Democracy Defenders Fund

31 July 2026

The Rt Hon Lisa Nandy MP
Secretary of State for Culture, Media and Sport
Department for Culture, Media & Sport
100 Parliament Street, London SW1A 2BQ

**Re: Department for Culture, Media and Sport Comment: Proposed acquisition of Warner Bros. Discovery, Inc. by Paramount Skydance Corporation**

Democracy Defenders Fund ("DDF") submits these representations in response to the Secretary of State for Culture, Media and Sport's (the "Secretary") 30 June 2026 letter expressing that she was minded to issue a public interest intervention ("Minded To Letter") in the proposed acquisition of Warner Bros. Discovery, Inc. ("WBD") by Paramount Skydance Corporation ("Paramount").[1] DDF welcomes the Secretary's engagement in the transaction, and encourages her to issue a public interest intervention notice ("PIIN") under section 42(2) of the Enterprise Act 2002 ("the Act"). We understand from the Minded To Letter, and Department for Culture, Media and Sport (the "Department" or "DCMS") letters of 30 June 2026[2] that the Department has identified two public interest considerations in relation to this proposed merger, and these representations proceed on that basis. We submit them for the Department as it considers whether to issue a PIIN directing the Competition and Markets Authority ("CMA") and the Office of Communications ("Ofcom") in preparing their reports under sections 44 and 44A of the Act, each of which must summarise the representations the relevant regulator receives, and for consideration by the Secretary in deciding whether to make a reference under section 45. The evidence set out below supports one conclusion: both specified considerations are relevant, the merger threatens each severely, and the Secretary should issue a PIIN and refer the merger for detailed Phase 2 investigation with a view to prohibition or obtaining strong, suitable, structural remedies.

## I. Interest of the Submitting Organization

[1] Department for Culture, Media & Sport, "Proposed acquisition of Warner Bros Discovery by Paramount Skydance Corporation – Notice of a Potential Public Interest Intervention Notice" (30 June 2026), https://www.gov.uk/government/publications/dcms-letter-to-paramount-skydance-corporation-on-minded-to-refer-decision.

[2] DCMS Letter to Paramount, (30 Jun. 2026), https://assets.publishing.service.gov.uk/media/6a43dd16065c5aec12a4e409/260630_P-WBD_Redacted_Minded_To_Letter_to_Paramount_Skydance_Corporation.pdf; DCMS Letter to WBD (30 Jun. 2026), https://assets.publishing.service.gov.uk/media/6a43dc99fa72f76532a4e414/260630_P-WBD_Redacted_Minded_To_Letter_to_Warner_Bros._Discovery_Inc..pdf. As the letters are functionally identical, hereinafter we will cite them as the "Letters".

DDF is a United States nonpartisan nonprofit organization formed under 26 U.S.C. § 501(c)(3) and dedicated to fighting autocracy and building a pluralistic, inclusive democratic system. DDF formally opposes the Paramount-WBD transaction in proceedings on both sides of the Atlantic.[3] On 3 June 2026, DDF submitted written representations to the CMA in its merger inquiry, documenting the transaction's likely effects on UK competition, the UK creative workforce, UK consumers, and UK democracy and media plurality.[4] In that submission we emphasised that the CMA had a duty under the Enterprise Act 2002 to notify the Secretary of State about the potential public interest considerations which arose. We incorporate that submission by reference and develop here the evidence most relevant to the considerations specified in the Secretary's letters and statement.

## II. U.S. States' antitrust suit

We also note here that twelve United States Attorneys General, led by the states of California and New York, recently filed a major antitrust lawsuit against the merger.[5] While the lawsuit is not specific to DCMS's jurisdiction, we believe its arguments merit a brief discussion.

On 13 July 2026, these twelve states filed suit in the United States District Court for the Northern District of California to enjoin the merger under Section 7 of the Clayton Act, the principal U.S. statute prohibiting mergers whose effect may be substantially to lessen competition.[6] After plaintiffs obtained two Temporary Restraining Orders ("TRO") and before a hearing for a Preliminary Injunction ("PI"), Paramount postponed closing the transaction until a full trial on the merits–which could theoretically occur as late as early summer 2027.[7]

For present purposes, the complaint's significance lies in its account of what the market arithmetic threatens. The states, acting in their *parens patriae* capacity to protect the welfare of

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[3] Letter to the U.S. Federal Communications Commission opposing the transaction, available at https://www.booker.senate.gov/imo/media/doc/final_fcc_letter_on_warner_bros.pdf.

[4] Democracy Defenders Fund, "Competition and Markets Authority Comment: Anticipated Acquisition by Paramount Skydance of Warner Bros. Discovery" (3 June 2026) ("DDF CMA Comment"), https://dea5edf3-e27d-4adc-a42a-b9c082bc3167.usrfiles.com/ugd/dea5ed_615fa6d2be03425ab1907518b72f45f6.pdf.

