

SENATE BILL NO. 218—SENATOR OHRENSCHALL

FEBRUARY 19, 2025

Referred to Committee on Commerce and Labor

SUMMARY—Enacts the Uniform Antitrust Pre-Merger Notification Act. (BDR 52-938)

FISCAL NOTE: Effect on Local Government: No.
Effect on the State: No.

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EXPLANATION – Matter in *bolded italics* is new; matter between brackets ~~omitted material~~ is material to be omitted.

AN ACT relating to unfair trade practices; enacting the Uniform Antitrust Pre-Merger Notification Act; and providing other matters properly relating thereto.

Legislative Counsel’s Digest:

1 The federal Hart-Scott-Rodino Antitrust Improvements Act of 1976 requires
2 certain persons who intend to engage in certain mergers or acquisitions to file a
3 notification with the Federal Trade Commission and the United States Department
4 of Justice. (15 U.S.C. § 18a) Under existing law, a person who is required to file
5 such a notification for any transaction involving any assets of a group practice or
6 health carrier in this State is required to simultaneously submit a copy of the filing
7 to the Attorney General. (NRS 598A.400) This bill enacts the Uniform Antitrust
8 Pre-Merger Notification Act promulgated by the Uniform Law Commission in
9 2024, which, in general, requires certain additional persons who are required to file
10 a notification under the Hart-Scott-Rodino Act to file that same notification with
11 the Attorney General contemporaneously with the federal filing.

12 **Sections 2-11** of this bill define terms for the purposes of the Uniform Act.
13 **Section 12** of this bill requires a person who files a notification pursuant to the
14 Hart-Scott-Rodino Act to file a copy of the federal notification form with the
15 Attorney General if: (1) the person has its principal place of business in this State;
16 or (2) the person or a person it controls directly or indirectly had a certain amount
17 of annual net sales of certain goods or services in this State. **Section 12** also
18 requires a person to file with the Attorney General a complete electronic copy of
19 any additional documentary material provided with the federal filing: (1)
20 contemporaneously with the federal filing, for a person with its principal place of
21 business in this State; and (2) on request of the Attorney General, for a person who
22 meets the annual net sales threshold. **Section 12** further prohibits the Attorney
23 General from charging a fee for such filings. **Section 15** of this bill authorizes the
24 Attorney General to seek imposition of a civil penalty if a person fails to submit the
25 required filings and additional documentary material.

26 **Sections 13 and 19** of this bill, in general, make such filings confidential
27 subject to certain exceptions. **Sections 13 and 14** of this bill authorize limited



28 disclosures for investigatory and law enforcement purposes, including: (1) subject
29 to a protective order entered by an agency, court or judicial officer; (2) to the
30 attorney general of another state which has enacted the Uniform Act or an
31 equivalent act with equivalent confidentiality provisions; and (3) to certain federal
32 agencies. **Section 16** of this bill requires a court to consider the promotion of
33 uniformity of the law among jurisdictions that enact the Uniform Act in applying
34 and construing the provisions of the Act.

35 Existing law requires a person who is a party to certain reportable health care or
36 health carrier transactions to file a notification with the Attorney General at least 30
37 days before the consummation of the transaction. (NRS 598A.390) **Section 17** of
38 this bill provides that the requirement for notification is satisfied if the person is
39 required to file a copy of a filing regarding the transaction with the Attorney
40 General pursuant to **section 12** and does so.

41 **Section 18** of this bill specifies that the provisions of existing law requiring a
42 person to simultaneously submit to the Attorney General a notification required by
43 the Hart-Scott-Rodino Act for a transaction involving any assets of a group practice
44 or health carrier in this State apply only if the person is not otherwise required to
45 file a copy of the notification with the Attorney General pursuant to the provisions
46 of **section 12**.

THE PEOPLE OF THE STATE OF NEVADA, REPRESENTED IN
SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

1 **Section 1.** Title 52 of NRS is hereby amended by adding
2 thereto a new chapter to consist of the provisions set forth as
3 sections 2 to 16, inclusive, of this act.

