

Jordan D. Teuscher proposes the following substitute bill:

Uniform Antitrust Pre-Merger Notification Act Amendments

2025 GENERAL SESSION

STATE OF UTAH

Chief Sponsor: Jordan D. Teuscher

Senate Sponsor: Michael K. McKell

LONG TITLE

General Description:

This bill enacts the Uniform Antitrust Pre-Merger Notification Act.

Highlighted Provisions:

This bill:

- defines terms;
- provides that a pre-merger notification is a notification filed with the Federal Trade Commission accompanied by a Hart-Scott-Rodino form;
- requires that a person filing a pre-merger notification file an electronic copy of a Hart-Scott-Rodino form and additional documentary material with the attorney general;
- prohibits the attorney general from charging a fee connected with filing a Hart-Scott-Rodino form;
- provides a time limit for the attorney general to take action related to a Hart-Scott-Rodino form and additional documentary material;
- prohibits the attorney general from disclosing a Hart-Scott-Rodino form and other relevant information;
- classifies a Hart-Scott-Rodino form and other relevant information as a private record under the Government Records Access and Management Act;
- authorizes the attorney general to disclose a Hart-Scott-Rodino form and other relevant information if relevant to an administrative proceeding or a judicial action;
- provides that the provisions enacted by this bill do not impact preexisting obligations of the attorney general;
- authorizes the attorney general to disclose a Hart-Scott-Rodino form with the attorney general of another state under certain circumstances;
- authorizes the attorney general to seek the imposition of a civil penalty for noncompliance with the provisions of this bill;

- requires a court to promote uniformity among jurisdictions that enact the provisions of this bill;
- limits the provisions of this bill to a pre-merger notification filed after the effective date of the bill; and
- makes technical and conforming changes.

Money Appropriated in this Bill:

None

Other Special Clauses:

This bill provides a special effective date.

Utah Code Sections Affected:**AMENDS:**

63G-2-302, as last amended by Laws of Utah 2024, Chapter 234

ENACTS:

16-10a-2001, Utah Code Annotated 1953

16-10a-2002, Utah Code Annotated 1953

16-10a-2003, Utah Code Annotated 1953

16-10a-2004, Utah Code Annotated 1953

16-10a-2005, Utah Code Annotated 1953

16-10a-2006, Utah Code Annotated 1953

16-10a-2007, Utah Code Annotated 1953

Be it enacted by the Legislature of the state of Utah:

Section 1. Section **16-10a-2001** is enacted to read:

Part 20. Uniform Antitrust Pre-Merger Notification Act

16-10a-2001 . Definitions.

As used in this part:

- (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 pre-merger 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)(a) "Hart-Scott-Rodino form" means the form filed with a pre-merger notification.

(b) "Hart-Scott-Rodino form" does not include additional documentary material.

(6) "Pre-merger 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.

(7) "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.

Section 2. Section **16-10a-2002** is enacted to read:

16-10a-2002 . Filing requirement.

(1) A person filing a pre-merger notification shall file contemporaneously a complete electronic copy of the Hart-Scott-Rodino form with the attorney general if:

(a) the person has the person's principal place of business in this state; or

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

(2) A person that files a form under Subsection (1)(a) 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) 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:

(a) may not charge a fee connected with filing or providing the form or additional documentary material under this section; and

(b) shall take any action related to a pre-merger notification or additional documentary material within:

(i) 30 days after the day on which a person files a pre-merger notification with the attorney general, if the merger does not involve a cash tender offer; or

(ii) 15 days after the day on which a person files a pre-merger notification with the attorney general, if the merger involves a cash tender offer.

Section 3. Section **16-10a-2003** is enacted to read:

16-10a-2003 . Confidentiality.

(1) Except as provided in Subsection (3) or Section 16-10a-2004, the attorney general may

not make public or disclose:

(a) a Hart-Scott-Rodino form filed under Section 16-10a-2002;

(b) the additional documentary material filed or provided under Section 16-10a-2002;

(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 was filed or provided under Section 16-10a-2002, 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) are private records under Title 63G, Chapter 2, Government Records Access and Management Act.

