



## **Request for Comments**

### **PROPOSED MATERIAL CHANGE FORMS (DS-7789)**

Email to [DDTCPublicComments@state.gov](mailto:DDTCPublicComments@state.gov)

Airbus Defense and Space, Inc. is pleased to offer the following comments to the proposed changes related to the Statement of material Change, Merger, Acquisition or Divestment of a Registered Party Form DS-7789.

It is the opinion of Airbus Defense and Space, Inc., that the proposed forms require numerous changes, therefore we recommend DDTC issue the proposed forms for a 2<sup>nd</sup> round of public comments after consideration of the initial comments.

### **General Comments on Forms DS-7789**

We recommend that the reporting of a material change be accomplished under a single application, rather than four separate free-standing forms, and functions as an addendum to Form DS-2032.

Using the preliminary information entered at the beginning of the form, the application should guide the user as to what additional information is required to satisfy the material change. Thus, each material change submitted via the form would automatically update the DS-2032 registration form and would alleviate confusion over which of the four proposed DS-7789 forms to submit. If four separate forms are to be utilized, we recommend identifying as part of the forms name the applicable requirements under 22 CFR 122.4 the form is addressing (i.e., §122.4(a), §122.4(b) or §122.4(c)).

We recommend all text box size or character limit be unlimited, or the addition of a note above each of the text boxes on all the forms indicating the size or character limit of each text box. Blocks should also expand when entering more than one line of characters so that that edits and proof reading can be done more easily.

The forms do not allow uploading documentation, which may be required to support changes associated with company state registration, name changes, certificates of merger, board decision to support change of board members, etc.; we recommend allowing to upload supporting documentation.

“Add” buttons do not seem to function throughout the forms.

Protection of Information: We are concerned about the protection of the information and the security of the means of transmission: If these forms are uploaded electronically, including by companies that are not registered with DDTC, and thus do not have access to DTRADE or DTAS or other encrypted means of communicating with the U.S. Government, how is the proprietary information going to be protected?

We are also concerned that there does not seem to be a possibility to request that the information be exempted from the public access provisions of the Freedom of Information Act, 5 U.S.C. § 552.



**Comments specific to the four different DS-7789 forms as proposed.**

**Form DS-7789 non-MAD related:**

If this form is to be used for only non-MAD related material changes, Block 2 should not include “Merger”, “Acquisition”, or “Divestiture”; or “60-Day notice” as options. This may confuse the user resulting in a rejected submission that is not compliant with DDTC requirements.

Recommend adding a block to add/remove Board members or other Senior Officers, to include all of the required information as outlined in the DS-2032 registration form, and also an “add” button in the case of multiple additions and/or deletions.

Recommend including an “opt-out” option for including SSN information for directors, officers, and partners.

**Form DS-7789 MAD related 5-day Buyer and Seller:**

Block 2 request to “identify each subsidiary or affiliate that the applicant has divested or acquired, or intends to divest or acquire, in the described transaction”, there is an “Add” function if several entities are to be identified, but this “Add” function does not seem to work.

Block 2 (end of the block) requires to “Summarize the essentials of the transaction, including a statement of purpose and description of scope to include with an explanation of actions taken/to be taken inside and outside of the U.S.”, the block does not expand when entering more than one line of characters, making it difficult to edit or make changes.

**Form DS-7789 MAD related 60-day Buyer**

Per 22 CFR 122.4(b), only the registered applicant is required to notify DDTC at least 60 days in advance of any intended sale or transfer to a foreign person. Recommend DDTC clarify the regulatory requirement this form is intended to address.

The form does not provide for a U.S. non DDTC-registered buyer to make a statement of whether they would register with DDTC once the acquisition closes.

If a non-U.S. buyer buys a U.S. entity that would need to be registered with DDTC post-acquisition, it is unclear how the non-U.S. buyer would convey this information in the form.

**Form DS-7789 MAD related 60-day Seller**

If this form is to be used for only 60 day notification, MAD related submission from the Seller:

- Block 2 should not include “Divestiture”; or “5-Day notice” as options.
- Block 3 should not include “Divesting party” as an option

Block 2 Date of event triggering notification requirement: the registered entity should be able to enter an estimated date (especially if the CFIUS review is not completed, date may change)

Block 2 (end of the block) requires to “Summarize the essentials of the transaction, including a statement of purpose and description of scope to include with an explanation of actions taken/to be



taken inside and outside of the U.S.”, the block does not expand when entering more than one line of characters, making it difficult to edit or make changes.

For further information, please contact Corinne Kaplan at (703) 466 5741, or [corinne.kaplan@airbusna.com](mailto:corinne.kaplan@airbusna.com).

Respectfully,

A handwritten signature in blue ink, appearing to read "Corinne Kaplan", with a horizontal line drawn underneath the name.

Corinne Kaplan  
Airbus Defense and Space, Inc.  
Vice-President, Affiliate Trade Compliance