4 **Sec. 2.** *This chapter may be cited as the Uniform Antitrust*
5 *Pre-Merger Notification Act.*

6 **Sec. 3.** *As used in this chapter, unless the context otherwise*
7 *requires, the words and terms defined in sections 4 to 11,*
8 *inclusive, of this act have the meanings ascribed to them in those*
9 *sections.*

10 **Sec. 4.** *“Additional documentary material” means the*
11 *additional documentary material filed with a Hart-Scott-Rodino*
12 *form.*

13 **Sec. 5.** *“Electronic” means relating to technology having*
14 *electrical, digital, magnetic, wireless, optical, electromagnetic or*
15 *similar capabilities.*

16 **Sec. 6.** *“Filing threshold” means the minimum size of a*
17 *transaction that requires the transaction to be reported under the*
18 *Hart-Scott-Rodino Act in effect when a person files a pre-merger*
19 *notification.*

20 **Sec. 7.** *“Hart-Scott-Rodino Act” means section 201 of the*
21 *Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C.*
22 *§ 18a, as amended.*

23 **Sec. 8.** *“Hart-Scott-Rodino form” means the form filed with*
24 *a pre-merger notification, excluding additional documentary*
25 *material.*



1 **Sec. 9.** *“Person” means an individual, estate, business or*
2 *nonprofit entity, government or governmental subdivision, agency*
3 *or instrumentality or other legal entity.*

4 **Sec. 10.** *“Pre-merger notification” means a notification filed*
5 *under the Hart-Scott-Rodino Act with the Federal Trade*
6 *Commission or the United States Department of Justice Antitrust*
7 *Division, or a successor agency.*

8 **Sec. 11.** *“State” means a state of the United States, the*
9 *District of Columbia, Puerto Rico, the United States Virgin*
10 *Islands or any other territory or possession subject to the*
11 *jurisdiction of the United States.*

12 **Sec. 12.** 1. *A person filing a pre-merger notification shall*
13 *file contemporaneously a complete electronic copy of the Hart-*
14 *Scott-Rodino form with the Attorney General if:*

15 (a) *The person has its principal place of business in this State;*
16 *or*

17 (b) *The person or a person it controls directly or indirectly had*
18 *annual net sales in this State of the goods or services involved in*
19 *the transaction of at least 20 percent of the filing threshold.*

20 2. *A person that files a form under paragraph (a) of*
21 *subsection 1 shall include with the filing a complete electronic*
22 *copy of the additional documentary material.*

23 3. *On request of the Attorney General, a person that filed a*
24 *form under paragraph (b) of subsection 1 shall provide a complete*
25 *electronic copy of the additional documentary material to the*
26 *Attorney General not later than 7 days after receipt of the request.*

27 4. *The Attorney General may not charge a fee connected with*
28 *filing or providing the form or additional documentary material*
29 *under this section.*

30 **Sec. 13.** 1. *Except as otherwise provided in subsection 3 or*
31 *section 14 of this act, the Attorney General may not make public*
32 *or disclose:*

33 (a) *A Hart-Scott-Rodino form filed under section 12 of this*
34 *act;*

35 (b) *The additional documentary material filed or provided*
36 *under section 12 of this act;*

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

39 (d) *That the form or the additional documentary material were*
40 *filed or provided under section 12 of this act or provided by the*
41 *attorney general of another state; or*

42 (e) *The merger proposed in the form.*

43 2. *A form, additional documentary material and other*
44 *information listed in subsection 1 are exempt from disclosure*
45 *under chapter 239 of NRS.*



1 3. *Subject to a protective order entered by an agency, court or*
2 *judicial officer, the Attorney General may disclose a form,*
3 *additional documentary material or other information listed in*
4 *subsection 1 in an administrative proceeding or judicial action if*
5 *the proposed merger is relevant to the proceeding or action.*

6 4. *This chapter does not:*

7 (a) *Limit any other confidentiality or information-security*
8 *obligation of the Attorney General;*

