review and approval.

In addition, the thresholds that trigger review under these laws, including transaction size, participant size, number of providers, and in-state or out-of-state revenue, can be relatively low, particularly compared to Hart-Scott-Rodino (HSR) Act thresholds.

What Do the Review and Approval Processes Look Like?

Many of the 2026 reforms and new filing obligations, like most existing similar laws, focus on policy objectives and set out basic review standards, timing requirements, and required submissions. As regulatory agencies expand their authority and issue rules, regulations, and guidance, enforcement frameworks are taking shape in real time through agency interpretation.

Companies should expect review processes to share several common features, including:

- longer post-signing and pre-closing review periods due to required pre-closing submissions and clearance processes;
- low review thresholds that fall well below federal antitrust review thresholds;
- enhanced disclosure obligations regarding the parties' ownership and control structures, financing sources, general financial conditions, key operational matters, and anticipated operational changes;
- detailed analysis of impacts on local markets and on care access and quality, as well as mitigation of potential negative community impacts;
- public notice and hearings; and
- approval conditions and post-closing oversight with continued monitoring and reporting requirements.

What to Watch: Legislative Activity at the State and Federal Level

Legislative activity continues at both the state and federal level. More than 20 states introduced some form of related legislation in 2026. Although many of these bills failed to advance when state legislative sessions ended this past summer, at least a few are likely to be reintroduced in the next session, reflecting continued interest in greater transparency and oversight of healthcare transactions and their impact on the delivery of healthcare as well as the MSO and practice management structures.

At the federal level, Congress considered three legislative packages:

- **Take Back Our Hospitals Act of 2026** (S 4085), which seeks to bar hospitals and skilled nursing facilities owned by private equity companies or REITs from participating in the Medicare program;
- **Corporate Crimes Against Health Care Act** (S 3829 / HR 7537), which would impose civil and criminal penalties, reporting obligations, and other restrictions on private equity companies and REITs operating in the healthcare sector; and
- **Stop Corporate Takeovers of Physicians Act of 2026** (S 5419 / HR 10444), which would establish a federal corporate practice of medicine framework and impose restrictions on the MSO structure common in the industry.

Action Items

Implementation of new state-level review regimes is ongoing, and stakeholders should monitor this evolving environment. Investors, providers, and other stakeholders can take several steps to navigate the regulatory landscape:

- **Evaluate existing and post-closing organizational, operational, and governance structures** to identify state requirements that may be triggered.
- **Articulate and consistently advance the transaction's value to the healthcare system and consumers** (which can take several forms) alongside its commercial value proposition.
- **Adjust existing investment models and acquisition playbooks** to account for longer transaction timelines, increased deal expenses, and potential operational changes that may be required to obtain state approval.
- **Apply best-in-class antitrust protocols and similar processes early and often** for all strategic transaction evaluations and communications, and engage antitrust counsel early to coordinate across reviews, including potential state-level reviews in addition to Department of Justice or Federal Trade Commission review.
- **Augment company awareness training** for corporate strategy, business development, and integration teams.
- **Reevaluate existing affiliation and MSO models and compliance infrastructure** to ensure the organization uses best-in-class approaches that reflect state policy positions, particularly regarding clinical decision-making and operational guardrails.
- **Consider how transaction documents will allocate the costs and risks of review and approval processes** (e.g., closing conditions, interim operating covenants, regulatory review covenants, and termination rights).
- **Consider transaction financing implications** (e.g., longer regulatory review and approval processes may require longer, and potentially more expensive, third-party financing commitments).
- **Develop a plan for ongoing reporting obligations**, including transaction impact reviews and reporting of current and future changes to ownership and control information.

Appendix

CALIFORNIA

California Health Care Quality and Affordability Act

(CAL. HEALTH & SAFETY CODE § 127500; 22 CCR §§ 97431 – 97443)

Status: Enacted *Final Regulations Published December 18, 2023;* *Amended August 22, 2024;* *Emergency Regulations October 2, 2026*	*Effective April 1, 2024* *CA AB 1415 amendments* *Effective January 1, 2026* *Emergency Regulations* *Effective November 2, 2026*
Regulating Authority	California Office of Health Care Affordability (OHCA)
Purpose	To increase transparency of mergers, acquisitions, and corporate affiliations that may impact market competition and affordability. The law grants OHCA broad authority to investigate anti-competitive consolidation among healthcare entities, which the California legislature has identified as a primary driver of escalating healthcare costs in the state.
Impacted Transactions	• Merger, acquisition, affiliation, or agreement involving a transfer of a material amount of assets or transfer of control, responsibility, governance, or operations • Transfer of assets includes sale, transfer, lease, exchange, option, encumbrance, conveyance, or disposition • For "**noticing entities**" includes transfer of control, responsibility, or governance of a material amount of the assets or operations of the healthcare entity or MSO to one or more entities • Private equity and hedge fund transactions involving certain kinds of governance and decision-making control over the healthcare entity or MSO • MSO arrangements with certain healthcare entities or providers or involving a change of control of a healthcare entity • Real estate sale-leaseback arrangements • Ten-year look-back applies to serial transactions involving the noticing entities or healthcare entities
Impacted Healthcare Entities	Includes transactions involving any: • Ambulatory surgical center • Clinical laboratory • Community clinic • Specialty clinic • Healthcare service plan • Health insurer or affiliates acting on behalf of a health insurer • Health system • Hospice facility • Intermediate care facility • Hospital • Hospital outpatient clinic • Imaging center • Medical foundation • Pharmacy benefit manager • Physician practice with at least 25 physicians or otherwise considered "high-cost outliers" • Risk-bearing organization • Skilled nursing facility • Third-party administrator • "Noticing entities" including private equity groups, hedge funds, MSOs, upstream owners of providers, and any new entities created to effectuate transactions (regardless of whether a provider is currently operating, providing healthcare services, or has a pending or suspended license)