[5] Complaint, *State of California, et al. v. Paramount Skydance Corp. and Warner Bros. Discovery, Inc.*, No. 4:26-cv-07116 (N.D. Cal. filed 13 July 2026) ("States' Complaint"), https://oag.ca.gov/system/files/attachments/press-docs/Redacted%20Paramount%20Warner%20complaint%20%20-%20file%20stamped.pdf.

[6] 15 U.S.C. § 18

[7] Benjamin Mullin, David McCabe, and Lauren Hirsch, "Paramount Agreed to Delay Warner Bros. Merger for Months," *New York Times* (Jul. 24, 2026), https://www.nytimes.com/2026/07/24/business/media/paramount-warner-bros-merger-delayed.html.

their residents, open their case by asserting that film and television are not commodities, but rather a principal means through which audiences "encounter stories, ideas, and perspectives beyond their own experience."[8] The competitive health of the markets that produce, distribute, and exhibit professionally created media determines not only price, quality, and output but also "the breadth of voices and viewpoints that reach the public."[9] When the merged firm cuts its investment in content, they argue, it will leave viewers with less original programming, less variety, and fewer viewpoints–even as they pay higher fees.[10] They warn that losing "the writers, actors, directors, crews, and craftspeople" who make this culturally important creative work won't just mean lost livelihoods; it will mean that the creative, artistic content that goes unproduced *as a result* of these disruptions will be "permanently lost."[11] This directly maps the public interest considerations specified in the Secretary of State's letters of 30 June 2026: the need for plurality of persons controlling media enterprises and the need for a sufficient plurality of views.

This is what we wish to convey to the Department in discussing this case. Twelve American states, examining the same transaction under a different legal regime, have independently concluded that this merger threatens the diversity of voices and viewpoints available to the public. Their conclusion supports the evidence DDF sets out below: the harms to plurality that the Department's letters identify are neither speculative nor confined to any single jurisdiction, and the same concentration of cultural and journalistic output that moved these twelve states to sue in U.S. federal court will, absent intervention, confront every audience in the United Kingdom.

## III. The Secretary's Concerns Are Well Founded, and the Statutory Process Should Move Quickly

The Department's own analysis justifies the intervention. Its letters of 30 June 2026 document that the merged firm would become the third largest linear broadcaster in the UK by audience share;[12] that Paramount and WBD rank as the second and third biggest providers of children's linear content in the UK;[13] that the combined entity's on-demand services would reach 19.0% of the UK population immediately post-merger, before accounting for HBO Max's rapid growth;[14]

[8] States' Complaint ¶¶ 2.
[9] States' Complaint ¶¶ 2, 16.
[10] States' Complaint ¶¶ 94.
[11] States' Complaint ¶¶ 105.
[12] Letters, at 4.
[13] Letters, at 4.
[14] Letters, at 5.

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and that the merger would place the world's two largest privately held broadcast news archives under common ownership for the first time.[15]

Paramount announced on 27 February 2026 that it will acquire 100% of WBD for $31 in cash per share, valuing WBD at $81 billion in equity value and $110 billion in enterprise value,[16] with completion expected early in the third quarter of 2026–as soon as July 22.[17] Therefore, in addition to issuing the PIIN, DDF urges the Secretary of State to follow its approach in previous media mergers[18] and issue a Pre-Emptive Action Order preventing transfer of ownership or control during the review period, pursuant to the Enterprise Act 2002.[19] Paramount and WBD should not be permitted to frustrate the purpose of the Department's public interest review process by completing the transaction before the review has concluded. Completion could prejudice the CMA's and Ofcom's investigations and undermine the effectiveness of any eventual remedies. DDF likewise urges the Secretary to lay the section 58(3) Order specifying the on-demand programme services ("ODPS") consideration and to secure parliamentary approval within 28 sitting days, as the Act requires.[20]

California's Attorney General Bonta referenced the UK's investigation–and how it was linked and important to the states' investigation: "The focus on viewpoint and reporting viewpoints is an important issue…. It's important for [the UK] to lift that up, and with all of the different regulators inspecting the proposed merger from these different angles… it helps with a more robust analysis."[21]

