
Hughes Hubbard & Reed

FTC and DOJ Joint Proposal Seeks To Overhaul Pre-Merger Notification Rules Under HSR Act

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June 29, 2023 - On Tuesday, June 27, the Federal Trade Commission (FTC) and the U.S. Department of Justice (DOJ) published a [133-page notice of proposed rulemaking](#) that seeks to overhaul the pre-merger notification rules under the Hart-Scott-Rodino (HSR) Act. According to FTC Chair Lina Khan, this proposal is the culmination of the first “top-to-bottom review” since the HSR Act was passed in 1978. Generally, the changes are expected to make the preparation of HSR filings a lengthier and more burdensome process for the filing parties. Most notably, the notice of proposed rulemaking seeks to impose the following additional requirements on parties making HSR filings:

- Provision of a transaction’s “strategic rationale,” as well as “information about existing or potential vertical, or supply, relationships between the filing persons”;
- Provision of information on how the transaction will impact the relevant labor markets based on the Standard Occupational Classification system categories;
- Provision of details regarding previous acquisitions by the merging parties;
- Submission of additional documents related to the transaction, including “certain high-level strategic business documents” created independently from the transaction;
- Requirements that parties filing on an LOI provide more detailed documentation regarding the transaction; and
- Disclosure of any foreign jurisdictions that must review the transaction.

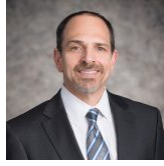
The notice of proposed rulemaking will be published in the Federal Register later this week, with comments due 60 days after its publication. The actual day on which any proposed amendments to the HSR Act will be implemented remains to be determined.

This [article](#) provides additional details. Please reach out to us if you have any further questions on this matter.

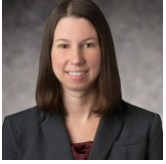
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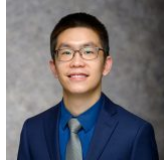
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