## ITEM 1

**Item 1(a)**
Provide the name, headquarters address and website (if one exists) of the person filing notification. The name of the person filing is the name of the UPE. (See § 801.1(a)(3)).

**Item 1(b)**
Indicate whether the person filing notification is an acquiring person, an acquired person, or both an acquiring and acquired person. (See § 801.2).

**Item 1(c)**
Put an X in the appropriate box to indicate whether the person in Item 1(a) is a corporation, unincorporated entity, natural person, or other (specify). (See § 801.1).

**Item 1(d)**
Put an X in the appropriate box to indicate whether data furnished in Item 5 is by calendar year or fiscal year. If fiscal year, specify the time period.

**Item 1(e)**
Put an X in the appropriate box to indicate if the Form is being filed on behalf of the UPE by another entity within the same person authorized by it to file notification on its behalf pursuant to § 803.2(a), or if the Form is being filed pursuant to § 803.4 on behalf of a foreign person. Then provide the name and mailing address of the entity filing notification on behalf of the filing person named in Item 1(a) of the Form.

**Item 1(f)**
For the acquiring person, if an entity other than the UPE listed in Item 1(a) is making the acquisition, provide the name and mailing address of that entity and the percentage of its voting securities or non-corporate interests held directly or indirectly by the person named in Item 1(a) above.

For the acquired person, if the assets, voting securities or non-corporate interests of an entity other than the UPE listed in Item 1(a) are being acquired, provide the name and mailing address of that entity and the percentage of its voting securities or non-corporate interests held directly or indirectly by the person named in Item 1(a) above.

**Item 1(g)**
Provide the name and title, firm name, address, telephone number, fax number and e-mail address of the primary and secondary individuals to contact regarding the Form. A second contact person is required. (See § 803.20(b)(2)(ii)).

**Item 1(h)**
Foreign filing persons must provide the name, firm name, address, telephone number, fax number and e-mail address of an individual located in the United States designated for the limited purpose of receiving notice of the issuance of a request for additional information or documentary material. (See § 803.20(b)(2)(iii)).

END OF ITEM 1

## ITEM 2

**Item 2(a)**
Provide the names of all UPEs of acquiring and acquired persons that are parties to the transaction, whether or not they are required to file notification. If a person is not required to file, check the non-reportable box.

**Item 2(b)**
Put an X in all the boxes that apply to the transaction.

**Item 2(c)**
**This item should only be completed by the acquiring person where voting securities are being acquired.** If more than voting securities are being acquired, respond to this item only regarding voting securities. Put an X in the box to indicate the highest applicable threshold for which notification is being filed: $50 million (as adjusted), $100 million (as adjusted), $500 million (as adjusted), 25% (if the value of voting securities to be held is greater than $1 billion, as adjusted), or 50%. (See § 801.1(h)).

Note that the 50% notification threshold is the highest threshold and should be used for any acquisition of 50% or more of the voting securities of an issuer, regardless of the value of the voting securities. For instance, an acquisition of 100% of the voting securities of an issuer, valued in excess of $500 million (as adjusted) would cross the 50% notification threshold, not the $500 million (as adjusted) threshold.

**Item 2(d)**
Provide the requested information on assets, voting securities and non-corporate interests. If a combination of assets, voting securities and/or non-corporate interests is being acquired and allocation is not possible, note such information in an endnote.

For determining percentage of voting securities, evaluate total voting power per § 801.12.

For determining percentage of non-corporate interests, evaluate the economic interests per § 801.1(b)(1)(ii).

**Item 2(d)(i)**
State the value of voting securities already held. (See § 801.10).

**Item 2(d)(ii)**
State the percentage of voting securities already held. (See § 801.12).

**Item 2(d)(iii)**
State the total value of voting securities to be held as a result of the acquisition. (See § 801.10).

**Item 2(d)(iv)**
State the total percentage of voting securities to be held as a result of the acquisition. (See § 801.12).

**Item 2(d)(v)**
State the value of non-corporate interests already held. (See § 801.10).

**Item 2(d)(vi)**
State the percentage of non-corporate interests already held. (See § 801.1(b)(1)(ii)).

**Item 2(d)(vii)**
State the total value of non-corporate interests to be held as a result of the acquisition. (See § 801.10).