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[15] Letters, at 6.
[16] "Paramount to acquire Warner Bros. Discovery to form next-generation global media and entertainment company" (27 February 2026), https://www.paramount.com/press/paramount-to-acquire-warner-bros-discovery-to-form-next-generation-global-media-and-entertainment-company/.
[17] Cynthia Littleton, "Paramount Skydance Targets Q3 Closing Date for Warner Bros. Discovery Transaction as David Ellison Vows to 'Honor the Legacy of Two Iconic Companies'," *Variety* (Feb. 27, 2026), https://variety.com/2026/biz/news/paramount-skydance-q3-closing-warner-bros-discovery-ellison-1236675116/. *See* Jody Godoy, "Paramount will not close its Warner Bros deal before July 22 amid Oregon probe," *Reuters* (8 Jul. 2026), https://www.reuters.com/business/media-telecom/paramount-delays-warner-bros-deal-closure-amid-oregon-probe-2026-07-08/.
[18] For example**,** the acquisition of Telegraph Media Group by RedBird IMI. See the Pre-Emptive Order here: The Public Interest Merger Reference (Telegraph Media Group Ltd) (Pre-emptive Action) Order 2023
[19] Enterprise Act, Section 85(1) and Schedule 7(2)(1)-(2).
[20] Enterprise Act Sec. 58, https://www.legislation.gov.uk/ukpga/2002/40/section/58; Sec. 42, https://www.legislation.gov.uk/ukpga/2002/40/section/42; Enterprise Act Sec. 124, https://www.legislation.gov.uk/ukpga/2002/40/section/124.
[21] YouTube, '*#BlockTheMerger Town Hall with State Attorneys General Rob Bonta (CA) and Tish James (NY)*' (16 July 2026), link here.

## IV. Plurality of Persons with Control of Media Enterprises and On-Demand Programme Services

The Secretary of State should create a specified consideration to this effect as soon as possible pursuant to her powers under Section 58(3) of the Act. This specified consideration–the need for every different audience in the United Kingdom to have access to a sufficient plurality of persons with control of media enterprises and of enterprises providing ODPS–should be assessed across every channel through which the merged firm would reach British audiences. Ofcom has defined plurality as "ensuring there is a diversity in the viewpoints that are available and consumed, across and within media enterprises; and preventing any one media owner, or voice, having too much influence over public opinion and the political agenda."[22] Measured against that definition, the merger fails on six independent grounds.

### A. Linear broadcasting

WBD owns 30 linear channels broadcasting in the UK, including CNN International, the TNT Sports channels, and Cartoon Network;[23] Paramount owns 20, including Channel 5 and its portfolio channels, the Nickelodeon children's channels, Comedy Central, and MTV.[24] Of those who watch linear channels in an average week, channels owned by Paramount reach 36.1% and channels owned by WBD reach 20.7%.[25] Combined, their 12.1% weekly share of live linear viewing would exceed Sky (10.7%) and Channel 4 (9.2%), making the merged firm the third largest linear broadcaster in the UK, behind only the BBC and ITV.[26] Ofcom's published licence registers tell the same story from the supply side: on the basis of those registers, the combined entity would hold 64 of 547 Television Licensable Content Service licences (12%) and 16 of 134 Digital Terrestrial Programme Service licences (12%).[27] This transaction is "unprecedented" in the entities' reach and potential influence.[28]

### B. Children's audiences: the least substitutable viewers lose a distinct owner

[22] Ofcom, "Measuring media plurality: Ofcom's advice to the Secretary of State for Culture, Olympics, Media and Sport" (2012), https://www.ofcom.org.uk/siteassets/resources/documents/consultations/uncategorised/8159-measuring-plurality/associated-documents/measuring-media-plurality.pdf?v=321823; Letters, at 3.
[23] Letters, at 4.
[24] Letters, at 4.
[25] Letters, at 4.
[26] Letters, at 4 (internal DCMS analysis of BARB viewing data).
[27] DDF CMA Comment, at IV.E; Ofcom licence registers, https://www.ofcom.org.uk/tv-radio-and-on-demand/digital-tv/current-licensees. *Figures based on internal analysis and should be independently verified*.
[28] Letters, at 4.

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Paramount and WBD are the second and third biggest providers of children's linear content in the UK, behind the BBC.[29] The merger would hand a single owner control of a potentially significant proportion of the children's linear channels operating in the UK, a market the Department correctly describes as already limited.[30] The combined entity could then consolidate WBD's children's channels into Paramount's suite, extinguishing a significant presence in the market.[31] Children cannot substitute toward pay services on their own initiative; and parents selecting free-to-air children's programming face an exceedingly narrow set of alternatives, as free-to-air children's programming in the UK already only has two owners: the BBC and Paramount.[32] The transaction would then place the country's two largest commercial children's broadcasters under common control, uniting Channel 5, home of Milkshake!, the only commercial free-to-air children's offering, with WBD's portfolio of pay children's channels, leaving the BBC as the sole independent counterweight of any scale.[33] The plurality consideration exists precisely for audiences like this one.

