

ALERT MEMORANDUM

California Enacts Uniform Antitrust Premerger Notification Act

February 13, 2026

On February 10, 2026, Governor Gavin Newsom signed into law the California Uniform Antitrust Premerger Notification Act (the “California Act”), making California the third state to adopt a broad antitrust premerger notification requirement. Under this law, parties who meet certain threshold conditions will be required to submit copies of their Hart-Scott-Rodino (“HSR”) forms to the California Attorney General.¹ The California Act will apply to premerger notifications filed on or after January 1, 2027.²

I. Key Provisions

As the California Act is modeled after [the draft legislation published by the Uniform Law Commission](#), like the laws adopted by [Washington state](#) and [Colorado](#), it closely resembles these laws. There are, however, distinctions, including filing fees and higher penalties for noncompliance.

Thresholds

Parties to a transaction are required to file HSR forms with the California Attorney General under the California Act if:

- 1) their principal place of business is in California; or
- 2) they (or a person they control) directly or indirectly had annual net sales in California of the goods or services involved in the transaction of at least 20 percent of the HSR filing threshold (i.e., roughly \$26.8 million, based on the 2026 HSR threshold of \$133.9 million).³

¹ Cal. Bus. & Prof. Code §§ 16780 et seq.

² Cal. Bus. & Prof. Code § 16787.

³ Federal Trade Commission, New HSR Thresholds and Filing Fees for 2026

(Jan. 20, 2026), <https://www.ftc.gov/enforcement/competition-matters/2026/01/new-hsr-thresholds-filing-fees-2026>.



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As California is the largest state by GDP (~15% of the US total), California will require notification of many more transactions than either Washington or Colorado.

The California Act builds on narrower notification requirements applicable in the health care⁴ and retail grocery and pharmacy industries⁵ in California.

Requirements

If applicable, parties must file a copy of their HSR form with the California Attorney General within one business day of their federal filing.⁶

Parties filing based on having their principal place of business in California must also include a copy of the documents submitted with their HSR form when filing with the California Attorney General.⁷

For parties filing based on the California sales threshold, the California Attorney General may request a copy of the documents submitted with their HSR form, and the party must provide them within seven business days after receipt of the request.⁸

Fees

The California Attorney General may impose a fee of \$1,000 for filings made on the basis of having a principal place of business in California and a fee of \$500 for filings made based on sales in California.⁹ These fees may be adjusted not more than once every five years to account for inflation.¹⁰ The Washington and Colorado laws do not require filing fees.

Penalties

The California Attorney General may impose a civil penalty of not more than \$25,000 per day of noncompliance on parties that fail to comply with the filing requirements, after written notice and a three business day period to cure.¹¹ This exceeds the \$10,000 max daily penalty provided for under the Washington and Colorado laws but also expressly

provides for time to cure noncompliance, unlike either of these laws.

Confidentiality & Reciprocity

The confidentiality and reciprocity provisions of the California Act are closely aligned with the provisions under Washington and Colorado's laws.

However, unlike these laws, the California Act expressly requires that the materials submitted in connection with notified transactions be destroyed or returned within 120 days of the transaction's closing or the conclusion of any legal proceedings directly related to the transaction, whichever is later.¹² The California Act also requires the California Attorney General to provide five business days' notice before disclosing submitted materials to the Attorney General of another state with a similar premerger notification requirement.¹³

II. Summary of State Premerger Notification Requirements

States	Broad Premerger Notification Requirements
Washington, Colorado, California	Principal place of business located in State
	Direct or indirect annual net sales in State of goods or services involved in transaction of \geq 20% of HSR filing threshold

In addition to these broad premerger notification requirements, several states also have sector-specific merger control laws requiring notification of qualifying transactions before closing.

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⁴ Cal. Health & Safety Code §§ 127500 et seq.

⁵ Cal. Corporate Code §§ 14700 et seq.

⁶ Cal. Bus. & Prof. Code § 16782(a).

⁷ *Id.* § 16782(b).

⁸ *Id.* § 16782(c).

⁹ *Id.* § 16782(e)(1).

¹⁰ *Id.* § 16782(e)(3).

¹¹ *Id.* § 16785.

¹² *Id.* § 16783(e).

¹³ *Id.* § 16784(b).