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Washington Enacts First State General Premerger Notification Requirement

What has happened and why is it significant?

Washington state recently became the first state to [enact](#) the [Uniform Antitrust Premerger Notification Act](#). Several states have sector-specific notification requirements, but this is the first generally applicable state-level premerger notification requirement. Similar legislation is [pending](#) in California, Colorado, the District of Columbia, Hawaii, Nevada, Utah and West Virginia.

Who is affected?

Beginning on July 27, 2025, three categories of persons making a federal Hart-Scott-Rodino (HSR) filing must also file a copy of the federal HSR form—and, in some circumstances, the additional documentary material—with the Washington attorney general. Only persons that meet the criteria are required to make a filing, so it is possible that just one party to a deal would be required to submit a filing to the state.

Type of person	Federal HSR form	Additional documentary material
“Principal place of business” in Washington	✓	✓
Annual net sales in WA ≥ \$25,280,000 (annually adjusted)	✓	Only if requested
Healthcare provider in Washington	✓	Only if requested

Note that the annual net sales threshold is triggered if a “person or a person it controls directly or indirectly had annual net sales in [Washington] of the goods or services involved in the transaction of at least 20 percent of the” federal HSR filing threshold. The [current](#) federal threshold, which adjusts annually, is \$126.4 million.

The Washington legislature added healthcare category to the language of the uniform model act. [Washington](#) and several other states already require notification for certain healthcare deals.

What are the consequences?

In contrast to the federal filing, there is no filing fee for the state filing and it does not trigger a waiting period. Failure to file may result in a civil penalty of not more than \$10,000 per day of noncompliance. HSR materials submitted to the attorney general are generally kept confidential, but may be disclosed another state attorney general if a “substantially equivalent act” is in place.

What is the action item?

Deal parties who conduct business in Washington should include the state’s new requirement in their merger filing analysis and plan for the potential for more active state attorney general investigations. Indeed, Washington brought its own successful challenge to block Kroger Albertson’s in state court and is seeking \$32.4 million in legal fees.

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