C. On-demand programme services

85% of British adults use an ODPS every month, compared to 67% who watch live TV,[34] and the Media Act 2024 now regulates on-demand services in recognition of that shift.[35] A plurality

[29] Letters, at 4.
[30] Letters, at 4.
[31] Letters, at 4.
[32] ITV closed the CITV linear channel on 1 September 2023 and wound down its residual children's block on ITV2 on 10 April 2026. ITV, "ITV announces closure of CITV in favour of streaming-only children's content,"(10 Mar. 2023), https://www.itv.com/news/2023-03-10/itv-announces-closure-of-citv-in-favour-of-streaming-only-childrens-content; Narrative Entertainment withdrew Pop and Tiny Pop from linear broadcast in December 2025; the channels persist only as internet-delivered streaming (FAST) services, not over-the-air broadcast; "Narrative Entertainment to shutter Pop linear channels and app next month," *C21 Media* (4 November 2025), https://www.c21media.net/news/narrative-entertainment-to-shutter-pop-linear-channels-and-app-next-month/. The remaining free-to-air offerings are the BBC's CBeebies and CBBC and Channel 5's Milkshake! block, which Channel 5's president describes as "the only public service broadcaster offering a daily programming block that targets preschoolers," Colin Mann, "C5's Rose responds to Ofcom PSM review," *Advanced Television* (21 Jul. 2025), https://www.advanced-television.com/2025/07/21/c5s-rose-responds-to-ofcom-psm-review/. Paramount owns Channel 5.
[33] Paramount and WBD operate a number of standalone children's channels catering for children aged under 12, including Channel 5 and the Nickelodeon children's channels among Paramount's UK linear channels, and Cartoon Network among WBD's. Letters, at 2 and 4. Paramount has owned Channel 5 since 2014; on completion, Channel 5 and its children's programming would fall under the same common control as WBD's children's channels. Sky continues to operate Sky Kids as an independent pay-television channel. *See* Sky Kids, https://www.sky.com/tv/kids. Letters, at 4.
[34] Ofcom, Media Nations Report 2025 (30 Jul. 2025), at 9, https://www.ofcom.org.uk/siteassets/resources/documents/research-and-data/multi-sector/media-nations/2025/media-nations-2025-uk-report.pdf?v=401287.
[35] Media Act of 2024, https://www.legislation.gov.uk/ukpga/2024/15/part/4/enacted.

assessment confined to linear television would therefore miss where most viewing, and most editorial influence, now sits. The Secretary of State's decision to specify the ODPS consideration reflects that reality, and DDF supports it.

The data understate the concentration to come. The Broadcasters' Audience Research Board ("BARB") data show the combined entity's ODPS coverage at 19.0% of the UK population immediately post-merger; however, that figure excludes HBO Max, which launched in the UK only on 26 March 2026.[36] HBO Max then attracted 1.5 million UK subscribers in its first five days, making it the fastest start of any streaming platform to pass the one million mark in the UK.[37] It is projected to reach 6 million UK subscribers by the end of 2026.[38] Because HBO Max's UK share is unrepresentatively low, the mature US market offers the better guide to the combined platform's trajectory: subscription data suggest HBO Max holds an estimated 12–14% US share and Paramount+ an estimated 5–9%, a combined position approaching 25%.[39]

Nor is the loss of a distinct ODPS owner speculative. On 2 March 2026, Paramount CEO David Ellison confirmed on the company's investor call that Paramount+ and HBO Max will combine into a single streaming offering of roughly 200 million global subscribers.[40] Four services with a significant UK presence–Paramount+, 5, HBO Max, and Discovery+–would fall under one controlling owner, with the two flagship platforms merged outright. That is a direct, announced reduction in the plurality of persons controlling ODPS serving UK audiences.

D. Control over Channel 5

Paramount owns Channel 5, one of the United Kingdom's five public service broadcasters, holding a licence granted and regulated by Ofcom under the Communications Act 2003.[41] Public

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[36] Press Release: Warner Bros. Discovery announcing the HBO Max UK and Ireland launch (26 Mar. 2026), HBO Max is Now Streaming in the UK and Ireland in Major International Expansion | Pressroom .
[37] Mayssa Jamil, "HBO Max reached 1.5m UK subscribers in first five days," *Ampere Analysis* (9 Apr. 2026), https://www.ampereanalysis.com/insight/hbo-max-reaches-15m-uk-subscribers-in-first-five-days.
[38] Mayssa Jamil, *Ampere Analysis* (9 Apr. 2026), https://www.ampereanalysis.com/insight/hbo-max-reaches-15m-uk-subscribers-in-first-five-days.
[39] Brooke Gaines, "Streaming Service Market Share (2026) - By Platforms" *evoca.tv* (8 Jul. 2026), https://evoca.tv/streaming-service-market-share/.
[40] Daniel Arkin, "Paramount Skydance plans to merge Paramount+ and HBO Max platforms," *NBC News* (2 March 2026), https://www.nbcnews.com/business/media/paramount-skydance-plans-merge-paramount-hbo-max-platforms-rcna261287.
[41] Mark Sweney, "Viacom confirms purchase of Channel 5 from Richard Desmond for £450m," *The Guardian* (1 May 2014), https://www.theguardian.com/media/2014/may/01/viacom-purchase-channel-5-richard-desmond/ (Viacom became Paramount). *See also* Ofcom, "Regulating Channel 5," https://www.ofcom.org.uk/tv-radio-and-on-demand/public-service-broadcasting/regulating-channel-5.

service broadcaster ("PSB") status carries significant statutory obligations, including requirements to produce original UK content, provide news programming, and serve diverse audiences, as well as significant privileges, most notably guaranteed and prominent placement on electronic programme guides under section 310 of the Communications Act 2003, a very commercially valuable regulatory entitlement in UK broadcasting.[42] The UK Government is looking at expanding discoverability privileges to these PSBs on other non-linear channels, such as YouTube.[43] The merger would place that publicly privileged distribution position inside a portfolio spanning 50 linear channels, four UK-facing streaming services, and the sports rights described below. When one owner controls both a guaranteed-prominence PSB and the largest commercial rights inventory in the market, the plurality question is no longer only how many owners exist, but whether one owner's content enjoys structurally privileged access to every British household's first screen.