Materiality Threshold / Excluded Transactions	**Materiality threshold:** Added for private equity/hedge fund ownership in healthcare entities or MSOs (owns 10% or more, applied collectively, or acquires mechanism of control). Emergency regulations narrow definition of MSO to include, among others, an entity that (a) employs the physician-owner of, or otherwise contracts with the physician-owner of, one or more physician organizations; or (b) shares one or more directors, officers, investors, or other natural persons with the ability to exercise control with respect to a healthcare entity. **Excluded transactions:** Includes transactions in the usual and regular course of business of the healthcare entity or MSO, corporate restructurings, and transactions already subject to review* including those involving: • Healthcare service plans or health insurers reviewed by the Department of Managed Health Care, the Department of Insurance, or under the Knox-Keene Health Care Service Plan Act of 1975 • Nonprofit corporations reviewed by the Attorney General • Certain de minimis transactions, including those in which one party has less than $25 million in California-derived annual revenue • A county purchasing, acquiring, or assuming control, responsibility, or governance of an entity to ensure continued access within that county • MSOs subject to law exclude entities that own one or more general acute care hospital or acute psychiatric hospital (per CA Health & Safety Code §1250) *Excluded transactions may be referred by the applicable reviewing authority to OHCA for a cost and market impact review (CMIR).
Timing of Initial Filing	At least 90 days prior to closing, or on an expedited basis if OHCA deems that the parties have sufficiently demonstrated the need for immediate review (i.e., substantial risk of bankruptcy).
Review Process	• Preliminary review • Potential cost and market impact review, including public notice and comment • Permits remand and additional review of determination that a CMIR is required • If CMIR is required once OHCA publishes its final report, a 60-day waiting period must expire before parties can close
Review Criteria	Preliminary review includes: • Access to healthcare services • Quality of care • Efficiency • Market competition • Costs for the state • Costs for consumers
Post-Closing Obligations and Monitoring	MSOs required to submit data and other information (per CA AB 1415).
Miscellaneous	• Potential referral to Attorney General for review of unfair competition, anti-competitive behavior, or anti-competitive effects. • Additional disclosure requirements added, particularly for “noticing entities,” related to (a) ownership (including names of healthcare entities and MSOs directly or indirectly owned, controlled, or financed by private equity or hedge funds, corporate organizational charts, and potential post-transaction ownership and control changes), (b) financial information and analysis (including financial information shared with investors or governing bodies, debt-to-equity ratios and certain compensation/deal incentive data), (c) MSO services and geographic service areas, and (d) real estate transactions.

CALIFORNIA

CAL. CORP. CODE § 14700

Status: Enacted	*Effective January 1, 2024*
Regulating Authority	California Attorney General (CA AG)
Purpose	To address concerns relating to the supply and affordability of medicine by monitoring and regulating mergers and acquisitions of retail grocery firms and retail drug firms.
Impacted Transactions	Acquisitions of voting securities or assets that either require notice pursuant to the HSR Act or involve an acquisition of a total of 20 retail grocery firms or retail drug firms.
Impacted Healthcare Entities	Includes transactions involving any: • Retail drug firm (classified as North American Industry Classification System (NAICS) category 45611) • Retail grocery firm (classified as NAICS category 44511 and 455211)
Materiality Threshold / Excluded Transactions	None specified — subject to further administrative guidance.
Timing of Initial Filing	At least 180 days prior to closing.
Review Process	None specified — subject to further administrative guidance.
Review Criteria	None specified — subject to further administrative guidance.
Post-Closing Obligations and Monitoring	None specified — subject to further administrative guidance.
Miscellaneous	• Noncompliance may result in penalties of up to $20,000 per day. • The CA AG may seek a court order to temporarily stay or enjoin the acquisition for a reasonable period necessary to complete an analysis of competitive effects. • The CA AG or other parties may bring an action to enjoin or seek divestiture of assets or ownership interests obtained in a completed acquisition to restore competition.

CONNECTICUT

An Act Concerning Notice of Acquisitions, Joint Ventures, Affiliations of Group Medical Practices and Hospital Admissions, Medical Foundations and Certificates of Need

(PUBLIC ACT NO. 14-168 (CONN. GEN. STAT. § 19A-486l))

Status: Enacted	*Effective October 1, 2014*
Regulating Authority	Connecticut Attorney General (CT AG)
Purpose	To monitor and regulate competition with respect to healthcare services.
Impacted Transactions	• Merger and acquisition • Employment arrangement of substantially all physicians in a group practice • Affiliation between two or more entities to negotiate rates
Impacted Healthcare Entities	Transactions **involving a group practice of two or more physicians and a:** • Hospital • Hospital system • Captive professional entity • Another group practice of two or more physicians • Medical foundation • Entity organized or controlled by a hospital or hospital system
Materiality Threshold / Excluded Transactions	Transactions involving two group practices that result in a group practice with seven or fewer physicians.
Timing of Initial Filing	At least 30 days prior to closing.
Review Process	None specified.
Review Criteria	None specified.
Post-Closing Obligations and Monitoring	None specified, other than annual reports noted below.
Miscellaneous	• Must notify the CT AG of any transaction that requires notice under the HSR Act. • Hospitals and hospital systems affiliated with a group practice, and group practices comprising 30 or more physicians, must file an annual report with the CT AG and Commissioner of Public Health. The report includes: – The names and specialties of each physician practicing medicine within the group practice – The names of the business entities providing the services – A description of services provided at each location – The primary service area served by each location

CONNECTICUT

An Act Concerning Hospital Sale-Leaseback Transactions and Attestations Concerning Lack of a Controlling Interest of a Hospital or of Interference with the Professional Judgement and Clinical Decisions of Certain Health Care Providers of a Hospital by a Private Equity Entity

(PUBLIC ACT NO. 26-22 (SB 196))

Status: Enacted	*Prohibition Effective July 1, 2027* *Attestation Effective February 15, 2027*
Regulating Authority	Connecticut Commissioner of Public Health (Commissioner)
Purpose	To prohibit sale-leaseback transactions involving hospitals and to require annual attestations regarding private equity control over providers.
Impacted Transactions	• Hospital main campus sale-leaseback transactions • Private equity investments/arrangements with hospitals and clinicians
Impacted Healthcare Entities	Transactions involving hospitals (or their clinicians) and: • Private equity • REITs • Any other entity seeking to enter a sale-leaseback transaction with a hospital
Materiality Threshold / Excluded Transactions	**Materiality threshold:** None specified for: (i) prohibition on hospital sale-leaseback transactions, or (ii) attestation regarding prohibition on private equity holding a "controlling interest in a hospital" and on directing hospital policy regarding clinician judgment and decision-making. "Ultimate governance control and authority" standard specified for attestation regarding prohibition on private equity involvement in assets or activities on the main campus of a hospital (e.g., clinical, operational, managerial, financial, or human resources). **Excluded transactions:** Hospital joint ventures, hospital agreements with physicians/physician groups to provide services at the hospital, and coordination between a hospital and its parent healthcare system.
Timing	• Prohibition on sale-leaseback transactions: On or after July 1, 2027. • Attestations regarding lack of private equity interests: On or after February 15, 2027, and annually thereafter.
Miscellaneous	• Attestation affirming there is no private equity interference with clinical decision-making explicitly includes: (i) amount of time/number of patients seen in set time period, (ii) time to triage emergency patients/evaluate admitted patients, (iii) time by which discharge occurs, (iv) decisions involving clinical status (e.g., observation, palliative, and post-discharge care), (v) final diagnosis/coding in medical records, and (vi) appropriate diagnostic tests for medical conditions. • Civil penalties of up to $2,000 per violation for failure to provide annual attestations (with appeal process).

