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SENATE BILL No. 219

Proposed Changes to introduced printing by AM021902

DIGEST OF PROPOSED AMENDMENT

Reporting requirements. Specifies that the Uniform Antitrust Pre-Merger Notification Act does not limit or replace a requirement imposed under IC 25-1-8.5 (reporting of health care entity mergers and acquisitions). Provides that a pre-merger notification is a notification filed under the Hart-Scott-Rodino Act with either the Federal Trade Commission or the Antitrust Division of the United States Department of Justice. Allows a person required to file an electronic copy of the Hart-Scott-Rodino form with the attorney general, to file the form not later than one business day after the person files the pre-merger notification instead of contemporaneously with the notification. Provides a reporting exception for certain Indiana health care entities. Replaces the term "Hart-Scott-Rondino" with "Hart-Scott-Rodino".

A BILL FOR AN ACT to amend the Indiana Code concerning business and other associations.

Be it enacted by the General Assembly of the State of Indiana:

1 SECTION 1. IC 23-0.7 IS ADDED TO THE INDIANA CODE AS
2 A NEW ARTICLE TO READ AS FOLLOWS [EFFECTIVE JULY 1,
3 2026]:

4 **ARTICLE 0.7. UNIFORM ANTITRUST PRE-MERGER
5 NOTIFICATION ACT**

6 **Chapter 1. General Provisions**

7 **Sec. 1. This article may be cited as the Uniform Antitrust
8 Pre-Merger Notification Act.**

9 **Sec. 2. This article applies to a pre-merger notification filed
10 after June 30, 2026.**

11 **Sec. 3. For purposes of applying and construing this article,
12 consideration shall be given to the need to promote uniformity of
13 the law among jurisdictions that enact the Uniform Antitrust
14 Pre-Merger Notification Act.**

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1 I Sec. 4. Nothing in this article may be construed to limit or
 2 replace a requirement imposed under IC 25-1-8.5 (reporting of
 3 health care entity mergers and acquisitions).

4 1 Chapter 2. Definitions

5 Sec. 0.5. The definitions in this chapter apply throughout this
 6 article.

7 Sec. 1. "Additional documentary material" means the
 8 additional documentary material filed with a Hart-Scott-Rodino
 9 form.

10 Sec. 2. "Electronic" means relating to technology having
 11 electrical, digital, magnetic, wireless, optical, electromagnetic, or
 12 similar capabilities.

13 Sec. 3. "Filing threshold" means the minimum size of a
 14 transaction that requires the transaction to be reported under the
 15 Hart-Scott-Ro~~n~~dino Act, as in effect at the time a person files a
 16 pre-merger notification.

17 Sec. 4. "Hart-Scott-Ro~~n~~dino Act" refers to Section 201 of
 18 the Hart-Scott-Ro~~n~~dino Antitrust Improvements Act of 1976 (15
 19 U.S.C. 18a), as amended.

20 Sec. 5. "Hart-Scott-Ro~~n~~dino form" means the form filed
 21 with a pre-merger notification. The term does not include
 22 additional documentary material.

23 Sec. 6. "Person" means an individual, estate, business or
 24 not-for-profit entity, government or governmental subdivision,
 25 agency, or instrumentality, or other legal entity.

26 Sec. 7. "Pre-merger notification" means a notification filed
 27 under the Hart-Scott-Ro~~n~~dino Act with:

28 (1) the Federal Trade Commission; ~~and~~or
 29 (2) the Antitrust Division of the United States Department of
 30 Justice;
 31 or a successor of either agency.

32 Sec. 8. "State" means a state of the United States, the District
 33 of Columbia, Puerto Rico, the United States Virgin Islands, or any
 34 other territory or possession subject to the jurisdiction of the
 35 United States.

36 Chapter 3. Filing Requirement

37 Sec. 1. (a) ~~Upon~~Except as provided in subsection (e), not
 38 later than one (1) business day after filing a pre-merger
 39 notification under the Hart-Scott-Ro~~n~~dino Act, a person shall
 40 file ~~contemporaneously~~a complete~~d~~ electronic copy of the
 41 ~~Hart-Scott-Rondino~~[Hart-Scott Rodino] form with the attorney
 42 general if:I



1 **1** (1) the person's principal place of business is in Indiana; or
 2 (2) either:
 3 (A) the person; or
 4 (B) a person controlled directly or indirectly by the
 5 person;
 6 has annual net sales in Indiana, with respect to the goods or
 7 services involved in the proposed merger transaction, in an
 8 amount equal to at least twenty percent (20%) of the filing
 9 threshold.