### E. Premium live sport

Live sport drives subscription decisions and household viewing habits more than any other content category, which makes concentrated sports rights a plurality instrument in their own right. Through TNT Sports, WBD broadcasts 52 exclusive Premier League matches per season through 2028/29, alongside the UEFA Champions League, Europa League, Conference League, Premiership Rugby (men's and women's), MotoGP, NBA, UFC, and boxing,[44] with every FA Cup match from the third round onward locked up through 2028/29.[45] In February 2025, WBD folded the Eurosport channels into TNT Sports in the UK and Ireland, bringing Australian Open and Roland-Garros tennis, Grand Tour cycling, the UCI Mountain Bike World Series, every major winter sports World Championship and World Cup event, British and World Superbikes, snooker, and the Olympic Games from 2026 through 2032 onto a single platform,[46] and WBD is reported

[42] Communications Act 2003, Sec. 310, https://www.legislation.gov.uk/ukpga/2003/21/section/310. *See* DCMS, *Watch this Space: A new strategic direction for UK media* (23 June 2026) (prominence central to public service broadcasters' ability to reach audiences and generate financial returns), https://www.gov.uk/government/consultations/watch-this-space-a-new-strategic-direction-for-uk-media-green-paper-and-public-consultation/watch-this-space-a-new-strategic-direction-for-uk-media-green-paper-and-public-consultation.
[43] *Id.*
[44] Press Release, "TNT Sports extends UK Premier League rights until 2029" (12 Apr. 2023), https://www.tntsports.co.uk/football/premier-league/2023-2024/tnt-sports-extends-uk-premier-league-rights-until-2029_sto9909497/story.shtml.
[45] Susan Lingeswaran, "TNT Sports regains domestic FA Cup rights, snaps up UWCL in Brazil," SPortcal (16 Feb. 2024), https://sportcal.com/?p=105729.
[46] Jack Bickerton, "TNT Sports to replace Eurosport in UK & Ireland," Sport Broadcast (27 Jan. 2025), https://www.broadcastnow.co.uk/broadcasting/tnt-sports-to-replace-eurosport-in-uk-and-ireland/5201168.article.

to be in advanced talks to buy out BT's 50% stake in TNT Sports, consolidating sole control.[47] Paramount, for its part, won the UK Champions League rights for 2027/28 through 2030/31[48] in a deal SportsPro values, combined with its German rights, at £2.2 billion,[49] and airs live NFL games on free-to-air Channel 5.[50] Post-merger, one owner would control so much premium live sports content that Sky would become the only comparable counterweight in British sports broadcasting. An owner that controls the content households cannot do without controls the terms on which those households encounter everything else it distributes.

### F. The concentration would be durable, and the assurances against it are not

The Secretary of State has noted Paramount's assurance that it has "no plans for material changes" to WBD's UK linear and on-demand services.[51] The reports should give that assurance no weight. It is voluntary and unenforceable; and Ellison's confirmed plan to merge Paramount+ and HBO Max already contradicts its spirit. The transaction's financing forecloses restraint: the deal carries a pro-forma debt load estimated at around $84 billion, one of the largest proposed leveraged buyouts in history,[52] with a leverage ratio of roughly 6.8x.[53] To service this debt, Paramount projects approximately $6 billion in synergies.[54] The specific financing of the Paramount-WBD deal creates a corporate environment where cost-cutting and price

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[47] "BT nears deal to sell TNT Sports stake to Warner Bros Discovery," *Reuters* (17 May 2025) https://www.reuters.com/business/media-telecom/bt-nears-deal-sell-tnt-sports-stake-warner-bros-discovery-ft-reports-2025-05-17/.

[48] Andreas Wiseman, "Paramount Makes Another Splashy Move: Studio Wins Rights To Show Champions League in UK & Germany Thanks To $1BN+ Deal," *Deadline* (20 Nov. 2025), https://deadline.com/2025/11/paramount-wins-champions-league-rights-uk-germany-1bn-tnt-1236625107.

[49] Steve McCaskill, "Paramount+ beats TNT Sports to UK Champions League rights in UK £2.2bn Uefa broadcast shakeup," SportsPro (21 Nov. 2025), https://www.sportspro.com/news/broadcast-ott/paramount-champions-league-amazon-europe-netflix-november-2025/.