DELAWARE

An Act Relating to the Protection of Nonprofit Acute Care Hospitals

(SB 313 AMENDING 29 DEL. CODE 2531-32, 16 DEL. CODE 9304 AND ADDING 29 DEL. CODE 2534)

Status: Enacted	*Moratorium Effective July 20, 2026 – July 1, 2028*
Regulating Authority	Delaware Attorney General (DE AG); Delaware Health Resources Board (Board)
Purpose	To place a two-year moratorium on change of control and not-for-profit healthcare conversion transactions involving any entity or person other than a charity or not-for-profit entity, and to prohibit submissions by for-profit entities for Certificates of Public Review for the construction, development, establishment, or acquisition of acute care hospitals, to allow the state time to develop permanent and appropriate statutory safeguards.
Impacted Transactions	• Not-for-profit healthcare conversion transactions • Change of control transactions involving nonprofit acute care hospitals, including transactions that result in the power to direct a hospital's management, policies, or clinical practices • Sale/lease of primary facility real estate of nonprofit acute care hospital • Applications to Board for Certificate of Public Review for acute care hospitals
Impacted Healthcare Entities	Transactions involving nonprofit acute care hospitals and: • Private equity • REITs • Any other person or entity other than a charity or not-for-profit entity
Materiality Threshold / Excluded Transactions	"Change of Control" is presumed if there is a change of control of 25% or more of voting securities/membership interests, a right to effect change in the composition of the board of directors or executive officers, or a contractual right to veto material decisions of a hospital.
Timing	Moratorium on conversion and change of control transactions effective until July 1, 2028.
Review Process	None specified.
Review Criteria	None specified.
Post-Closing Obligations and Monitoring	None specified.
Miscellaneous	• If nonprofit conversion notice is required to be given to the DE AG and involves an acute care hospital, notice must also be provided simultaneously to the Governor and to the Secretary of the Department of Health and Social Services. • DE AG may seek injunctive relief and other legal remedies. Enforcement action initiated prior to moratorium expiration may continue.

ILLINOIS

The Illinois Health Facilities Planning Act; The Illinois Antitrust Act

PUBLIC ACT 104-0782

Status: Enacted	*Covered Transaction Oversight Effective January 1, 2024* *Private Equity Provisions (HB 5000) Effective January 1, 2027*
Regulating Authority	Illinois Attorney General (IL AG)
Purpose	Repeals the January 1, 2027, sunset of Section 7.2a and Section 13 (Antitrust Enforcement Fund) of the Illinois Antitrust Act — with corresponding amendments to the Illinois Health Facilities Planning Act (20 ILCS 3960) and State Finance Act — to increase the IL AG's oversight of transactions involving healthcare facilities, large provider organizations, and private equity companies to control cost and quality of care and protect the public from reduced competition due to transactions that are not subject to federal oversight.
Impacted Transactions	• Mergers and acquisitions • "Contracting affiliation" that forms a relationship between two or more entities that permits the entities to negotiate jointly with health plans or third-party administrators (TPAs), or for one entity to negotiate on behalf of the other entity with health plans or TPAs, over rates for professional medical services. • Impacted transactions include those between an Illinois healthcare entity and an out-of-state healthcare entity, if the out-of-state entity generates $10 million or more in annual revenue from patients residing in Illinois
Impacted Healthcare Entities	Transactions involving **two or more** healthcare facilities or provider organizations that were not previously under common ownership or contracting affiliation, including transactions where parties themselves are not healthcare facilities or provider organizations, but are **private equity companies or other entities** that **own or control, directly or indirectly, one or more** of the following entities under common ownership or under contracting affiliation. **"Healthcare facilities":** • Ambulatory surgery centers • Hospitals • Kidney disease treatment centers • Cardiac catheterization / open-heart surgery facilities **"Provider organizations":** Entities in the business of "healthcare delivery or management" and that represent 20 or more healthcare providers in contracting with health plans or TPAs, including: • Physician organizations • Independent Practice Associations (IPAs) • Provider networks • Physician-Hospital Organizations (PHOs) • Accountable Care Organizations (ACOs)

Materiality Threshold / Excluded Transactions	**Materiality threshold:** "Private equity company" is defined to include private equity companies that own or control a direct or indirect ownership share of a state healthcare entity or an out-of-state healthcare entity that generates $10 million or more annually from state residents. **Excluded transactions:** Corporate reorganizations, arrangements among entities under common ownership, and (except for specifically listed facilities) physician and other licensed professional practices (whether practicing under individual capacity or under legal corporate structure), including where such practices are carried out in a portion of a healthcare facility under contract with such practice, unless such entity constructs, modifies, or establishes a healthcare facility.
Timing of Initial Filing	• No later than 30 days prior to closing or effective date of transaction. • Application for a certificate of exemption (COE) for a change of ownership of a healthcare facility under the Health Facilities Planning Act needs to be submitted to the Board prior to signing, where key transaction terms are submitted (as opposed to full transaction documents), and application must be approved prior to closing.
Review Process	• Notice shall be provided for the covered transaction generally, rather than only by healthcare facilities or provider organization parties to the covered transaction. • If the transaction is subject to HSR, the notice requirement is satisfied by providing a copy of the HSR filing with all attachments to the IL AG concurrently with submission to the federal government. • The notice requirement is also satisfied if the healthcare facility files an application for a COE for change of ownership with the Health Facilities and Services Review Board, in compliance with the Illinois Health Facilities Planning Act, and a copy is filed with the IL AG concurrently. • If HSR or Board filings are not applicable, notice for any healthcare facility, provider organization, private equity company, or an entity that owns or controls, directly or indirectly, a facility or organization involved in a covered transaction, must include: – Names and business addresses of all healthcare facilities and provider organizations involved in the covered transaction – Identification of all locations where healthcare services are currently provided by each such entity – A description of the nature and purpose of the proposed transaction – The anticipated effective date of the proposed transaction • The IL AG may request additional information from any filing party within 30 days of receipt of notice. • 30-day waiting period after the parties have substantially complied with the IL AG's first request for additional information.
Review Criteria	None specified — subject to further administrative guidance.
Post-Closing Obligations and Monitoring	• None specified under the Antitrust Act — subject to further administrative guidance. • For transactions also requiring a change of ownership exemption under the Health Facilities Planning Act: (i) applicant must certify to the Board within 90 days after closing that the change of ownership was completed in accordance with key terms in application; and (ii) hospitals must certify that for two years after the transaction, they will not adopt a more restrictive charity care policy.
Miscellaneous	• IL AG may seek injunctions and civil penalties of up to $500 per day against any party to a covered transaction for violations (subject to 10-day cure period).

	• Implementing regulations for IL Health Facilities Planning Act codified in Title 77, Part 1100 of the Illinois Administrative Code, but corresponding HB 5000 changes are pending. • Implementing regulations for IL Antitrust Act, as amended by HB 5000, are pending.

