

Premerger Notification; Reporting and Waiting Period Requirements

AGENCY: Federal Trade Commission.

ACTION: Issuance of Formal Interpretation 18 repealing Formal Interpretation 15

SUMMARY: The Premerger Notification Office of the Federal Trade Commission, with the concurrence of the Assistant Attorney General in charge of the Antitrust Division of the Department, is issuing this Formal Interpretation of the Hart-Scott-Rodino Act to repeal Formal Interpretation 15, which governs the reportability of certain transactions involving the formation of a Limited Liability Company (“LLC”). All transactions involving LLCs will be governed by 16 CFR Parts 801, 802 and 803 beginning on the effective date of this notice.

DATES: This Formal Interpretation is effective [insert date 30 days after date of publication in the FEDERAL REGISTER].

FOR FURTHER INFORMATION CONTACT: Marian R. Bruno, Assistant Director, Karen E. Berg, Attorney, Malcolm L. Catt, Attorney, B. Michael Verne, Compliance Specialist, or Nancy M. Ovuka, Compliance Specialist, Premerger Notification Office, Bureau of Competition, Room 303, Federal Trade Commission, Washington, DC 20580. Telephone: (202) 326-3100.

SUPPLEMENTARY INFORMATION: The text of Formal Interpretation 18 is set out below:

Formal Interpretation Pursuant to § 803.30 of the Premerger Notification Rules, 16 CFR § 803.30, Concerning Premerger Notification: Reporting and Waiting Period Requirements For Limited Liability Companies Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

1. This formal interpretation of the Premerger Notification Rules concerning limited liability companies is issued by the Federal Trade Commission pursuant to 16 CFR § 803.30. It supersedes a formal interpretation issued by the staff of the Federal Trade Commission on February 5, 1999.¹
2. The formal interpretation issued on February 5, 1999 will no longer be used to analyze the reportability of transactions involving limited liability companies. Such transactions will now be analyzed under Parts 801-803 of the Premerger Notification Rules in the same manner as any other unincorporated entities.

¹Formal Interpretation 15 - 64 FR @ 5808 (February 5, 1999)

The Assistant Attorney General in charge of the Antitrust Division of the Department of Justice concurs in this interpretation.

By direction of the Commission.

Donald S. Clark
Secretary