[50] Zac Ntim, "Channel 5 To Broadcast Two Live NFL Games Per Week Under New Paramount-NFL Pact," *Deadline* (28 Aug. 2025), https://deadline.com/2025/08/channel-5-nfl-paramount-cbs-1236499666/.

[51] Letters, at 4.

[52] David Dayen, "Paramount-Warner Would Create a Hollywood Jobs Apocalypse," *American Prospect* (2 Mar. 2026), https://prospect.org/2026/03/02/paramount-warner-merger-netflix-hollywood-jobs-layoffs-antitrust/.

[53] Gary Gambino, "Warner Bros. Discovery And Paramount Skydance: A Lower-Risk Arb Play And A Leveraged Bet," *Seeking Alpha* (6 Mar. 2026), https://seekingalpha.com/article/4879397-warner-bros-discovery-paramount-skydance-lower-risk-arb-play-leveraged-bet. By comparison, KKR's RJR Nabisco buyout carried a 7.5x ratio and produced 46,000 job cuts within six years; the Toys 'R' Us buyout carried roughly 7x leverage and ended in bankruptcy. Dayen, *The American Prospect* (2 March 2026).

[54] Press Release, "Paramount to Acquire Warner Bros. Discovery To Form Next-Generation Global Media and Entertainment Company" (27 Feb. 2026), https://www.paramount.com/press/paramount-to-acquire-warner-bros-discovery-to-form-next-generation-global-media-and-entertainment-company. *See also* Dayen, *The American Prospect* (2 March 2026).

maximization are not merely options but mathematical necessities for debt service.[55] A firm servicing that debt consolidates channels, platforms, and services because it must, not because it chooses to. And the history of media consolidation shows the resulting losses are permanent: the distinct services and specialty divisions closed after prior mergers–Fox 2000, shut the day after the Disney/Fox transaction completed, among them–have not been restored.[56] Plurality surrendered now will not reconstitute later.

## V. Second Specified Consideration: Sufficient Plurality of Views in News Media

The merger would bring Channel 5 News, CBS News, CNN, and CNN International under the common ownership of a single controlling family. DDF agrees with the Secretary of State that this engages the need for a sufficient plurality of views in each market for news media in the United Kingdom, and offers three points of emphasis in support of a PIIN and a section 44A report.

### A. The affected voice is distinct and valued.

CNN International is, alongside Bloomberg and CNBC Europe, one of only three news channels in the UK specialising in international news programming and emanating from the US, offering an alternative to international coverage filtered through a British lens.[57] An Ofcom study found that UK viewers rated CNN above all TV news sources on quality (82%), accuracy (78%), trustworthiness (78%), and impartiality (71%).[58] Channel 5 News, delivered under contract by ITN, serves as a key source of free-to-air evening news for viewers who do not subscribe to pay-TV and who rely disproportionately on public service broadcasting output.[59] Consolidation of Channel 5 News programming with CNN or CBS News, or a decision to stop broadcasting CNN International, would eliminate at least one distinct voice in the UK market for international and US news programming.

### B. Consolidation is likely and commercially logical, not merely hypothetical.

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[55] Paramount Press Release, 27 Feb. 2026.

[56] Gregg Kilday, "Elizabeth Gabler's Fox 2000 to shutter in Disney reorganization," *The Hollywood Reporter* (21 Mar. 2019), https://www.hollywoodreporter.com/news/general-news/elizabeth-gablers-fox-2000-shutter-disney-reorganization-1196298/.

[57] Letters, at 6.

[58] Ofcom, News Consumption in the UK: 2018, https://www.ofcom.org.uk/siteassets/resources/documents/research-and-data/tv-radio-and-on-demand-research/tv-research/news/news-consumption-2018/news-consumption-2018.pdf?v=323366.

[59] *See* DDF CMA Comment, at 13.

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Paramount's $6 billion synergy target creates direct financial pressure to combine newsrooms and back-office functions, and speculation that CNN and CBS News could combine in the US has already appeared in the press reporting the Department cites.[60] Paramount's conduct after the 2025 Paramount-Skydance merger shows how quickly it converts synergy commitments into cuts: approximately 2,000 layoffs, roughly 10% of the combined workforce, beginning the week of 27 October 2025, with a further 600 buyouts and an additional $1 billion in synergies identified on top of the original $2 billion target.[61] Ellison has since promised investors that the WBD deal will include $2.5 billion in run-rate efficiencies by the end of 2026 and "at least" $3 billion through 2027.[62]

### C. The controlling persons' intentions are themselves a plurality concern.

The Wall Street Journal reports that Ellison told President Trump he would make "sweeping changes" to CNN if he succeeded in acquiring WBD,[63] and members of the US administration have publicly welcomed the Ellison family takeover.[64] A reported private commitment by a prospective owner to reshape a news network, made to a head of government with a publicly documented interest in the editorial output of that network, goes to the heart of Ofcom's plurality definition: preventing any one owner or voice from having too much influence over public opinion and the political agenda. UK audiences and UK journalism rely on CNN International as a significant source of international news; the identity, incentives, and reported commitments of its prospective owner require a PIIN and will belong at the centre of the section 44A assessment.