INDIANA

IC § 25-1-8.5

Status: Enacted	*Effective July 1, 2024* *Revisions Regarding Reporting Obligations Effective July 1, 2025, and January 1, 2026*
Regulating Authority	Indiana Attorney General (IN AG)
Purpose	To identify transactions that may lessen competition and increase costs.
Impacted Transactions	Merger and acquisition, including any change of ownership of assets or stock and any transaction that results in a direct or indirect change of control.
Impacted Healthcare Entities	• Organizations providing diagnostic, medical, surgical, dental, or rehabilitative care • Insurers that issue certain accident and sickness insurance • Health maintenance organizations • Pharmacy benefit managers (PBMs) • Insurance administrators • Private equity partnership (regardless of location)
Materiality Threshold / Excluded Transactions	**Materiality threshold:** Notice is required for mergers and acquisitions between an Indiana healthcare entity and another healthcare entity, with total assets (regardless of whether those assets are located in the State of Indiana) of at least $10 million. **Excluded transactions:** Excluded healthcare entities include healthcare providers that are (or would be post-merger/acquisition) majority-owned by Indiana licensed practitioners who routinely provide healthcare services in their own practices.
Timing of Initial Filing	90 days prior to closing.
Review Process	• The IN AG must review the materials within 45 days after submission • The IN AG may provide a written analysis of its concerns to the parties, and parties are encouraged to respond promptly • The IN AG may issue a civil investigative demand for additional information
Review Criteria	None specified — subject to further administrative guidance.
Reporting Obligations and Monitoring	• Requires hospitals, various healthcare entities (as defined), insurers, third-party administrators, and PBMs to periodically report certain ownership information, including that of controlling interests and private equity partner interests to the state. • Permits the IN AG to investigate at any time the market concentration of various healthcare entities, including private equity partnerships, and issue civil investigative demands.

MAINE

An Act to Implement Certain Recommendations Related to the Regulatory Review and Approval of Certain Health Care Transactions Involving Private Equity Companies, Hedge Funds or Management Services Organizations

(22 MRSA § 371-373)

Status: Enacted	*Effective January 1, 2027*
Regulating Authority	Maine Department of Health and Human Services (Department); Maine Attorney General (ME AG)
Purpose	To establish a process for review and approval of transactions when a private equity company, hedge fund, or related MSO acquires a majority ownership interest in or takes operational control over a healthcare entity. Replaces one-year moratorium on certain transactions involving in-state hospitals and private equity companies or REITs enacted in June 2025.
Impacted Transactions	Acquisitions of a direct or indirect majority ownership interest, or operational control of a healthcare entity by a private equity company, hedge fund, or private equity- or hedge fund-related MSO.
Impacted Healthcare Entities	• Hospitals and health systems • Ambulatory surgery and residential treatment centers • Outpatient clinics • Laboratories and imaging centers • Freestanding emergency facilities • Rehabilitation and therapeutic health settings • Providers including medical practices • Provider organizations, including: – Accountable Care Organizations (ACOs) – Physician-Hospital Organizations (PHOs) – Independent Practice Associations (IPAs) – MSOs – Healthcare provider networks
Materiality Threshold / Excluded Transactions	Excluded: • Independent provider organizations with six or fewer providers and without any ownership or control entities • Nursing facilities • Dental services or dental services organizations
Timing of Initial Filing	180 days pre-closing notice.
Review Process	• Filing fees from $2,000 to $10,000. • Within 10 days, the Department must publish a summary of the transaction on its website (subject to confidentiality requests). • 60-day review (in coordination with Office of Affordable Health Care (OAHC)) to approve, conditionally approve, or decide to perform comprehensive review.

	• Comprehensive review must include a public hearing and a potential OAHC cost and market impact review (CMIR) with public report due within 150 days of request. Approval/denial due within 60 days of CMIR receipt. • Material change transactions may not be completed until determination is made.
Comprehensive Review Criteria	Comprehensive review required if the transaction is expected to involve an asset transfer greater than $100 million, lessen competition, and materially affect cost, quality, or access.
OAHC Cost and Market Impact Review Criteria	An OAHC CMIR includes: • Price and relative price • Market share and impact on competition; compliance with requirements related to competitive conduct • Quality and patient experience • Cost and cost trends • Consumer concerns • Impact on clinical workforce • Impact of real estate sale or lease arrangements • Availability and accessibility of similar services • Any at-risk, underserved, and government-payor patients • Any low-/negative-margin services • Previous transactions (in or out of state) • Debt-to-equity ratio after transaction • Other public interest factors
Determination Criteria	Department determination includes consideration of transaction impact on: • Healthcare costs, prices, affordability • Availability or accessibility of services • Potential effects on outcomes, quality, access, equity, or workforce • Loss of access to essential healthcare services • Cost trends and state healthcare spending containment • Access in medically underserved areas • Rectifying historical and contemporary equity and access problems • Functioning and competitiveness of healthcare and insurance markets • Compliance with applicable laws including antitrust, corporate practice of medicine, and consumer protection • Benefits outweigh anticompetitive effects • Transaction in the public interest
Post-Closing Obligations and Monitoring	• Acquiring entity must submit reports to the Department after years one, two, and five (and longer at the Department's discretion) covering compliance, cost, and growth trends and impact assessment • Once by July 1, 2027, and subsequently upon completion of material change transactions thereafter, healthcare entities must provide ownership and control information to the Maine Health Data Organization for the healthcare entity and affiliates including significant equity investors, REITs, and MSOs, which may be shared publicly.
Miscellaneous	• Administrative penalties of $10,000 per day and potential referral by the Department to the ME AG; the ME AG holds subpoena and injunction/specific performance authority. • Rulemaking authorized. • Maine also has a mini-HSR statute.

MAINE

Maine Health Data Organization; Restructuring Data; Ownership and Control of Health Care Entities

(22 MRSA § 8710-A)

Status: Enacted	*Effective January 1, 2027*
Regulating Authority	Maine Health Data Organization (ME Organization)
Purpose	To establish a process for initial and ongoing reporting of ownership and organizational information on an annual basis, following material change transactions involving healthcare entities and affiliates including significant equity investors, REITs, and MSOs, which may be shared publicly.
Impacted Transactions	Acquisitions of a majority interest, or operational control of a healthcare entity by a private equity company, hedge fund, or MSO.
Impacted Healthcare Entities	• Hospitals and health systems • Ambulatory surgery and residential treatment centers • Outpatient clinics • Laboratories and imaging centers • Freestanding emergency facilities • Rehabilitation and therapeutic health settings • Providers including medical practices • Provider organizations, including: – Accountable Care Organizations (ACOs) – Physician-Hospital Organizations (PHOs) – Independent Practice Associations (IPAs) – MSOs • Healthcare provider networks
Materiality Threshold / Excluded Transactions	Excluded: • Independent provider organizations without any ownership or control entities and with six or fewer providers • Healthcare providers and provider organizations (but not health facilities) reported on the organization chart of another reporting health care entity • Nursing facilities • Dental services or dental services organizations
Timing of Initial Filing	No later than July 1, 2027.
Review Process	Beginning January 1, 2029, the ME Organization shall annually post information on reported ownership and control interests and changes thereto (including information on affiliates of hospitals) and may share such information with the Attorney General, Office of Affordable Health Care, and other state agencies.
Post-Closing Obligations and Monitoring	After July 1, 2027, ongoing reporting obligation upon the completion of a material change transaction involving a healthcare entity.

