

Colorado and Washington State Antitrust Premerger Notification Filing Requirements Are in Effect



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Broad state-level premerger notification requirements are now in effect in Colorado (as of August 6, 2025) and Washington State (as of July 27, 2025). Any person that files a Hart-Scott-Rodino ("HSR") Act Notification and Report Form ("HSR Form") with the Federal Trade Commission ("FTC") and the Department of Justice ("DOJ") must also submit an electronic copy of their HSR Form to the Colorado or Washington State Attorney General (as applicable) if the person filing an HSR Form meets certain state-specific jurisdictional tests.

Colorado State Premerger Notification Act's Jurisdictional Requirements

[Colorado's Antitrust Premerger Notification Act](#) sets forth two (2) alternative jurisdictional tests that trigger the state notice requirement for persons subject to the HSR Act's filing requirements:

1. The person has its principal place of business in the State of Colorado; or
2. The person (or a person that it controls directly or indirectly) had annual net sales in the State of Colorado of the goods or services involved in the transaction of at least twenty (20)% of the [HSR Act's \\$126.4 million filing threshold](#) (as adjusted annually).

Colorado has a separate (and still in force) [healthcare premerger notification statute](#) requiring sixty (60)-day pre-consummation notice of a transaction, or a series of transactions occurring in any five (5)-year period, that has the effect of transferring fifty (50)% or more of the assets of a hospital (as defined by statute) to another entity through sale, lease, exchange, or other form of disposition.

Washington State Premerger Notification Act's Jurisdictional Requirements

[Washington's Antitrust Premerger Notification Act](#) sets forth three (3) alternative jurisdictional tests that trigger the state's pre-merger notice requirement for persons subject to the HSR Act's filing requirements:

1. The person has its principal place of business in the State of Washington; or
2. The person (or a person that it controls directly or indirectly) had annual net sales in the State of Washington of the goods or services involved in the transaction of at least twenty (20)% of the [HSR Act's \\$126.4 million filing threshold](#) (as adjusted annually); or
3. The person is a healthcare provider or provider organization (as defined in the [Revised Code of Washington](#)) conducting business in the State of Washington.

Washington has a separate (and still in force) [healthcare premerger notification statute](#) requiring sixty (60)-day pre-consummation notice of mergers, acquisitions, or contracting affiliations between two (2) or more hospitals, hospital systems, or provider organizations that operate within the state (subject to certain jurisdictional thresholds).

Filing Requirements, Confidentiality Protections and Penalty for Failure to Comply

If the person has its principal place of business in Colorado or Washington (as applicable), it must provide its [HSR Filing](#) ([the HSR Form and the documentary](#)

[attachments](#)) to the State Attorney General contemporaneously with its filing with the FTC and DOJ.

If the person does not have its principal place of business in the state, it must still provide its [HSR Form](#) to the State Attorney General at the time of its filing with the FTC and DOJ, but is not required to include the documentary attachments required by an HSR Filing. However, the State Attorney General has the authority to require such persons to provide the HSR Filing within seven (7) days of a request.

“Principal place of business” is not defined in either state’s premerger notification statute. It is not necessarily the state of incorporation or registration but in corporate law, it generally refers to the place where the corporation’s highest-level officers direct, control and coordinate the corporation’s activities.

The HSR Form, the HSR Filing, the fact of a notifiable transaction and the notice to the State Attorney General are confidential and not subject to public release under each state’s Freedom of Information Act. With a protective order, the HSR Form and HSR Filing may be used in an administrative or judicial proceeding related to the transaction. The State Premerger Notification Act of each state allows the State’s Attorney General to share an HSR Form, or HSR Filing, with any Attorney General of a state that has adopted the same or similar state premerger notification filing requirement and contains similar confidentiality requirements. Neither State Act allows for sharing with any competition agencies or other law enforcement agencies outside the United States; merging parties may grant such rights, however.

There is no filing fee associated with the filing. However, any person that fails to comply with the state’s notification requirement is subject to civil penalties of up to \$10,000 per day, for each day out of compliance.

For a longer discussion of state legislative interest in adopting state-specific premerger notification statutes, including notification of healthcare transactions, see [Washington State Adopts First Broad State Antitrust Premerger Notification Act and Filing Requirement](#), in the May 2025 *Quorum*.