9 (b) *Preclude the Attorney General from sharing information*
10 *with the Federal Trade Commission or the United States*
11 *Department of Justice Antitrust Division, or a successor agency;*
12 *or*

13 (c) *Preclude the Attorney General from sharing information*
14 *with the attorney general of another state that has enacted the*
15 *Uniform Antitrust Pre-Merger Notification Act or a substantively*
16 *equivalent act. The other state's act must include confidentiality*
17 *provisions at least as protective as the confidentiality provisions of*
18 *the Uniform Antitrust Pre-Merger Notification Act.*

19 **Sec. 14.** *1. The Attorney General may disclose a Hart-*
20 *Scott-Rodino form and additional documentary material filed or*
21 *provided under section 12 of this act to the attorney general of*
22 *another state that enacts the Uniform Antitrust Pre-Merger*
23 *Notification Act or a substantively equivalent act. The other state's*
24 *act must include confidentiality provisions at least as protective as*
25 *the confidentiality provisions of the Uniform Antitrust Pre-Merger*
26 *Notification Act.*

27 2. *At least 2 business days before making a disclosure under*
28 *subsection 1, the Attorney General shall give notice of the*
29 *disclosure to the person filing or providing the form or additional*
30 *documentary material under section 12 of this act.*

31 **Sec. 15.** *The Attorney General may seek imposition of a civil*
32 *penalty of not more than \$10,000 per day of noncompliance on a*
33 *person that fails to comply with subsection 1, 2 or 3 of section 12*
34 *of this act. A civil penalty imposed under this section is subject to*
35 *procedural requirements applicable to the Attorney General,*
36 *including the requirements of due process.*

37 **Sec. 16.** *In applying and construing the provisions of this*
38 *chapter, a court shall consider the promotion of uniformity of the*
39 *law among jurisdictions that enact the Uniform Antitrust Pre-*
40 *Merger Notification Act.*

41 **Sec. 17.** NRS 598A.390 is hereby amended to read as follows:
42 598A.390 1. Except as otherwise provided in subsection 2,
43 any person conducting business in this State who is a party to a
44 reportable health care or health carrier transaction shall, at least 30
45 days before the consummation of the reportable health care or health



1 carrier transaction, submit to the Attorney General a notification on
2 a form prescribed by the Attorney General. The notification must
3 contain the following information, to the extent such information is
4 applicable:

5 (a) A brief description of the nature of the proposed relationship
6 among the parties to the proposed reportable health care or health
7 carrier transaction;

8 (b) The names and specialties of each practitioner working for
9 the group practice that is the subject of the reportable health care or
10 health carrier transaction and who is anticipated to work with the
11 resulting group practice following the effective date of the
12 transaction;

13 (c) The names of the business entities that are anticipated to
14 provide health care services or health carrier services following the
15 effective date of the reportable health care or health carrier
16 transaction;

17 (d) An identification of each anticipated location where health
18 care services or health carrier services are to be provided following
19 the effective date of the reportable health care or health carrier
20 transaction;

21 (e) A description of the services to be provided by practitioners
22 at each location identified pursuant to paragraph (d); and

23 (f) The primary service area to be served by each location
24 identified pursuant to paragraph (d).

25 2. If a person who is a party to a reportable health care or
26 health carrier transaction is required to:

27 (a) Submit a copy of a filing to the Attorney General pursuant to
28 NRS 598A.400 regarding the transaction, the copy of the filing
29 submitted pursuant to NRS 598A.400 satisfies the requirement for
30 notification pursuant to subsection 1.

31 (b) Submit a notification to the Commissioner of Insurance
32 pursuant to NRS 692C.363 regarding the transaction, the person
33 may satisfy the requirement for notification pursuant to subsection 1
34 by simultaneously submitting to the Attorney General a copy of the
35 notification submitted to the Commissioner of Insurance.

