CERTIFICATION OF ENROLLMENT

SENATE BILL 5122

Chapter 7, Laws of 2025

69th Legislature
2025 Regular Session

UNIFORM ANTITRUST PREMERGER NOTIFICATION ACT

EFFECTIVE DATE: July 27, 2025

Passed by the Senate February 5, 2025
Yeas 30 Nays 19

DENNY HECK

President of the Senate

Passed by the House March 26, 2025
Yeas 59 Nays 39

LAURIE JINKINS

Speaker of the House of Representatives

Approved April 4, 2025 11:11 AM

BOB FERGUSON

Governor of the State of Washington

CERTIFICATE

I, Sarah Bannister, Secretary of the Senate of the State of Washington, do hereby certify that the attached is **SENATE BILL 5122** as passed by the Senate and the House of Representatives on the dates hereon set forth.

SARAH BANNISTER

Secretary

FILED

April 7, 2025

Secretary of State
State of Washington

SENATE BILL 5122

Passed Legislature - 2025 Regular Session

State of Washington 69th Legislature 2025 Regular Session

By Senators Trudeau, Pedersen, Krishnadasan, Nobles, Salomon, and Wellman; by request of Uniform Law Commission

Prefiled 12/30/24. Read first time 01/13/25. Referred to Committee on Law & Justice.

AN ACT Relating to enacting the uniform antitrust premerger notification act; amending RCW 19.390.060; and adding a new chapter to Title 19 RCW.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF WASHINGTON:

NEW SECTION. **Sec. 1.** SHORT TITLE. This chapter may be known and cited as the uniform antitrust premerger notification act.

NEW SECTION. **Sec. 2.** DEFINITIONS. The definitions in this section apply throughout this chapter unless the context clearly requires otherwise.

(1) "Additional documentary material" means the additional documentary material filed with a Hart-Scott-Rodino form.

(2) "Electronic" means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.

(3) "Filing threshold" means the minimum size of a transaction that requires the transaction to be reported under the Hart-Scott-Rodino act in effect when a person files a premerger notification.

(4) "Hart-Scott-Rodino act" means section 201 of the Hart-Scott-Rodino antitrust improvements act of 1976, 15 U.S.C. Sec. 18a.

(5) "Hart-Scott-Rodino form" means the form filed with a premerger notification, excluding additional documentary material.

(6) "Person" means an individual, estate, business or nonprofit entity, government or governmental subdivision, agency, or instrumentality, or other legal entity.

(7) "Premerger notification" means a notification filed under the Hart-Scott-Rodino act with the federal trade commission or the United States department of justice antitrust division, or a successor agency.

(8) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any other territory or possession subject to the jurisdiction of the United States.

NEW SECTION. **Sec. 3.** FILING REQUIREMENT. (1) A person filing a premerger notification shall file contemporaneously a complete electronic copy of the Hart-Scott-Rodino form with the attorney general if:

(a) The person has its principal place of business in this state;

(b) The person or a person it controls directly or indirectly had annual net sales in this state of the goods or services involved in the transaction of at least 20 percent of the filing threshold; or

(c) The person is a provider or provider organization, as defined in RCW 19.390.020, conducting business in this state.

(2) A person that files a form under subsection (1)(a) of this section shall include with the filing a complete electronic copy of the additional documentary material.

(3) On request of the attorney general, a person that filed a form under subsection (1)(b) or (c) of this section shall provide a complete electronic copy of the additional documentary material to the attorney general not later than seven days after receipt of the request.

(4) The attorney general may not charge a fee connected with filing or providing the form or additional documentary material under this section.

NEW SECTION. **Sec. 4.** CONFIDENTIALITY. (1) Except as provided in subsection (3) of this section or section 5 of this act, the attorney general may not make public or disclose:

(a) A Hart-Scott-Rodino form filed under section 3 of this act;

(b) The additional documentary material filed or provided under section 3 of this act;

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

(d) That the form or the additional documentary material were filed or provided under section 3 of this act, or provided by the attorney general of another state; or

(e) The merger proposed in the form.

(2) A form, additional documentary material, and other information listed in subsection (1) of this section are exempt from public inspection and copying under chapter 42.56 RCW.

(3) 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 (1) of this section in an administrative proceeding or judicial action if the proposed merger is relevant to the proceeding or action.

(4) This chapter does not:

(a) Limit any other confidentiality or information-security obligation of the attorney general;

(b) Preclude the attorney general from sharing information with the federal trade commission or the United States department of justice antitrust division, or a successor agency; or

(c) Preclude the attorney general from sharing information with the attorney general of another state that has enacted the uniform antitrust premerger notification act or a substantively equivalent act. The other state's act must include confidentiality provisions at least as protective as the confidentiality provisions of the uniform antitrust premerger notification act.

NEW SECTION. **Sec. 5.** RECIPROCITY. (1) The attorney general may disclose a Hart-Scott-Rodino form and additional documentary material filed or provided under section 3 of this act to the attorney general of another state that enacts the uniform antitrust premerger notification act or a substantively equivalent act. The other state's act must include confidentiality provisions at least as protective as the confidentiality provisions of the uniform antitrust premerger notification act.

(2) At least two business days before making a disclosure under subsection (1) of this section, the attorney general shall give

notice of the disclosure to the person filing or providing the form or additional documentary material under section 3 of this act.

NEW SECTION. **Sec. 6.** CIVIL PENALTY. The attorney general may seek imposition of a civil penalty of not more than $10,000 per day of noncompliance on a person that fails to comply with section 3 (1), (2), or (3) of this act. A civil penalty imposed under this section is subject to procedural requirements applicable to the attorney general, including the requirements of due process.

NEW SECTION. **Sec. 7.** UNIFORMITY OF APPLICATION AND CONSTRUCTION. In applying and construing this uniform act, a court shall consider the promotion of uniformity of the law among jurisdictions that enact it.

NEW SECTION. **Sec. 8.** TRANSITIONAL PROVISION. This chapter applies only to a premerger notification filed on or after the effective date of this section.

Sec. 9. RCW 19.390.060 and 2019 c 267 s 6 are each amended to read as follows:

((~~Any~~)) A provider or provider organization ((~~conducting business in this state that files a premerger notification with the federal trade commission or the United States department of justice, in compliance with the Hart-Scott-Rodino antitrust improvements act, Title 15 U.S.C. Sec. 18a, shall provide a copy of such filing to the attorney general. Providing~~)) that provides a copy of ((~~the~~)) a Hart-Scott-Rodino ((~~filing~~)) form to the attorney general pursuant to section 3 of this act satisfies the notice requirement under RCW 19.390.040.

NEW SECTION. **Sec. 10.** Sections 1 through 8 of this act constitute a new chapter in Title 19 RCW.

Passed by the Senate February 5, 2025.
Passed by the House March 26, 2025.
Approved by the Governor April 4, 2025.
Filed in Office of Secretary of State April 7, 2025.

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