MASSACHUSETTS

MASS. GEN. LAW. CH. 6D § 13 AS AMENDED BY ST. 2024, C. 343 (SB 5159); 958 CMR 7.00

Status: Enacted	*Originally Effective January 1, 2013* *Updates Effective April 8, 2025*
Regulating Authority	Massachusetts Health Policy Commission (HPC)
Purpose	To monitor healthcare spending growth and publicly report on the evolving structure and composition of the provider market, increase transparency and enhance cost containment, and regulate private equity and REITs.
Impacted Transactions	Any material change that a provider or provider organization makes to its operations or governance structure. Material changes include, but are not limited to: • Merger and acquisition with or by an insurance plan, a hospital, or health system, excluding a corporate reorganization • Any other merger and acquisition or other affiliation with another provider or provider organization that results in an increase of $10 million or more in net patient service revenue or a near-majority of market share in a given service or region, excluding a corporate reorganization • Any clinical affiliations in which each party has $25 million or more in net patient service revenue, other than those solely relating to clinical trials or graduate medical education programs • Formation of any partnership, joint venture, ACO, parent corporation, MSOs, or other organization created to contract with health plans or third-party administrators or for current or future contracting on behalf of one or more providers or provider organizations • Significant expansions in a provider or provider organization's capacity • Transactions involving a significant equity investor, which result in a change of ownership or control of a provider or provider organization • Significant acquisitions, sales, or transfer of assets including, but not limited to, real estate sale-leaseback arrangements • Conversion of a provider or provider organization from a nonprofit entity to a for-profit entity • REIT leasing of main campuses to acute hospitals is prohibited (with grandfathering provision for existing arrangements)
Impacted Healthcare Entities	Transactions involving any: • Entity in "healthcare delivery or management" that represents one or more providers in contracting with carriers or third-party administrators for payment for healthcare services, including: – Physician organizations – Physician-Hospital Organizations (PHOs) – Independent Practice Associations (IPAs) – Provider networks – ACOs – Entities contracting with carriers for payment for healthcare service • Hospitals • Persons or entities qualified to provide healthcare services in MA • MSOs

Materiality Threshold / Excluded Transactions	• Transactions by provider or provider organization with less than $25 million in net patient service revenue. • Transactions by venture capital firms exclusively funding startups or other early-stage businesses.
Timing of Initial Filing	At least 60 days before the date of the proposed change.
Review Process	• Submission of Notice of Material Change Form, which will be publicly posted on HPC website • Preliminary review within 30 days of receipt of notice • Potential for cost and market impact review and requests for additional information and documentation • Final report on the cost and market impact review must be issued within 185 days from the date the completed notice is submitted • Parties may not close until HPC has determined not to initiate a cost and market impact review or until at least 30 days after HPC has issued its final public report on a cost and market impact review or judgment is issued under any Massachusetts Attorney General (MA AG) action • HPC may not prohibit a transaction or impose approval conditions, but may refer its report to the MA AG, Department of Public Health, or other state agencies
Review Criteria	A cost and market impact review includes: • Size and market share (including of affiliates and significant equity investors) • Price and relative price compared to other providers • Impact on competition • Quality and patient experience • Cost and cost trends • Adjusted total medical expense • Consumer concerns • Availability and accessibility of similar services • Methods to attract patients and recruit healthcare professionals • Any at-risk, underserved, and government-payor patients • Any low-/negative-margin services • Healthcare resource data • Other factors HPC determines to be in the public interest
Post-Closing Obligations and Monitoring	• HPC may require submission of information for post-transaction assessment for a period of five years. • Significant equity investors, private equity companies, REITs, and MSOs added to reporting entities under the Center for Health Information and Analysis (CHIA). • Provider organizations must report annually (and quarterly if requested) to CHIA: (i) financial information on significant equity investors, private equity companies, REITs, and MSOs; and (ii) real estate sale-leaseback arrangements with REITs.
Miscellaneous	• The MA AG may review information submitted to HPC by significant equity investors, private equity companies, REITs, and MSOs, and require additional documentation/testimony. • Adds state False Claims Act (FCA) liability for entities who hold an ownership or investment interest in an entity and fail to disclose known FCA violations.

MINNESOTA

MINN. STAT. § 145D.01

Status: Enacted	*Effective May 26, 2023*
Regulating Authority	Minnesota Attorney General (MN AG); Commissioner of Health (Commissioner)
Purpose	To analyze the impact of healthcare transactions on healthcare costs, market consolidation, and quality, and prohibit transactions that substantially lessen competition or create a monopoly.
Impacted Transactions	• Merger and acquisition • Sale, lease, security interest, or transfer of 40% or more of assets, property, or ownership • Revenue-sharing agreements involving 40% or more of revenue • Governance changes that transfer control or responsibility to another entity, other transfers of control, and creation of new healthcare entities
Impacted Healthcare Entities	Transactions involving any: • Hospital • Hospital system • Captive professional entity • Medical foundation • Group practices of two or more healthcare providers • Entities organized or controlled by, or which own or control, any of the above entities
Materiality Threshold / Excluded Transactions	**Materiality threshold:** A streamlined notice process (rather than a full review) exists for transactions involving any healthcare entity with less than $80 million in historical or anticipated annual revenue. **Excluded transactions:** • Clinical affiliations to collaborate on clinical trials or provide graduate medical education • Contracts with healthcare providers for clinical services • Corporate reorganizations • Mortgages or other secured loans for business improvements that do not affect governance or healthcare delivery • Actions involving only nursing homes, boarding care homes, supervised living facilities, assisted living facilities, foster care settings, certain community residential settings, or home care providers
Timing of Initial Filing	At least 60 days prior to closing.
Review Process	The MN AG may extend the notice and waiting period for an additional 90 days and may include public listening sessions or forums.
Review Criteria	Includes: • Harm to public health • Access to affordable and quality care • Effect on competition • Delivery of healthcare to underserved communities • Medical education and teaching programs • Market for skilled workers • Healthcare costs and cost trends • Wages and collective bargaining
Post-Closing Obligations and Monitoring	The Commissioner may use the collected data to conduct analyses of the aggregate impact of transactions on access to or the cost of healthcare services, healthcare market consolidation, and healthcare quality, and will publish periodic public reports.

Miscellaneous	• Additional disclosure requirements and review criteria for nonprofit healthcare entities. • The MN AG may bring an action to unwind a transaction that violates the law or is contrary to the public interest. • Transactions include a single action or a series of actions within a five-year period. • Implementing regulations pending.