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[60] Jeremy Barr, "CNN legend Christiane Amanpour expresses concern about Ellison takeover," *The Guardian* (6 May 2026), https://www.theguardian.com/media/2026/may/06/cnn-christiane-amanpour-david-ellison-paramount; Stephen Battaglio, "Fears mount at CNN and CBS News over merger, consolidation," *Yahoo Finance* (5 Mar. 2026), https://finance.yahoo.com/news/fears-mount-cbs-news-cnn-110000276.html.

[61] Todd Spangler, "Paramount Skydance mass layoffs date Oct. 27," Variety (18 Oct. 2025), https://variety.com/2025/tv/news/paramount-skydance-mass-layoffs-date-oct-27-1236556102/.; Sasha Rogelberg, "600 Paramount Skydance employees quit instead of returning to the office, and it cost the company $185 million, filings show," *Fortune* (11 November 2025), https://fortune.com/2025/11/11/paramount-skydance-return-to-office-ultimatum-cost-185-million-dollars/.

[62] Paramount investor relations briefing, https://ir.paramount.com/static-files/c892f681-51f0-4107-ba09-d4335f2c3257.

[63] Joe Flint, Brian Schwartz, and Natalie Andrews, "Paramount, Netflix, Warner Bros. battle: the Ellisons," *The Wall Street Journal* (8 Dec. 2025), https://www.wsj.com/business/media/paramount-netflix-warner-bros-battle-ellisons-a86fe15c.

[64] *See* reporting collected in DDF CMA Comment, nn. 76–78, including, *e.g.*, Susan Heavey and Idrees Ali, "Pentagon chief says he's eager for Trump ally to buy CNN as he blasts war coverage," *Reuters* (13 Mar. 2026), https://www.reuters.com/business/media-telecom/pentagon-chief-says-hes-eager-trump-ally-buy-cnn-he-blasts-war-coverage-2026-03-13/; *and* Ryan Mancini, "FCC's Brendan Carr:Trump is 'winning' against 'fake news media,' *The Hill* (28 Mar. 2026), https://thehill.com/homenews/media/5805710-brendan-carr-fcc-donald-trump-media-feud-cpac/.

## VI. The CNN and CBS News Archives

The Department's letters recognise that the merger "will consolidate control over access to news archives" and that restricted access to archival footage presenting differing historical perspectives "may impact on the variety of views and perspectives in UK markets for news media."[65] DDF urges the Secretary and reporting regulators to take this element of the second consideration particularly seriously.

The CNN Collection, controlled by WBD, holds over four million assets spanning more than 45 years of global news, elections, and political events;[66] the CBS News archive, controlled by Paramount, represents a comparable body of American broadcast history.[67] These collections are two of only four principal archives of their kind globally, alongside NBC and ABC, and they have never previously been held under common ownership.[68] Neither functions as a passive repository: both operate as actively controlled licensing systems in which access requires editorial disclosure, legal review, and approval by the rights holder. UK documentary makers, investigative journalists, and news producers rely on both archives as non-substitutable inputs; for much of this material no alternative source exists.

Pre-merger, a UK producer refused access or offered prohibitive terms by one archive could approach the other. Post-merger, that discipline disappears. The combined entity would hold the ability–and, given its debt service obligations and the reported political commitments of its controlling persons–a plausible economic incentive to restrict access, raise licensing prices above competitive levels, or impose editorial conditions on how and whether historical footage can be used. Plurality of views in news media depends not only on how many news outlets exist, but on whether independent producers can obtain the raw material from which differing accounts of the historical record are made. Content suppression under consolidated ownership is already a documented pattern: *No Other Land* won the Academy Award for Best Documentary Feature and could not find a US distributor;[69] *Union*, a Sundance prize winner shortlisted for the Academy

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[65] Letters, at 6 and 7.
[66] Testimony of Future Film Coalition, U.S. Senate Shadow Hearing (3 February 2026), at 19, https://blockthemerger.com/statements/ffc-senate-hearing-feb3-2026.pdf.
[67] Testimony of Future Film Coalition.
[68] Letters, at 6. *See* DDF CMA Comment at IV. A(d). *And see*, Stephanie Jenkins, Rachel Antell, and Jennifer Petrucelli, "A merger could put two of America's most important news archives under one owner," *Poynter* (4 Jun. 2026), https://www.poynter.org/commentary/2026/paramount-warner-bros-discovery-merger-cnn-cbs-news-archives/.
[69] Anthony Kaufman, "No Other Distribution: How Film Industry Economics and Politics Are Suppressing Docs," *International Documentary Association* (15 Jan. 2025), https://www.documentary.org/online-feature/no-other-distribution-how-film-industry-economics-and-politics-are-suppressing-docs.

