

JAN 15 2025

# A BILL FOR AN ACT

RELATING TO THE UNIFORM ANTITRUST PRE-MERGER NOTIFICATION ACT.

**BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF HAWAII:**

1       SECTION 1. Chapter 480, Hawaii Revised Statutes, is  
2       amended by adding a new part to be appropriately designated and  
3       to read as follows:

4       **"PART       . Uniform Antitrust Pre-Merger Notification Act**

5       **§480-A Title.** This part may be cited as the Uniform  
6       Antitrust Pre-Merger Notification Act.

7       **§480-B Definitions.** As used in this act:

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

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

13       "Filing threshold" means the minimum size of a transaction  
14       that requires the transaction to be reported under the  
15       Hart-Scott-Rodino Act in effect when a person files a pre-merger  
16       notification.



1 "Hart-Scott-Rodino Act" means section 201 of the  
2 Hart-Scott-Rodino Antitrust Improvements Act of 1976, title 15  
3 United States Code section 18a, as amended.

4 "Hart-Scott-Rodino form" means the form filed with a  
5 pre-merger notification, excluding additional documentary  
6 material.

7 "Person" means an individual, estate, business or nonprofit  
8 entity, government or governmental subdivision, agency, or  
9 instrumentality, or other legal entity.

10 "Pre-merger notification" means a notification filed under  
11 the Hart-Scott-Rodino Act with the Federal Trade Commission or  
12 the United States Department of Justice Antitrust Division, or a  
13 successor agency.

14 "State" means a state of the United States, the District of  
15 Columbia, Puerto Rico, the United States Virgin Islands, or any  
16 other territory or possession subject to the jurisdiction of the  
17 United States.

18 **§480-C Filing requirement.** (a) A person filing a  
19 pre-merger notification shall file contemporaneously a complete  
20 electronic copy of the Hart-Scott-Rodino form with the attorney  
21 general if:



1 (1) The person has its principal place of business in this  
2 State; or

3 (2) The person or a person it controls directly or  
4 indirectly had annual net sales in this State of the  
5 goods or services involved in the transaction of at  
6 least twenty per cent of the filing threshold.

7 (b) A person that files a form under subsection (a) (1)  
8 shall include with the filing a complete electronic copy of the  
9 additional documentary material.

10 (c) Upon request of the attorney general, a person that  
11 filed a form under subsection (a) (2) shall provide a complete  
12 electronic copy of the additional documentary material to the  
13 attorney general not later than seven days after receipt of the  
14 request.

15 (d) The attorney general shall not charge a fee connected  
16 with filing or providing the form or additional documentary  
17 material under this section.

18 **§480-D Confidentiality.** (a) Except as provided in  
19 subsection (c) or section 480-E, the attorney general shall not  
20 make public or disclose:

21 (1) A Hart-Scott-Rodino form filed under section 480-C;



(2) The additional documentary material filed or provided under section 480-C;

(3) A Hart-Scott-Rodino form or additional documentary material provided by the attorney general of another state;

(4) That the form or the additional documentary material were filed or provided under section 480-C, or provided by the attorney general of another state; or

(5) The merger proposed in the form.

(b) A form, additional documentary material, and other information listed in subsection (a) are exempt from disclosure under chapter 92F.

(c) Subject to a protective order entered by an agency, court, or judicial officer, the attorney general may disclose a form, additional documentary material, or other information listed in subsection (a) in an administrative proceeding or judicial action if the proposed merger is relevant to the proceeding or action.

(d) This act does not:



- 1       (1) Limit any other confidentiality or  
2           information-security obligation of the attorney  
3           general;
- 4       (2) Preclude the attorney general from sharing information  
5           with the Federal Trade Commission or the United States  
6           Department of Justice Antitrust Division, or a  
7           successor agency; or
- 8       (3) Preclude the attorney general from sharing information  
9           with the attorney general of another state that has  
10          enacted the Uniform Antitrust Pre-Merger Notification  
11          Act or a substantively equivalent act. The other  
12          state's act shall include confidentiality provisions  
13          at least as protective as the confidentiality  
14          provisions of the Uniform Antitrust Pre-Merger  
15          Notification Act.

16       **§480-E Reciprocity.** (a) The attorney general may  
17       disclose a Hart-Scott-Rodino form and additional documentary  
18       material filed or provided under section 480-C to the attorney  
19       general of another state that enacts the Uniform Antitrust  
20       Pre-Merger Notification Act or a substantively equivalent act.  
21       The other state's act must include confidentiality provisions at



1 least as protective as the confidentiality provisions of the  
2 Uniform Antitrust Pre-Merger Notification Act.

3 (b) At least two business days before making a disclosure  
4 under subsection (a), the attorney general shall give notice of  
5 the disclosure to the person filing or providing the form or  
6 additional documentary material under section 480-C.

7 **§480-F Civil penalty.** The attorney general may seek  
8 imposition of a civil penalty of not more than \$10,000 per day  
9 of noncompliance on a person that fails to comply with section  
10 480-C(a), (b), or (c). A civil penalty imposed under this  
11 section shall be subject to procedural requirements applicable  
12 to the attorney general, including the requirements of due  
13 process.

14 **§480-G Uniformity of application and construction.** In  
15 applying and construing this uniform act, a court shall consider  
16 the promotion of uniformity of the law among jurisdictions that  
17 enact it.

18 **§480-H Transitional provision.** This act applies only to a  
19 pre-merger notification filed on or after the effective date of  
20 Act , Session Laws of Hawaii 2025."



1       SECTION 2. In codifying the new sections added by section  
2 1 of this Act, the revisor of statutes shall substitute  
3 appropriate section numbers for the letters used in designating  
4 the new sections in this Act.

5       SECTION 3. This Act shall take effect upon its approval.

6  
INTRODUCED BY:

*Karl Rhoads*



# S.B. NO. 348

**Report Title:**

Uniform Antitrust Pre-Merger Notification Act

**Description:**

Establishes the Uniform Antitrust Pre-Merger Notification Act.

*The summary description of legislation appearing on this page is for informational purposes only and is not legislation or evidence of legislative intent.*