MINNESOTA

MINN. STAT. § 145D.02

Status: Enacted	*Effective January 1, 2024*
Regulating Authority	Minnesota Commissioner of Health (Commissioner)
Purpose	To analyze the number of healthcare transactions and their impact on the equitable access, cost, and quality of healthcare services, as well as to develop recommendations for the legislature.
Impacted Transactions	• Merger and acquisition • Sale, lease, security interest, or transfer of 40% or more of assets or ownership • Revenue-sharing agreements involving 40% or more of revenue • Governance changes that transfer control or responsibility to another entity, other transfers of control, and creation of new healthcare entities Applies to transactions involving any healthcare entity with between $10 million and $80 million in historical or anticipated annual revenue.
Impacted Healthcare Entities	Transactions involving any: • Hospital • Hospital system • Captive professional entity • Medical foundation • Group practices of two or more healthcare providers • Entities organized or controlled by, or which own or control, any of the above entities
Materiality Threshold / Excluded Transactions	**Excluded transactions:** • Transactions subject to reporting under MINN. STAT. § 145D.01 • Clinical affiliations to collaborate on clinical trials or provide graduate medical education • Contracts with healthcare providers for clinical services • Corporate reorganizations • Mortgages or other secured loans for business improvements that do not affect governance or healthcare delivery • Actions involving only nursing homes, boarding care homes, supervised living facilities, assisted living facilities, foster care settings, certain community residential settings, or home care providers
Timing of Initial Filing	At least 30 days prior to closing, or at least 10 business days if the closing is within less than 30 days.
Review Process	The Commissioner may request additional information within 30 days of submission of the notice.
Review Criteria	None specified — subject to further administrative guidance.
Post-Closing Obligations and Monitoring	None specified — subject to further administrative guidance.
Miscellaneous	• Transactions include a single action or a series of actions within a five-year period. • Implementing regulations pending.

NEVADA

NRS § 439A.126

Status: Enacted	*Effective October 1, 2021*
Regulating Authority	Nevada Department of Health and Human Services (DHHS)
Purpose	To monitor healthcare transactions and healthcare consolidation.
Impacted Transactions	• Merger and acquisition of a hospital or group practice • Affiliation between physician group practices • Employment arrangement of substantially all physicians in a group practice • Contract for management of the hospital and contract for management of certain group practices
Impacted Healthcare Entities	• Hospitals • Physician group practices
Materiality Threshold / Excluded Transactions	Transactions involving a physician group practice that represents less than 20% of the physicians who practice a specialty in a primary service area or does not represent the largest number of physicians of any physician group practice that is a party to the transaction.
Timing of Initial Filing	Within 60 days after consummation of the transaction or contract.
Review Process	Notice only.
Review Criteria	None specified.
Post-Closing Obligations and Monitoring	DHHS will post information contained in the notices on its website and publish an annual report regarding market transactions and concentrations.

NEVADA

NRS § 598A.290

Status: Enacted	*Effective October 1, 2021*
Regulating Authority	Nevada Attorney General (NV AG)
Purpose	To monitor healthcare transactions and healthcare consolidation.
Impacted Transactions	• Merger and acquisition • Affiliation with another healthcare provider group practice or health insurance carrier • Employment arrangement of substantially all healthcare providers in a group practice • Any transaction involving assets of a group practice or health carrier in Nevada that files a notification pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976
Impacted Healthcare Entities	• Group practices of two or more healthcare providers • Health insurance carriers
Materiality Threshold / Excluded Transactions	• Transactions that would result in a group practice or health carrier providing less than 50% of any healthcare service within a geographic market. • Transactions involving business entities under common ownership.
Timing of Initial Filing	At least 30 days prior to consummation of the transaction.
Review Process	Notice only.
Review Criteria	None specified.
Post-Closing Obligations and Monitoring	None specified.
Miscellaneous	Providing a copy of any HSR filing to the NV AG satisfies the notice requirement.

NEW MEXICO

Healthcare Consolidation Oversight Act

(24A-9-1 – 24A-9-13 NMSA 1978)

Status: Enacted	*Effective July 1,2025*
Regulating Authority	New Mexico Health Care Authority (HCA) and its Division of Health Improvement (DHI)
Purpose	To establish a comprehensive review process for hospital and healthcare provider transactions, protect patient access to healthcare, maintain market competition, and provide oversight of potentially consequential healthcare industry transactions.
Impacted Transactions	• Merger of a hospital with another hospital or with a person controlling a hospital • An acquisition of one or more hospitals or a person controlling a hospital • Any affiliation or contract or other agreement, including with MSOs or insurers, that results in a change of control of a hospital • Formation of a new entity (including an MSO) that results in a change of control of a hospital • Sale, mortgage, purchase, lease, new affiliation, or other agreement that results in change of control of a hospital or the real estate where the hospital is located • Acquisition of independent healthcare practice(s) by a healthcare provider organization that is owned or affiliated with a health insurer
Impacted Healthcare Entities	Transactions involving any: • Hospitals (and any controlling entities) • MSOs • Healthcare provider organizations (including physician organizations, Independent Practice Association (IPAs), Physician-Hospital Organizations (PHOs), provider networks, ACOs, dental services organizations, and any other organization that contracts with health insurers for payment for healthcare services) • Health insurers
Materiality Threshold / Excluded Transactions	**Materiality threshold:** None specified. **Excluded transactions:** Transactions involving state university teaching hospitals and state-owned special hospitals.
Length of Review Period	120 days. Immediate approval is possible if an emergency threatens the solvency of the hospital or the continued provision of immediate healthcare services.
Review Process	• Optional pre-notice conference • HCA notifies submitting party within 30 days whether notice is complete • HCA posts information to at least one newspaper and provides opportunity for public comment • HCA may retain actuaries, accountants, attorneys, or other professionals as necessary to assist HCA in conducting its review • Within 120 days, HCA will either approve the transaction, approve the transaction with conditions, or disapprove the proposed transaction
Review Criteria	• Access to essential services • Availability, accessibility, and quality of healthcare services

	• Competition in the market • Changes in practice restrictions for healthcare providers at the hospital • Cost to patients • Effect on health outcomes • Healthcare provider networks • Current and future wages, benefits, working conditions, employment protections and restrictions, and other terms and conditions for employees
Post-Closing Obligations and Monitoring	Required to submit reports to the HCA and Office of Superintendent of Insurance for three years.
Miscellaneous	• HCA may impose conditions on the transaction • HCA posts hospital ownership on its website annually / upon change of ownership of a hospital or the real estate on which a hospital stands • Control is presumed when an entity has a 15%-or-greater direct or indirect ownership interest

NEW YORK

Disclosure of Material Transactions

(NY PUB. HEALTH LAW §§ 4550 - 4552)