36 (c) *File a copy of a filing with the Attorney General pursuant*
37 *to section 12 of this act regarding the transaction, the copy of the*
38 *filing filed pursuant to section 12 of this act satisfies the*
39 *requirement for submitting a notification pursuant to*
40 *subsection 1.*

41 **Sec. 18.** NRS 598A.400 is hereby amended to read as follows:
42 598A.400 1. Any person conducting business in this State
43 that files a notification with the Federal Trade Commission or the
44 United States Department of Justice pursuant to the Hart-Scott-
45 Rodino Antitrust Improvements Act of 1976, 15 U.S.C. § 18a



1 regarding a transaction that involves any assets of a group practice
2 or health carrier in this State *and who is not otherwise required to*
3 *file a copy of the notification with the Attorney General pursuant*
4 *to section 12 of this act* shall simultaneously submit a copy of the
5 filing to the Attorney General.

6 2. A person that submits a copy of a filing to the Attorney
7 General pursuant to subsection 1 satisfies the requirement for notice
8 set forth in NRS 598A.390.

9 **Sec. 19.** NRS 239.010 is hereby amended to read as follows:

10 239.010 1. Except as otherwise provided in this section and
11 NRS 1.4683, 1.4687, 1A.110, 3.2203, 41.0397, 41.071, 49.095,
12 49.293, 62D.420, 62D.440, 62E.516, 62E.620, 62H.025, 62H.030,
13 62H.170, 62H.220, 62H.320, 75A.100, 75A.150, 76.160, 78.152,
14 80.113, 81.850, 82.183, 86.246, 86.54615, 87.515, 87.5413,
15 87A.200, 87A.580, 87A.640, 88.3355, 88.5927, 88.6067, 88A.345,
16 88A.7345, 89.045, 89.251, 90.730, 91.160, 116.757, 116A.270,
17 116B.880, 118B.026, 119.260, 119.265, 119.267, 119.280,
18 119A.280, 119A.653, 119A.677, 119B.370, 119B.382, 120A.640,
19 120A.690, 125.130, 125B.140, 126.141, 126.161, 126.163, 126.730,
20 127.007, 127.057, 127.130, 127.140, 127.2817, 128.090, 130.312,
21 130.712, 136.050, 159.044, 159A.044, 164.041, 172.075, 172.245,
22 176.01334, 176.01385, 176.015, 176.0625, 176.09129, 176.156,
23 176A.630, 178.39801, 178.4715, 178.5691, 178.5717, 179.495,
24 179A.070, 179A.165, 179D.160, 180.600, 200.3771, 200.3772,
25 200.5095, 200.604, 202.3662, 205.4651, 209.392, 209.3923,
26 209.3925, 209.419, 209.429, 209.521, 211A.140, 213.010, 213.040,
27 213.095, 213.131, 217.105, 217.110, 217.464, 217.475, 218A.350,
28 218E.625, 218F.150, 218G.130, 218G.240, 218G.350, 218G.615,
29 224.240, 226.462, 226.796, 228.270, 228.450, 228.495, 228.570,
30 231.069, 231.1285, 231.1473, 232.1369, 233.190, 237.300,
31 239.0105, 239.0113, 239.014, 239B.026, 239B.030, 239B.040,
32 239B.050, 239C.140, 239C.210, 239C.230, 239C.250, 239C.270,
33 239C.420, 240.007, 241.020, 241.030, 241.039, 242.105, 244.264,
34 244.335, 247.540, 247.545, 247.550, 247.560, 250.087, 250.130,
35 250.140, 250.145, 250.150, 268.095, 268.0978, 268.490, 268.910,
36 269.174, 271A.105, 281.195, 281.805, 281A.350, 281A.680,
37 281A.685, 281A.750, 281A.755, 281A.780, 284.4068, 284.4086,
38 286.110, 286.118, 287.0438, 289.025, 289.080, 289.387, 289.830,
39 293.4855, 293.5002, 293.503, 293.504, 293.558, 293.5757, 293.870,
40 293.906, 293.908, 293.909, 293.910, 293B.135, 293D.510, 331.110,
41 332.061, 332.351, 333.333, 333.335, 338.070, 338.1379, 338.1593,
42 338.1725, 338.1727, 348.420, 349.597, 349.775, 353.205,
43 353A.049, 353A.085, 353A.100, 353C.240, 353D.250, 360.240,
44 360.247, 360.255, 360.755, 361.044, 361.2242, 361.610, 365.138,
45 366.160, 368A.180, 370.257, 370.327, 372A.080, 378.290, 378.300,