(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) in an administrative proceeding or judicial action if the proposed merger is relevant to the proceeding or action.

(4) This part 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) subject to Subsection (5), preclude the attorney general from sharing information with the attorney general of another state that has enacted the Uniform Antitrust Pre-Merger Notification Act or a substantively equivalent act.

(5) If the attorney general shares information with another state under Subsection (4)(c), the other state's act must include confidentiality provisions at least as protective as the confidentiality provisions of the Uniform Antitrust Pre-Merger Notification Act.

Section 4. Section **16-10a-2004** is enacted to read:

16-10a-2004 . Reciprocity.

(1)(a) The attorney general may disclose a Hart-Scott-Rodino form and additional documentary material filed or provided under Section 16-10a-2002 to the attorney general of another state that enacts the Uniform Antitrust Pre-Merger Notification Act or a substantively equivalent act.

(b) The other state's act must include confidentiality provisions at least as protective as

the confidentiality provisions of the Uniform Antitrust Pre-Merger Notification Act.

- (2) At least two business days before making a disclosure under Subsection (1), the attorney general shall give notice of the disclosure to the person filing or providing the form or additional documentary material under Section 16-10a-2002.

Section 5. Section **16-10a-2005** is enacted to read:

16-10a-2005 . Civil penalty.

- (1) 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 Subsections 16-10a-2002(1) through (3).
- (2) A civil penalty imposed under this section is subject to procedural requirements applicable to the attorney general, including the requirements of due process.

Section 6. Section **16-10a-2006** is enacted to read:

16-10a-2006 . Uniformity of application and construction.

In applying and construing this part, a court shall consider the promotion of uniformity of the law among jurisdictions that enact it.

Section 7. Section **16-10a-2007** is enacted to read:

16-10a-2007 . Transitional provision.

- (1) This part applies only to a pre-merger notification filed on or after the day on which this part takes effect.
- (2) For purposes of this part, the Legislature intends that the Office of Legislative Research and General Counsel, in preparing the Utah Code database for publication, replace "the day on which this part takes effect" in Subsection (1) with January 1 of the year after the year in which the lieutenant governor informs the legislative general counsel that 20 states have passed legislation in substantially the same form as this part and the enactments by the states have taken effect in each state.

Section 8. Section **63G-2-302** is amended to read:

63G-2-302 . Private records.

- (1) The following records are private:
- (a) records concerning an individual's eligibility for unemployment insurance benefits, social services, welfare benefits, or the determination of benefit levels;
 - (b) records containing data on individuals describing medical history, diagnosis, condition, treatment, evaluation, or similar medical data;
 - (c) records of publicly funded libraries that when examined alone or with other records identify a patron;

- 165 (d) records received by or generated by or for:
- 166 (i) the Independent Legislative Ethics Commission, except for:
- 167 (A) the commission's summary data report that is required under legislative rule;
- 168 and
- 169 (B) any other document that is classified as public under legislative rule; or
- 170 (ii) a Senate or House Ethics Committee in relation to the review of ethics
- 171 complaints, unless the record is classified as public under legislative rule;
- 172 (e) records received by, or generated by or for, the Independent Executive Branch Ethics
- 173 Commission, except as otherwise expressly provided in Title 63A, Chapter 14,
- 174 Review of Executive Branch Ethics Complaints;
- 175 (f) records received or generated for a Senate confirmation committee concerning
- 176 character, professional competence, or physical or mental health of an individual:
- 177 (i) if, prior to the meeting, the chair of the committee determines release of the
- 178 records:
- 179 (A) reasonably could be expected to interfere with the investigation undertaken by
- 180 the committee; or
- 181 (B) would create a danger of depriving a person of a right to a fair proceeding or
- 182 impartial hearing; and
- 183 (ii) after the meeting, if the meeting was closed to the public;
- 184 (g) employment records concerning a current or former employee of, or applicant for
- 185 employment with, a governmental entity that would disclose that individual's home
- 186 address, home telephone number, social security number, insurance coverage, marital
- 187 status, or payroll deductions;
- 188 (h) records or parts of records under Section 63G-2-303 that a current or former
- 189 employee identifies as private according to the requirements of that section;
- 190 (i) that part of a record indicating a person's social security number or federal employer
- 191 identification number if provided under Section 31A-23a-104, 31A-25-202,
- 192 31A-26-202, 58-1-301, 58-55-302, 61-1-4, or 61-2f-203;
- 193 (j) that part of a voter registration record identifying a voter's:
- 194 (i) driver license or identification card number;
- 195 (ii) social security number, or last four digits of the social security number;
- 196 (iii) email address;
- 197 (iv) date of birth; or
- 198 (v) phone number;

