

FTC Finalizes Amendments to the Premerger Notification Rules Related to the Transfer of Exclusive Patent Rights in the Pharmaceutical Industry

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The Federal Trade Commission (“**FTC**”) has [finalized amendments](#) to the Hart-Scott-Rodino (“**HSR**”) Premerger Notification Rules (the “**Rules**”) aimed at clarifying – and effectively expanding – the scope of transactions involving the transfer of rights to a patent in the pharmaceutical, biologics, and medicine manufacturing industries that may be subject to the notification and waiting period requirements of the HSR Act. The amendments *do not* alter the scope of transactions potentially reportable under the HSR Act in any other industry, including technology industries. Parties dealing with exclusive patent rights transfers in other industries should consult the Premerger Notification Office of the FTC (the “**PNO**”) on a case-by-case basis. These amendments were originally [published in a notice of proposed rulemaking](#) in August 2012, with public comments to the proposed Rules accepted until October 25, 2012. The final rulemaking notice was issued on November 6, 2013 and will be effective 30 days after the date of publication in the Federal Register, which should occur this week.

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.

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