

FTC Fines Acquirer \$850,000 for Failure to File Under HSR Act for Incremental Purchases of a Public Issuer

September 28, 2012 | Client Update

The Federal Trade Commission (“FTC”) yesterday fined Biglari Holdings, Inc., a publicly traded diversified holding company (“Biglari”), \$850,000 to settle allegations that it violated the Hart-Scott-Rodino Antitrust Improvements Act (the “HSR Act”) in connection with acquisitions of shares of Cracker Barrel Old Country Store, Inc. (“Cracker Barrel”) in June of 2011. The FTC alleged that Biglari’s incremental acquisitions of Cracker Barrel stock resulted in Biglari’s aggregate holdings of Cracker Barrel exceeding the minimum dollar value reporting threshold (then \$66 million) and no exemption from submitting a filing under the HSR Act and observing a waiting period was available.

If you have any questions regarding the matters covered in this publication, please reach out to any of the lawyers listed below or your usual Davis Polk contact.

Arthur J. Burke

+1 212 450 4352
+1 650 752 2005
arthur.burke@davispolk.com

Ronan P. Harty

+1 212 450 4870
ronan.harty@davispolk.com

This communication, which we believe may be of interest to our clients and friends of the firm, is for general information only. It is not a full analysis of the matters presented and should not be relied upon as legal advice. This may be considered attorney advertising in some jurisdictions. Please refer to the firm's privacy notice for further details.

Related materials

[09.28.12_FTC_Fines.html](#)