- (k) a voter registration record that is classified as a private record by the lieutenant governor or a county clerk under Subsection 20A-2-101.1(5)(a), 20A-2-104(4)(h), or 20A-2-204(4)(b);
- (l) a voter registration record that is withheld under Subsection 20A-2-104(7);
- (m) a withholding request form described in Subsections 20A-2-104(7) and (8) and any verification submitted in support of the form;
- (n) a record that:
- (i) contains information about an individual;
 - (ii) is voluntarily provided by the individual; and
 - (iii) goes into an electronic database that:
 - (A) is designated by and administered under the authority of the Chief Information Officer; and
 - (B) acts as a repository of information about the individual that can be electronically retrieved and used to facilitate the individual's online interaction with a state agency;
- (o) information provided to the Commissioner of Insurance under:
- (i) Subsection 31A-23a-115(3)(a);
 - (ii) Subsection 31A-23a-302(4); or
 - (iii) Subsection 31A-26-210(4);
- (p) information obtained through a criminal background check under Title 11, Chapter 40, Criminal Background Checks by Political Subdivisions Operating Water Systems;
- (q) information provided by an offender that is:
- (i) required by the registration requirements of Title 77, Chapter 41, Sex, Kidnap, and Child Abuse Offender Registry; and
 - (ii) not required to be made available to the public under Subsection 77-41-110(4);
- (r) a statement and any supporting documentation filed with the attorney general in accordance with Section 34-45-107, if the federal law or action supporting the filing involves homeland security;
- (s) electronic toll collection customer account information received or collected under Section 72-6-118 and customer information described in Section 17B-2a-815 received or collected by a public transit district, including contact and payment information and customer travel data;
- (t) an email address provided by a military or overseas voter under Section 20A-16-501;
- (u) a completed military-overseas ballot that is electronically transmitted under Title

- 20A, Chapter 16, Uniform Military and Overseas Voters Act;
- (v) records received by or generated by or for the Political Subdivisions Ethics Review Commission established in Section 63A-15-201, except for:
- (i) the commission's summary data report that is required in Section 63A-15-202; and
- (ii) any other document that is classified as public in accordance with Title 63A, Chapter 15, Political Subdivisions Ethics Review Commission;
- (w) a record described in Section 53G-9-604 that verifies that a parent was notified of an incident or threat;
- (x) a criminal background check or credit history report conducted in accordance with Section 63A-3-201;
- (y) a record described in Subsection 53-5a-104(7);
- (z) on a record maintained by a county for the purpose of administering property taxes, an individual's:
- (i) email address;
- (ii) phone number; or
- (iii) personal financial information related to a person's payment method;
- (aa) a record submitted by a taxpayer to establish the taxpayer's eligibility for an exemption, deferral, abatement, or relief under:
- (i) Title 59, Chapter 2, Part 11, Exemptions;
- (ii) Title 59, Chapter 2, Part 12, Property Tax Relief;
- (iii) Title 59, Chapter 2, Part 18, Tax Deferral and Tax Abatement; or
- (iv) Title 59, Chapter 2, Part 19, Armed Forces Exemptions;
- (bb) a record provided by the State Tax Commission in response to a request under Subsection 59-1-403(4)(y)(iii);
- (cc) a record of the Child Welfare Legislative Oversight Panel regarding an individual child welfare case, as described in Subsection 36-33-103(3);~~[-and]~~
- (dd) a record relating to drug or alcohol testing of a state employee under Section 63A-17-1004;
- (ee) a record relating to a request by a state elected official or state employee who has been threatened to the Division of Technology Services to remove personal identifying information from the open web under Section 63A-16-109;~~[-and]~~
- (ff) a record including confidential information as that term is defined in Section 67-27-105~~[-]~~ ; and
- (gg) a form, documentary material, or other information described in Subsection

267 16-10a-2003(1).