10 (b) A person that files a Hart-Scott-Ro~~n~~dino form with the
 11 attorney general under subsection (a)(1) shall include with the
 12 filing a complete electronic copy of the additional documentary
 13 material.

14 (c) A person that files a Hart-Scott-Ro~~n~~dino form with the
 15 attorney general under subsection (a)(2) shall, upon request of the
 16 attorney general, provide a complete electronic copy of the
 17 additional documentary material to the attorney general not later
 18 than seven (7) days after the date of receipt of the attorney
 19 general's request.

20 (d) The attorney general may not charge a person a fee in
 21 connection with:
 22 (1) filing a Hart-Scott-Ro~~n~~dino form; or
 23 (2) filing or providing the additional documentary material;
 24 under this section.

25 **1** (e) An Indiana health care entity that has filed a written notice
 26 of a merger or acquisition with the office of the attorney general
 27 under IC 25-1-8.5-4 is not required to file an electronic copy of the
 28 Hart-Scott-Rodino form under subsection (a). The Indiana health
 29 care entity is required to comply with all other requirements of this
 30 section.

31 **1** Chapter 4. Confidentiality
 32 Sec. 1. (a) Except as provided in subsection (b) or
 33 IC 23-0.7-5-1, the following are confidential for purposes of
 34 IC 5-14-3 and may not be disclosed or made public by the attorney
 35 general:
 36 (1) A Hart-Scott-Ro~~n~~dino form filed under IC 23-0.7-3-1.
 37 (2) Additional documentary material filed or provided under
 38 IC 23-0.7-3-1.
 39 (3) A Hart-Scott-Ro~~n~~dino form or additional documentary
 40 material provided to the attorney general by the attorney
 41 general of another state.
 42 (4) The fact that a Hart-Scott-Ro~~n~~dino form or additional



1 documentary material has been:

2 (A) filed or provided under IC 23-0.7-3-1; or

3 (B) provided by the attorney general of another state.

4 (5) The fact that the merger transaction that is the subject of

5 a Hart-Scott-Ro~~n~~dino form has been proposed or any

6 information related to the proposed merger transaction.

7 (b) The attorney general may disclose:

8 (1) a Hart-Scott-Ro~~n~~dino form;

9 (2) additional documentary material; or

10 (3) other information described in subsection (a);

11 pursuant to a protective order issued by an agency, court, or

12 judicial officer in an administrative proceeding or judicial action

13 if the proposed merger transaction is relevant to the proceeding or

14 action.

15 (c) This section does not:

16 (1) limit or annul any other:

17 (A) confidentiality; or

18 (B) information security;

19 obligation of the attorney general;

20 (2) preclude the attorney general from sharing information

21 with:

22 (A) the Federal Trade Commission; ~~and~~ [or]

23 (B) the Antitrust Division of the United States

24 Department of Justice;

25 or a successor of either agency; or

26 (3) preclude the attorney general from sharing information

27 with the attorney general of another state that has enacted:

28 (A) the Uniform Antitrust Pre-Merger Notification Act;

29 or

30 (B) a substantively equivalent act that includes

31 confidentiality provisions that are at least as protective

32 as the confidentiality provisions of the Uniform

33 Antitrust Pre-Merger Notification Act.

34 Chapter 5. Reciprocity

35 Sec. 1. (a) The attorney general may disclose a

36 Hart-Scott-Ro~~n~~dino form and additional documentary material

37 filed with or provided to the attorney general under IC 23-0.7-3-1

38 to the attorney general of another state that has enacted:

39 (1) the Uniform Antitrust Pre-Merger Notification Act; or

40 (2) a substantively equivalent act that includes

41 confidentiality provisions that are at least as protective as the

42 confidentiality provisions of the Uniform Antitrust



1 **Pre-Merger Notification Act.**2 **(b) At least two (2) business days before making a disclosure**
3 **under subsection (a), the attorney general shall give notice to the**
4 **person that filed or provided the Hart-Scott-Ro~~n~~dino form or**
5 **additional documentary material under IC 23-0.7-3-1.**6 **Chapter 6. Enforcement**7 **Sec. 1. The attorney general may impose on a person that**
8 **violates IC 23-0.7-3-1 a civil penalty of not more than ten thousand**
9 **dollars (\$10,000) per day for each day that the violation remains**
10 **unremedied.**I11 1

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