1 379.0075, 379.008, 379.1495, 385A.830, 385B.100, 387.626,
2 387.631, 388.1455, 388.259, 388.501, 388.503, 388.513, 388.750,
3 388A.247, 388A.249, 391.033, 391.035, 391.0365, 391.120,
4 391.925, 392.029, 392.147, 392.264, 392.271, 392.315, 392.317,
5 392.325, 392.327, 392.335, 392.850, 393.045, 394.167, 394.16975,
6 394.1698, 394.447, 394.460, 394.465, 396.1415, 396.1425, 396.143,
7 396.159, 396.3295, 396.405, 396.525, 396.535, 396.9685,
8 398A.115, 408.3885, 408.3886, 408.3888, 408.5484, 412.153,
9 414.280, 416.070, 422.2749, 422.305, 422A.342, 422A.350,
10 425.400, 427A.1236, 427A.872, 427A.940, 432.028, 432.205,
11 432B.175, 432B.280, 432B.290, 432B.4018, 432B.407, 432B.430,
12 432B.560, 432B.5902, 432C.140, 432C.150, 433.534, 433A.360,
13 439.4941, 439.4988, 439.5282, 439.840, 439.914, 439A.116,
14 439A.124, 439B.420, 439B.754, 439B.760, 439B.845, 440.170,
15 441A.195, 441A.220, 441A.230, 442.330, 442.395, 442.735,
16 442.774, 445A.665, 445B.570, 445B.7773, 449.209, 449.245,
17 449.4315, 449A.112, 450.140, 450B.188, 450B.805, 453.164,
18 453.720, 458.055, 458.280, 459.050, 459.3866, 459.555, 459.7056,
19 459.846, 463.120, 463.15993, 463.240, 463.3403, 463.3407,
20 463.790, 467.1005, 480.535, 480.545, 480.935, 480.940, 481.063,
21 481.091, 481.093, 482.170, 482.368, 482.5536, 483.340, 483.363,
22 483.575, 483.659, 483.800, 484A.469, 484B.830, 484B.833,
23 484E.070, 485.316, 501.344, 503.452, 522.040, 534A.031, 561.285,
24 571.160, 584.655, 587.877, 598.0964, 598.098, 598A.110,
25 598A.420, 599B.090, 603.070, 603A.210, 604A.303, 604A.710,
26 604D.500, 604D.600, 612.265, 616B.012, 616B.015, 616B.315,
27 616B.350, 618.341, 618.425, 622.238, 622.310, 623.131, 623A.137,
28 624.110, 624.265, 624.327, 625.425, 625A.185, 628.418, 628B.230,
29 628B.760, 629.043, 629.047, 629.069, 630.133, 630.2671,
30 630.2672, 630.2673, 630.2687, 630.30665, 630.336, 630A.327,
31 630A.555, 631.332, 631.368, 632.121, 632.125, 632.3415,
32 632.3423, 632.405, 633.283, 633.301, 633.427, 633.4715, 633.4716,
33 633.4717, 633.524, 634.055, 634.1303, 634.214, 634A.169,
34 634A.185, 634B.730, 635.111, 635.158, 636.262, 636.342, 637.085,
35 637.145, 637B.192, 637B.288, 638.087, 638.089, 639.183,
36 639.2485, 639.570, 640.075, 640.152, 640A.185, 640A.220,
37 640B.405, 640B.730, 640C.580, 640C.600, 640C.620, 640C.745,
38 640C.760, 640D.135, 640D.190, 640E.225, 640E.340, 641.090,
39 641.221, 641.2215, 641A.191, 641A.217, 641A.262, 641B.170,
40 641B.281, 641B.282, 641C.455, 641C.760, 641D.260, 641D.320,
41 642.524, 643.189, 644A.870, 645.180, 645.625, 645A.050,
42 645A.082, 645B.060, 645B.092, 645C.220, 645C.225, 645D.130,
43 645D.135, 645G.510, 645H.320, 645H.330, 647.0945, 647.0947,
44 648.033, 648.197, 649.065, 649.067, 652.126, 652.228, 653.900,
45 654.110, 656.105, 657A.510, 661.115, 665.130, 665.133, 669.275,