- 268 (2) The following records are private if properly classified by a governmental entity:
- 269 (a) records concerning a current or former employee of, or applicant for employment
- 270 with a governmental entity, including performance evaluations and personal status
- 271 information such as race, religion, or disabilities, but not including records that are
- 272 public under Subsection 63G-2-301(2)(b) or 63G-2-301(3)(o) or private under
- 273 Subsection (1)(b);
- 274 (b) records describing an individual's finances, except that the following are public:
- 275 (i) records described in Subsection 63G-2-301(2);
- 276 (ii) information provided to the governmental entity for the purpose of complying
- 277 with a financial assurance requirement; or
- 278 (iii) records that must be disclosed in accordance with another statute;
- 279 (c) records of independent state agencies if the disclosure of those records would
- 280 conflict with the fiduciary obligations of the agency;
- 281 (d) other records containing data on individuals the disclosure of which constitutes a
- 282 clearly unwarranted invasion of personal privacy;
- 283 (e) records provided by the United States or by a government entity outside the state that
- 284 are given with the requirement that the records be managed as private records, if the
- 285 providing entity states in writing that the record would not be subject to public
- 286 disclosure if retained by it;
- 287 (f) any portion of a record in the custody of the Division of Aging and Adult Services,
- 288 created in Section 26B-6-102, that may disclose, or lead to the discovery of, the
- 289 identity of a person who made a report of alleged abuse, neglect, or exploitation of a
- 290 vulnerable adult; and
- 291 (g) audio and video recordings created by a body-worn camera, as defined in Section
- 292 77-7a-103, that record sound or images inside a home or residence except for
- 293 recordings that:
- 294 (i) depict the commission of an alleged crime;
- 295 (ii) record any encounter between a law enforcement officer and a person that results
- 296 in death or bodily injury, or includes an instance when an officer fires a weapon;
- 297 (iii) record any encounter that is the subject of a complaint or a legal proceeding
- 298 against a law enforcement officer or law enforcement agency;
- 299 (iv) contain an officer involved critical incident as defined in Subsection 76-2-408
- 300 (1)(f); or

(v) have been requested for reclassification as a public record by a subject or authorized agent of a subject featured in the recording.

(3)(a) As used in this Subsection (3), "medical records" means medical reports, records, statements, history, diagnosis, condition, treatment, and evaluation.

(b) Medical records in the possession of the University of Utah Hospital, its clinics, doctors, or affiliated entities are not private records or controlled records under Section 63G-2-304 when the records are sought:

(i) in connection with any legal or administrative proceeding in which the patient's physical, mental, or emotional condition is an element of any claim or defense; or

(ii) after a patient's death, in any legal or administrative proceeding in which any party relies upon the condition as an element of the claim or defense.

(c) Medical records are subject to production in a legal or administrative proceeding according to state or federal statutes or rules of procedure and evidence as if the medical records were in the possession of a nongovernmental medical care provider.

Section 9. Contingent effective date.

(1) Title 16, Chapter 10a, Part 20, Uniform Antitrust Pre-Merger Notification Act and the amendments to Section 63G-2-302 take effect on the first day of January following the day on which at least 20 other states pass legislation in substantially the same form as Title 16, Chapter 10a, Part 20, Uniform Antitrust Pre-Merger Notification Act and the enactments by the states take effect in each state.

(2) The lieutenant governor shall inform the legislative general counsel, in writing, of the date Title 16, Chapter 10a, Part 20, Uniform Antitrust Pre-Merger Notification Act and the amendments to Section 63G-2-302, take effect in accordance with this section.