Status: Enacted	*Effective August 1, 2023*
Regulating Authority	New York State Department of Health (Department)
Purpose	To increase regulatory oversight of physician practices, particularly given the trend of large physician practices being managed by investor-backed entities.
Impacted Transactions	• Merger and acquisition, including a change of 10% or more of the direct or indirect ownership interests of a healthcare entity • Affiliation agreements • Formation of a partnership, MSO, or other structure to contract with health plans, third-party administrators, pharmacy benefit managers, or other healthcare providers
Impacted Healthcare Entities	Transactions involving any: • Physician practices • MSOs • Provider-sponsored organizations • Health insurance plans • Other healthcare facilities
Materiality Threshold / Excluded Transactions	Excluded transactions include those that: • Are already subject to review (i.e., transactions involving hospitals, emergency medical services, home care services, hospices, continuing care retirement communities, fee-for-service continuing care retirement communities, or assisted living facilities) • Involve clinical affiliations for the purpose of collaborating on clinical trials or graduate medical education programs • Increase a healthcare entity's total gross in-state revenues by less than $25 million within a rolling 12-month period
Length of Review Period	At least 30 days prior to closing.
Review Process	Notice only: Summary will be posted on the Department's website and will be subject to public review and comment.
Post-Closing Obligations and Monitoring	None specified — subject to further administrative guidance.
Miscellaneous	• Notification by the Department to the antitrust, healthcare, and charities bureaus of the Office of the New York Attorney General. • Implementing regulations pending.

OREGON

Disclosure of Material Transactions

(OR. REV. STAT. §§ 415.500; 415.501; OR. ADMIN. R. 409-070-0000 TO 409-07-0085)

Status: Enacted	*Effective January 1, 2023*
Regulating Authority	Oregon Health Authority (OHA)
Purpose	To achieve universal access to adequate levels of high-quality healthcare at an affordable cost, to reduce medical cost inflation, and to support accountability for the health of residents. The law is intended to rein in rising prices and preserve access to essential healthcare services and is motivated in part by research that consolidation in healthcare leads to higher prices without improving the quality of patient care.
Impacted Transactions	• Merger and acquisition, including a change of 50% or more (and a change of 25% or more is presumed to be a change of control for a healthcare entity) of the direct or indirect ownership interests of a healthcare entity • Formation of a contract, clinical affiliation, and contracting affiliation that will eliminate or significantly reduce essential services • Corporate affiliation • Formation of a partnership, joint venture, Accountable Care Organization (ACO), parent organization, or MSO that will eliminate or significantly reduce essential services, combine or consolidate providers of essential services when contracting with payors, or combine or consolidate payors when establishing health benefit premiums
Impacted Healthcare Entities	Transactions involving any: • Coordinated care organization • Health benefit plan • Hospital and hospital system • Hospice and home health agencies • ASC and urgent care facilities • Medical lab, medical spa, imaging, or radiology facilities • Licensed or certified healthcare professional • Medicare Advantage Plan • Oral health and eye care providers • Medical groups, Independent Practice Associations (IPAs), and ACOs • Medical device or DME provider • Pharmacy and pharmacy benefit manager • Third-party administrator • Prepaid managed care health services organization • Telehealth/virtual health provider • Behavioral health provider • Chiropractic, acupuncture, and massage providers • MSO and DSO • Private equity firm owning 25% or more of a healthcare entity • Entity that received net patient revenue from providing healthcare items • Parent or an entity closely related to an entity, or an entity with control over, controlled by, or under common control with an entity that delivers healthcare items or services
Materiality Threshold / Excluded Transactions	Excluded transactions include: • Transactions that do not meet a materiality threshold of one party having at least $25 million and the other party having at least $10 million in average annual revenue • Transactions involving long-term care or residential treatment facilities • Clinical affiliations for the purpose of collaborating on clinical trials or graduate medical education programs • Corporate reorganizations • Transactions subject to emergency exemption requirements

Timing of Initial Filing	At least 180 days prior to closing.
Review Process	• Optional pre-filing conference • Two potential review periods — preliminary and comprehensive • Preliminary review period that includes public notice. If certain review criteria are met, approval within 30 days of receipt of complete filing. • If not approved at the conclusion of the preliminary review, a comprehensive review will be initiated. This includes the appointment of a review board and public hearing, and a decision within 180 days of receipt of complete filing.
Review Criteria	Includes: • Access to healthcare services • Quality of care • Cost to patients • Patient outcomes • Health equity • Competition in the market • Financial stability of the parties
Post-Closing Obligations and Monitoring	• OHA may impose conditions on the transaction. • OHA will conduct follow-up reviews of the transaction at the one-, two-, and five-year anniversaries of the closing of the transaction.

RHODE ISLAND

Hospital Conversions Act

(R.I. GEN. LAWS § 23-17.14)

Status: Enacted	*Effective 1997*
Regulating Authority	Rhode Island Department of Health (RI DOH); Rhode Island Attorney General (RI AG)
Purpose	In response to national and regional private investments that result in the conversion of nonprofit and public hospitals into for-profit hospitals, Rhode Island established standards and procedures for hospital conversions to protect the quality of medical services in the community.
Impacted Transactions	• Merger and/or acquisition that results in a change of 20% or more of ownership or assets • Lease, gift, joint venture, sale, or other disposition that results in a change of 20% or more of ownership or assets • Addition of a new person with a controlling interest or controlling vote
Impacted Healthcare Entities	Any transaction involving a hospital *and* a for-profit corporation or nonprofit corporation.
Materiality Threshold / Excluded Transactions	None specified.
Timing of Initial Filing	180-day review period.
Review Process	• Initial application • Public notice and comment • Public hearing
Review Criteria	Includes: • Suitability and track record • Access, quality, safety, and affordable care, including to underserved populations • Safeguards against referrals • Collective bargaining rights and workplace retention • Future employment needs and retraining of employees • Public interest (e.g., access to essential medical services, a balanced healthcare delivery system) • Market share, services, and financial viability • Conditions of Approval for any previous conversions (for-profit conversions only)
Post-Closing Obligations and Monitoring	Approval may impose conditions on the transaction.
Miscellaneous	• Review process and review criteria differ if the transacting parties are nonprofit corporations. • Certain transfer of ownership, assets, membership interest, authority, or control of a hospital require prior Change in Effective Control by the RI DOH with a recommendation from the Health Services Council.