1 669.285, 669A.310, 670B.680, 671.365, 671.415, 673.450, 673.480,
2 675.380, 676A.340, 676A.370, 677.243, 678A.470, 678C.710,
3 678C.800, 679B.122, 679B.124, 679B.152, 679B.159, 679B.190,
4 679B.285, 679B.690, 680A.270, 681A.440, 681B.260, 681B.410,
5 681B.540, 683A.0873, 685A.077, 686A.289, 686B.170, 686C.306,
6 687A.060, 687A.115, 687B.404, 687C.010, 688C.230, 688C.480,
7 688C.490, 689A.696, 692A.117, 692C.190, 692C.3507, 692C.3536,
8 692C.3538, 692C.354, 692C.420, 693A.480, 693A.615, 696B.550,
9 696C.120, 703.196, 704B.325, 706.1725, 706A.230, 710.159,
10 711.600, *section 13 of this act*, sections 35, 38 and 41 of chapter
11 478, Statutes of Nevada 2011 and section 2 of chapter 391, Statutes
12 of Nevada 2013 and unless otherwise declared by law to be
13 confidential, all public books and public records of a governmental
14 entity must be open at all times during office hours to inspection by
15 any person, and may be fully copied or an abstract or memorandum
16 may be prepared from those public books and public records. Any
17 such copies, abstracts or memoranda may be used to supply the
18 general public with copies, abstracts or memoranda of the records or
19 may be used in any other way to the advantage of the governmental
20 entity or of the general public. This section does not supersede or in
21 any manner affect the federal laws governing copyrights or enlarge,
22 diminish or affect in any other manner the rights of a person in any
23 written book or record which is copyrighted pursuant to federal law.

24 2. A governmental entity may not reject a book or record
25 which is copyrighted solely because it is copyrighted.

26 3. A governmental entity that has legal custody or control of a
27 public book or record shall not deny a request made pursuant to
28 subsection 1 to inspect or copy or receive a copy of a public book or
29 record on the basis that the requested public book or record contains
30 information that is confidential if the governmental entity can
31 redact, delete, conceal or separate, including, without limitation,
32 electronically, the confidential information from the information
33 included in the public book or record that is not otherwise
34 confidential.

35 4. If requested, a governmental entity shall provide a copy of a
36 public record in an electronic format by means of an electronic
37 medium. Nothing in this subsection requires a governmental entity
38 to provide a copy of a public record in an electronic format or by
39 means of an electronic medium if:

40 (a) The public record:

- 41 (1) Was not created or prepared in an electronic format; and
42 (2) Is not available in an electronic format; or

43 (b) Providing the public record in an electronic format or by
44 means of an electronic medium would:

- 45 (1) Give access to proprietary software; or



1 (2) Require the production of information that is confidential
2 and that cannot be redacted, deleted, concealed or separated from
3 information that is not otherwise confidential.

4 5. An officer, employee or agent of a governmental entity who
5 has legal custody or control of a public record:

6 (a) Shall not refuse to provide a copy of that public record in the
7 medium that is requested because the officer, employee or agent has
8 already prepared or would prefer to provide the copy in a different
9 medium.

10 (b) Except as otherwise provided in NRS 239.030, shall, upon
11 request, prepare the copy of the public record and shall not require
12 the person who has requested the copy to prepare the copy himself
13 or herself.

14 **Sec. 20.** 1. The provisions of this act apply only to a pre-
15 merger notification filed on or after October 1, 2025.

16 2. As used in this section, "pre-merger notification" has the
17 meaning ascribed to it in section 10 of this act.



