

## Annual HSR Threshold Adjustments Announced

***FTC adjusts the Hart-Scott-Rodino Act size thresholds, inter alia, to raise the minimum size for reportable acquisitions to \$80.8 million.***

On January 19, 2017, the Federal Trade Commission announced new jurisdictional thresholds for the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act). The FTC is required to adjust the thresholds annually, based on the change in gross national product. These increases will take effect 30 days after the date of publication in the Federal Register. The new thresholds should be effective in late February and will affect all transactions closing on or after the effective date.

The new thresholds will:

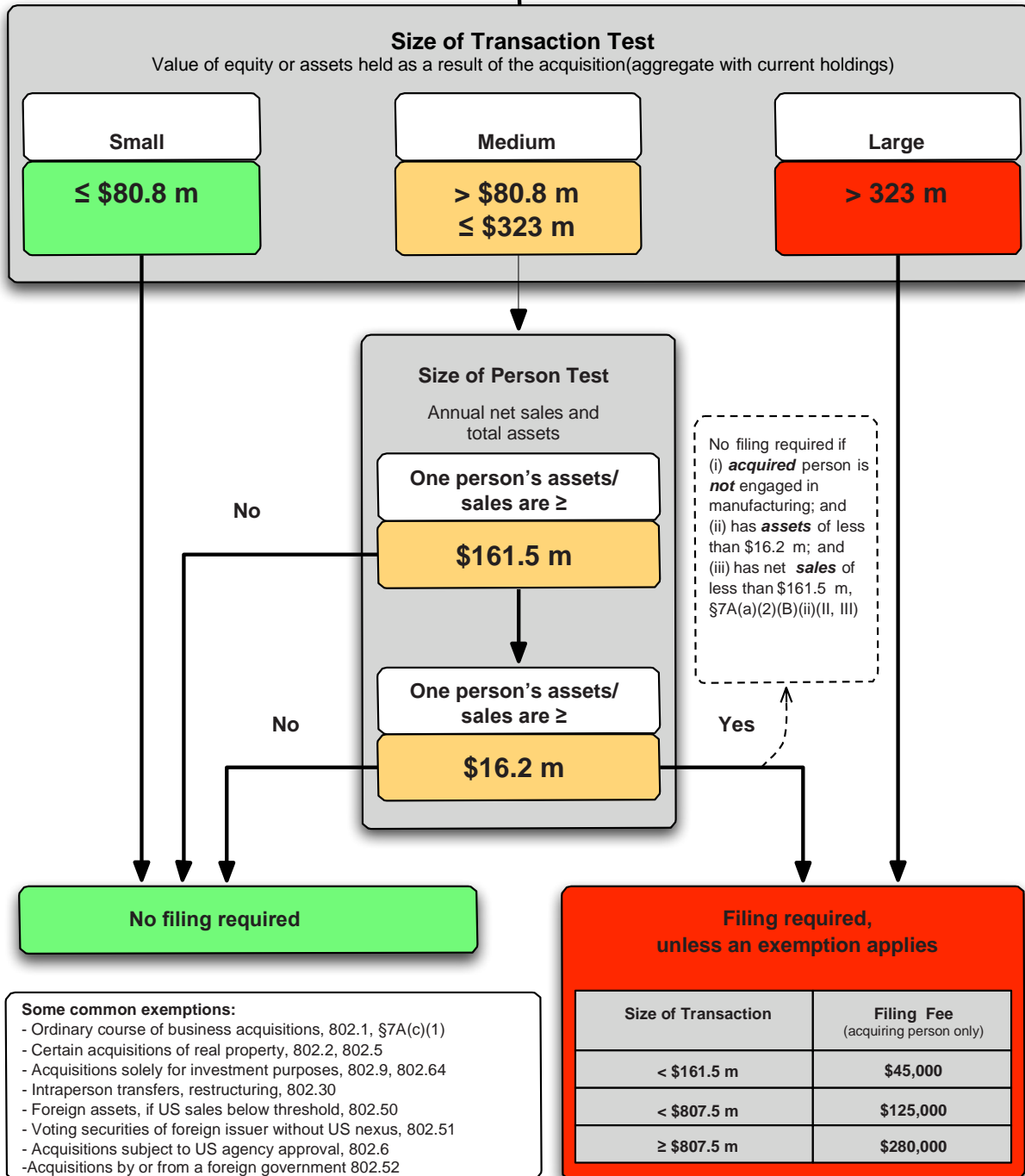
1. Increase the minimum size-of-transaction test to \$80.8 million; this means acquisitions of \$80.8 million or less will not be reportable;
2. Increase the transaction size to which the size-of-person test applies to \$323 million; this means acquisitions of more than \$323 million will be reportable regardless of the size of person unless an exemption applies and;
3. Increase the size-of-persons test to \$16.2 million and \$161.5 million; this means that acquisitions of \$323 million or less are not reportable unless one person has assets or annual net sales of \$16.2 million or more and the other person has assets or annual net sales of \$161.5 million or more. If the acquired person is not engaged in manufacturing, the test for it is sales of \$161.5 million or assets of \$16.2 million

The new thresholds for 2017 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.

Original Threshold	New Threshold
<i>Size-of-Transaction</i> \$50 million	\$80.8 million
<i>Size-of-Persons</i> \$10 million and \$100 million	\$16.2 million and \$161.5 million
<i>Transaction Size above which Size-of-Persons Test Inapplicable</i> \$200 million	\$323 million
<i>Notification thresholds:</i> \$50 million \$100 million \$500 million 25% of stock worth \$1 billion	\$80.8 million \$161.5 million \$807.5 million \$1,615 million
<i>Filing fee thresholds:</i> \$50 million \$100 million \$500 million	\$80.8 million \$161.5 million \$807.5 million

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

**2017 Adjusted Thresholds**



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

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