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Notice of Material Change

General Instructions

The attached form should be used by a Hospital, Hospital System, or Provider Organization to provide a Notice of Material Change (“Notice”) to the Washington State Attorney General’s Office as required by RCW 19.390.

Requirement to File

Under RCW 19.390.090, hospitals, hospital systems, and provider organization entering into any transaction that constitutes a **material change** must submit written notice to the Washington State Attorney general of such material change.

A **material change** includes a merger, acquisition, or contracting affiliation between two or more entities of the following types: hospitals, hospital systems, or provider organizations. A merger, acquisition, or contracting affiliation only qualifies as a material change if the parties to the transaction did not previously have common ownership or a contracting affiliation.

Out of State Entities: A material change between a Washington entity and an out-of-state-entity must only be where reported where the out-of-state entity generates ten million dollars or more in health care services revenue from patients residing in Washington state.

Helpful Definitions:

“**Merger**” means a consolidation between two or more organizations, including two or more organizations joining through a common parent organization or two or more organizations forming a new organization, but does not include a corporate reorganization.

“**Acquisition**” means an agreement, arrangement, or activity the consummation of which results in a person acquiring directly or indirectly the control of another person, and includes the acquisition of voting securities and noncorporate interests, such as assets, capital stock, membership interests, or equity interests.

“**Contracting affiliation**” means the formation of a relationship between two or more entities that permits the entities to negotiate jointly with carriers or third-party administrators over rates for professional medical services, or for one entity to negotiate on behalf of the other entity with carriers or third-party administrators over rates for professional medical services. “Contract affiliation” does not include arrangements among entities under common ownership.

“**Provider organization**” means a corporation, partnership, business trust, association, or organized group of persons, whether incorporated or not, which is in the business of health care delivery or management and that represents seven or more health care providers in contracting with carriers or third-party administrators for the payments of health care services. A "provider organization" includes physician organizations, physician-hospital organizations, independent practice associations, provider networks, and accountable care organizations.

Additional defined terms can be found at RCW 19.390.020.

Submission of Notice

This notice form must be submitted to the Washington State Attorney General's Office no later than **60 days** prior to the effective date of any transaction that results in a material change. Submission via email to HealthcareNotice@atg.wa.gov is preferred. Notices may also be sent to the attention of the Antitrust Division at 800 Fifth Ave, Suite 2000, Seattle, WA 98104.

Confidentiality

Information submitted to the Washington State Attorney General's Office pursuant to RCW 19.390, including this Notice form, shall be maintained and used by the AGO in the same manner and under the same protections as provided in RCW 19.86.110.

Requests for Additional Information

The Attorney General shall make any additional requests for information from the parties within thirty days of the date notice is received. This does not preclude the Attorney General from conducting an investigation or enforcing state or federal antitrust laws at a later date.

Notice of Material Change Form

Date:

Parties to the Transaction

Party A:

Party B:

Party C (if
applicable):

Brief Description of the Nature and Purpose of the Proposed Material Change:

Anticipated Effective Date of Proposed Material Change:

Identification of all locations where healthcare services are currently provided by Party A:

Identification of all locations where healthcare services are currently provided by Party B:

Contact Information

Business A:

Address:

Contact Name:

Title:

Phone:

Cell Phone:

Email:

Are you represented by an attorney? Yes No

Attorney Name &

Address:

Attorney Phone:

Attorney Email:

Business B:

Address:

Contact Name:

Title:

Phone Cell:

Phone:

Email:

Are you represented by an attorney? Yes No

**Attorney Name
& Address:**

Attorney Phone:

Attorney Email:

For any additional addresses please attach to the form.

Was a pre-merger notification filed with the Federal Trade Commission or Department of Justice?

Yes No

If the answer is Yes, please attach the premerger notification filing along with this notice submission.

After completing the form, please save your changes before submitting.

Declaration

I, _____, declare under penalty of perjury under the law of Washington that the foregoing is true and correct.

Signature:

Title or Position:

Company:

Date:

City and State: