



OFFICE OF HEALTH STRATEGY PHYSICIAN PRACTICE WORKGROUP

Office of the Attorney General
Thursday, March 10, 2022, 5:00
p.m.

Informational Links

- <https://ohsnotificationandfilings.ct.gov/> (database maintained by OHS)
- [Notices of Material Change and Healthcare Filings \(ct.gov\)](#) (AGO website information)

Statutes For Reference

- Sec. 19a-486i. Definitions. Notice to Attorney General and executive director of certain mergers, acquisitions and other transactions. Reports.
- (c) [https://www.cga.ct.gov/current/pub/chap_368v.htm#:~:text=\(c\)%20Not%20less,or%20hospital%20system](https://www.cga.ct.gov/current/pub/chap_368v.htm#:~:text=(c)%20Not%20less,or%20hospital%20system).
- (c) Not less than thirty days prior to the effective date of any transaction that results in a material change to the business or corporate structure of a group practice, the parties to the transaction shall submit written notice to the Attorney General of such material change. For purposes of this subsection, a material change to the business or corporate structure of a group practice includes: (1) The merger, consolidation or other affiliation of a group practice with (A) another group practice that results in a group practice comprised of eight or more physicians, or (B) a hospital, hospital system, captive professional entity, medical foundation or other entity organized or controlled by such hospital or hospital system; (2) the acquisition of all or substantially all of (A) the properties and assets of a group practice, or (B) the capital stock, membership interests or other equity interests of a group practice by (i) another group practice that results in a group practice comprised of eight or more physicians, or (ii) a hospital, hospital system, captive professional entity, medical foundation or other entity organized or controlled by such hospital or hospital system; (3) the employment of all or substantially all of the physicians of a group practice by (A) another group practice that results in a group practice comprised of eight or more physicians, or (B) a hospital, hospital system, captive professional entity, medical foundation or other entity organized by, controlled by or otherwise affiliated with such hospital or hospital system; and (4) the acquisition of one or more insolvent group practices by (A) another group practice that results in a group practice comprised of eight or more physicians, or (B) a hospital, hospital system, captive professional entity, medical foundation or other entity organized by, controlled by or otherwise affiliated with such hospital or hospital system.
- (d) (1) The written notice required under subsection (c) of this section shall identify each party to the transaction and describe the material change as of the date of such notice to the business or corporate structure of the group practice, including: (A) A description of the nature of the proposed relationship among the parties to the proposed transaction; (B) the names and specialties of each physician that is a member of the group practice that is the subject of the proposed transaction and who will practice medicine with the resulting group practice, hospital, hospital system, captive professional entity, medical foundation or other entity organized by, controlled by, or otherwise affiliated with such hospital or hospital system following the effective date of the transaction; (C) the names of the business entities that are to provide services following the effective date of the transaction; (D) the address for each location where such services are to be provided; (E) a description of the services to be provided at each such location; and (F) the primary service area to be served by each such location.
- (e) [https://www.cga.ct.gov/current/pub/chap_368v.htm#:~:text=\(e\)%20Not%20less,each%20such%20location](https://www.cga.ct.gov/current/pub/chap_368v.htm#:~:text=(e)%20Not%20less,each%20such%20location).
- (e) Not less than thirty days prior to the effective date of any transaction that results in an affiliation between one hospital or hospital system and another hospital or hospital system, the parties to the affiliation shall submit written notice to the Attorney General of such affiliation. Such written notice shall identify each party to the affiliation and describe the affiliation as of the date of such notice, including: (1) A description of the nature of the proposed relationship among the parties to the affiliation; (2) the names of the business entities that are to provide services following the effective date of the affiliation; (3) the address for each location where such services are to be provided; (4) a description of the services to be provided at each such location; and (5) the primary service area to be served by each such location.

Statutes For Reference

Sec. 35-42. Investigation of alleged violation. Issuance of subpoenas and written interrogatories. Enforcement of compliance. Cooperation. Service. Confidential material.

(c) (2)

[https://www.cga.ct.gov/current/pub/chap_624.htm#:~:text=\(2\)%20All%20documentary,proceeding%20commenced%20thereunder](https://www.cga.ct.gov/current/pub/chap_624.htm#:~:text=(2)%20All%20documentary,proceeding%20commenced%20thereunder).

REVIEW OF THE NOTICE OF MATERIAL CHANGE

INITIAL REVIEW

When a NOMC is received, it is assigned to an attorney in the Antitrust Section.

Initial review is for completeness; we need adequate information to assess the proposed change, and to discover what other providers are in the geographical and service market. If additional information is missing, we will contact the transacting parties.

SUBSTANTIVE REVIEW

The Antitrust Section will analyze the PSA zip codes for overlap and will research the competition in the geographical and service markets. The geographical market is defined by the provenance of the patients rather than the locations maintained by the providers.

ANTITRUST INVESTIGATION

An NOMC that appears likely to have an adverse impact on competition will be reviewed as any antitrust inquiry. We may be in touch with the parties to the transaction, with payors and competing providers, and with other antitrust enforcers. We will ask you to postpone the effective date pending review.

NOMC Form – Sheet 1

Add header



NOTICE OF MATERIAL CHANGE

Date of Notice:

Party Submitting this Notice:

Effective Date of Transaction:

Nature of Material Change: (Please provide a description of the proposed material change pursuant to P. A. 14-168 §1(c), including a description of the nature of the proposed relationship among the parties to the proposed transaction.)

Type your response here

Address questions to AG.PhysicianAcquisitions
AG.PhysicianAcquisitions@ct.gov to communicate with our
group at the Attorney General's Office

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