

## Sheinberg, Samuel I.

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**From:** Sheinberg, Samuel I.  
**Sent:** Wednesday, March 8, 2023 11:11 AM  
**To:** [REDACTED]  
**Cc:** HSRHelp  
**Subject:** RE: 801.15(a) query

[REDACTED]

You are correct.

Sam

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**From:** HSRHelp <HSRHelp@ftc.gov>  
**Sent:** Monday, March 6, 2023 7:19 PM  
**To:** Walsh, Kathryn E. <kwash@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Musick, Vesselina <vmusick@ftc.gov>; Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Whitehead, Nora <nwhitehead@ftc.gov>; Fetterman, Michelle <mfetterman@ftc.gov>  
**Subject:** FW: 801.15(a) query

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**From:** premerger <premerger@ftc.gov>  
**Sent:** Monday, March 6, 2023 7:19:19 PM (UTC-05:00) Eastern Time (US & Canada)  
**To:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** FW: 801.15(a) query

Theresa L. Kingsberry  
Program Support Specialist  
Premerger Notification Office  
[tkingsberry@ftc.gov](mailto:tkingsberry@ftc.gov)

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**From:** [REDACTED]  
**Sent:** Monday, March 6, 2023 5:05 PM  
**To:** premerger <premerger@ftc.gov>  
**Subject:** 801.15(a) query

Team,

I hope you are all doing well as spring approaches. Oddly enough, I have never confronted this issue before. In completing item 2(d) of the form, should the acquiring person include the percentage and value of shares that are not held pursuant to 801.15(a)? These shares are not included in calculating the transaction value, so it appears they should not be included in 2(d). Is this the PNO's position?

Thanks,

[REDACTED]