RHODE ISLAND

Rhode Island AG Final Rule

(110 RICR AG)

Status: Enacted	*Effective January 28, 2026*
Regulating Authority	Rhode Island Attorney General (RI AG)
Purpose	To combat increasing healthcare costs and market concentration, leveraging existing antitrust authority, the state established a pre-merger notification rule for medical practice groups.
Impacted Transactions	• Merger and acquisition • Employment of all (or substantially all) of the physicians by a hospital or health system or by a medical practice group that results in a combined group of eight or more physicians, physician assistants, and nurse practitioners • Formation of partnership, joint ventures, MSO, or similar organizations • Transactions involving a significant equity investor which results in a change of ownership or control of a medical group; significant equity investor includes any private equity company with a financial interest in the medical practice group or MSO or investors with a 10% interest in the equity or profits of a medical practice group or MSO
Impacted Healthcare Entities	Any transaction involving a medical practice group.
Materiality Threshold / Excluded Transactions	None, other than certain transactions involving solo practice transferring ownership or control resulting from the death or retirement of a solo practitioner
Timing of Initial Filing	60-day review period.
Review Process	Notice filing.
Review Criteria	Includes: • Impact on market consolidation • Impact on access to equity, affordable care
Post-Closing Obligations and Monitoring	None specified — subject to further administrative guidance.

VERMONT

Reporting of Ownership and Control of Certain Healthcare Entities

(18 V.S.A. §§ 9773-9774)

Status: Enacted	*Effective July 1, 2026*
Regulating Authority	Green Mountain Care Board (Board); Vermont Attorney General (VT AG)
Purpose	To enhance transparency regarding private equity and hedge fund ownership and control interests in healthcare entities and MSOs by requiring ongoing, public reporting of ownership and control interests (or lack thereof) and certain organizational and financial information.
Impacted Transactions	Private equity and hedge fund ownership and control interests in healthcare facilities and MSOs as of June 1, 2026.
Impacted Healthcare Entities	Interests involving: • Healthcare facilities, including hospitals, home health agencies, outpatient diagnostic, or therapy programs • MSOs
Materiality Threshold / Excluded Transactions	Excluded: • Nursing homes • Healthcare staffing companies • Federally qualified health centers • Telehealth services only entities
Timing of Initial Reporting	On or before March 1, 2027.
Review Process	Beginning July 1, 2027, the Board shall, every two years, post information on the reported ownership and control interests and changes thereto and may share such information with the VT AG, Secretary of State, and other state agencies.
Review Criteria	None specified.
Post-Closing Obligations and Monitoring	After March 1, 2027, ongoing subsequent reporting obligation for any new or modified ownership or control interests.
Miscellaneous	• Civil money penalties of $50 per day, up to $10,000 per year for knowing failure to report, and $25,000 for each material misrepresentation in a report. • The VT AG may enforce collection of penalties and seek injunctions. • Contains additional restrictions on MSO and investor control over clinical operations and decisions.

WASHINGTON

Healthcare Transactions Notification Requirement

(WASH. REV. CODE CH. 19.390, AS AMENDED BY ESHB 2548, CH. 222 (2026));
WA'S UNIFORM ANTITRUST PREMERGER NOTIFICATION ACT (SB 5122SL (2025))

Status: Enacted	*Originally Effective January 1, 2020* *UAPNA Revisions Effective July 27, 2025;* *RCW Revisions Effective June 11, 2026*
Regulating Authority	Washington Attorney General (WA AG)
Purpose	To ensure that competition beneficial to consumers in healthcare markets across Washington remains vigorous and robust. HB 2548 strengthens healthcare market standards by expanding the types of transactions that require advance notice to the WA AG, requiring additional notice content and a filing fee, and imposing a post-request waiting period; it does not expand the WA AG's substantive authority under the Consumer Protection Act or antitrust law.
Impacted Transactions	• Merger and acquisition between two or more impacted entities, excluding corporate reorganizations • Contracting affiliation between two or more impacted entities to permit joint negotiation (or one on behalf of another) with carriers or third-party administrators (TPAs) over rates for professional healthcare services, excluding arrangements among entities under common ownership • Transaction that results in change of majority ownership or control ("control" defined broadly to include ownership of or power to vote securities; ownership of capital, profits, or benefit interests; or power to elect management) of an impacted entity • Acquisition, sale, or transfer of majority of assets of an impacted entity, including real property sale-leaseback transactions • Conversion from a nonprofit corporation or foreign nonprofit corporation to domestic or foreign for-profit corporation or unincorporated entity • Impacted transactions include those between a Washington entity and an out-of-state entity, if the out-of-state entity generates $10 million or more in healthcare services revenue (in prior 12 months) from patients residing in Washington; any party licensed in Washington must file.
Impacted Healthcare Entities	Impacted transactions involving **two or more** (other material changes require only one): • Hospitals • Hospital systems • Provider organizations, i.e., entities in "health care services delivery or management" representing seven or more healthcare providers in contracting with carriers and TPAs, including, but not limited to: – Physician organizations – Physician-Hospital Organizations (PHOs) – Independent Practice Associations (IPAs) – Provider networks – ACOs
Materiality Threshold / Excluded Transactions	None specified. Excluded: corporate reorganizations; contracting arrangements among entities under common ownership; and transactions between hospitals, hospital

	systems, or provider organizations that previously had common ownership or a contracting affiliation. Out-of-state entities are covered only if they meet the $10 million Washington revenue threshold. Filing fee does not apply to contracting affiliations between a state-owned or state-operated entity and a public hospital district.
Timing of Initial Filing	Not less than 60 days prior to closing.
Review Process	• Notice is considered filed only upon submission of the written notice together with payment of the filing fee. Notice must include parties' names and business addresses, any person or entity with a majority ownership, investment, or controlling interest in any party, all locations where each party provides health care services, a brief description of the nature and purpose of the material change, and the anticipated effective date. • One filing fee per transaction, payable by any party, based on the anticipated value of the transaction in Washington: – $2,500 (up to $1M) – $7,500 (over $1M to $4M) – $15,000 (over $4M to $10M) – $20,000 (over $10M to $20M) – $25,000 (over $20M). – Contracting affiliations involving no transfer of assets: $2,500 • The WA AG may index fees to the medical care CPI by rule. • The WA AG may request additional information from the parties under RCW 19.86.110 (civil investigative demand authority) within 30 days of receipt of notice. • If the WA AG requests additional information, the transaction may not proceed until 30 days after the parties certify substantial compliance with the initial WA AG request; subsequent requests do not extend the 30-day waiting period and the WA AG may still investigate or enforce state or federal antitrust laws at a later date.
Review Criteria	None specified — subject to further administrative guidance.
Post-Closing Obligations and Monitoring	Written notice to the WA AG due within 30 days of completion of the transaction (whether consummated, enjoined or abandoned). No other monitoring obligations specified.
Miscellaneous	• Effective July 27, 2025, providing a copy of any HSR filing to the WA AG, pursuant to and in accordance with the state's Uniform Antitrust Premerger Notification Act (UAPNA), satisfies the notice requirement. • The WA AG posts quarterly public notice on its website of pending and completed transactions, listing information submitted in the notices, and notifies the Secretary of State when a nonprofit corporation is involved in a material change (excluding asset sales). • Submitted information is confidential under RCW 19.86.110 and exempt from Public Records Act disclosure absent a court order. • No private cause of action for noncompliance.

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