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**SENATE BILL 5122**

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**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.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

8 (e) The merger proposed in the form.

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

12 (3) Subject to a protective order entered by an agency, court, or  
13 judicial officer, the attorney general may disclose a form,  
14 additional documentary material, or other information listed in  
15 subsection (1) of this section in an administrative proceeding or  
16 judicial action if the proposed merger is relevant to the proceeding  
17 or action.

18 (4) This chapter does not:

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

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

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

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

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

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

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

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

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

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

18 ((Any)) A provider or provider organization (~~conducting business~~  
19 ~~in this state that files a premerger notification with the federal~~  
20 ~~trade commission or the United States department of justice, in~~  
21 ~~compliance with the Hart-Scott-Rodino antitrust improvements act,~~  
22 ~~Title 15 U.S.C. Sec. 18a, shall provide a copy of such filing to the~~  
23 ~~attorney general. Providing)) that provides a copy of ((the)) a Hart-  
24 Scott-Rodino ((filing)) form to the attorney general pursuant to  
25 section 3 of this act satisfies the notice requirement under RCW  
26 19.390.040.~~

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

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