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Award, was self-distributed after major streamers declined to acquire it;[70] *Holding Liat*, shortlisted for the 2026 Academy Awards, secured international distribution including on the BBC's Storyville but found no US commercial distributor after approaches to more than 30 platforms.[71]

## VII. The Section 44 Report Should Capture Employment and Consumer Harms

The CMA's report under section 44 should reflect the full competitive record, including two categories of harm that reinforce the specified public interest considerations.

### A. Job losses in the UK creative economy.

The peer-reviewed literature predicts where the merged firm's $6 billion in "synergies" will land: net employment of target firms declines on average by 55.4% within two years of acquisition, combined-firm employment falls by 7.2% on average, and more than 40 % of departing employees become unemployed or accept lower-paid work.[72] Wage growth slows most for workers with industry-specific skills concentrated around a small number of large employers,[73] a precise description of the UK film and television workforce. This is a direct threat to a sector which supports more than 180,000 jobs and contributes approximately £12 billion annually to UK gross value added, on £6.8 billion of 2025 production spend.[74] WBD is a major UK employer operating at least four major UK sites: Warner Bros. Studios Leavesden;[75] De Lane Lea;[76] WBD Sports EMEA, Chiswick;[77] Warner Bros. International TV Production (160 Old

[70] Max Knaubloch, "Why can't an award-winning documentary about Amazon's union find a buyer?", *Sherwood News*, (18 Oct. 2024), https://sherwood.news/business/amazon-union-documentary-self-funded-theatrical-run/.

[71] Lance Kramer and Brandon Kramer, "What #2 Really Means," *International Documentary Association* (5 Feb. 2026), https://www.documentary.org/online-feature/being-2-documentary-america-2026.

[72] Britta Gehrke, Ernst Maug, Stefan Obernberger, and Christoph Schneider, "Post-merger Restructuring of the Labor Force," Queen Mary University of London (25 Nov. 2022), https://www.qmul.ac.uk/sef/media/econ/images/documents/Post-merger-Restructuring-of-the-Labor-Force_compressed.pdf.

[73] Elena Prager and Matt Schmitt, "Employer Consolidation and Wages: Evidence from Hospitals," American Economic Review Vol. 111 No. 2 (Feb. 2021), https://www.aeaweb.org/articles?id=10.1257/aer.20190690.

[74] British Film Institute, Official BFI Statistics 2025, https://www.bfi.org.uk/news/official-bfi-statistics-2025; House of Commons Culture, Media and Sport Committee report, https://publications.parliament.uk/pa/cm5901/cmselect/cmcumeds/1123/report.html, written evidence at https://committees.parliament.uk/writtenevidence/125687/pdf/.

[75] WBD Leavesden, https://www.wbd.com/warner-bros-discovery-announces-expansion-plan-for-warner-bros-studios-leavesden.

[76] WBD De Lane Lea, https://www.wbsl.com/de-lane-lea/.

[77] WBD Chiswick, *see* Stewart Clarke, "Eurosport To Be Replaced By TNT In The UK As Warner Bros. DIscovery Shakes Up Sports Portfolio," *Deadline* (27 Jan. 2025) (noting production moved to facilities in Chiswick),

St).[78] The precedent is concrete: after Discovery's 2022 acquisition of WarnerMedia, WBD shed thousands of employees, shelved the completed $90 million Batgirl, and slashed development slates while servicing roughly $50 billion in merger debt, with successive layoff rounds in 2023, 2024, and 2025.[79]

B. Consumer harms.

Merging Paramount+ and HBO Max removes a competing platform from a UK streaming market in which the average household already spends approximately £68 to £72 per month on digital subscriptions[80] and in which major providers have adopted multi-tiered pricing that forces consumers to pay significantly more to keep the viewing experience they had in 2021.[81]

Concentrating the sports rights described in Section IV.E under one owner threatens the same dynamic for live sport, where fans have no substitute for the event itself. These harms fall on the same households whose access to plural media the intervention regime protects, and the reports should treat them as part of a single, mutually reinforcing pattern of concentrated control.

## VIII. Requested Actions

DDF respectfully requests that:

- The Secretary of State issues a PIIN to begin the process of reviewing this transaction for its harms to the Plurality of Persons with Control of Media Enterprises and On-Demand Programme Services, and the Sufficient Plurality of Views in News Media in the United Kingdom;
- Issue a Pre-emptive Action Order in order to prevent transfers of control or ownership during the period of review;
- The Secretary of State lay, and secure parliamentary approval of, the Order under section 58(3) specifying the on-demand programme services consideration within the statutory period;

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https://deadline.com/2025/01/eurosport-to-be-replaced-by-tnt-in-the-uk-in-warner-bros-discovery-sports-shakes-up-1236269088/.

[78] WBD ITVP, https://www.wbitvp.com/contact.

[79] DDF CMA Comment, nn. 34–35 and accompanying text; Jonathan LaCour, Esq., "Warner Bros. Layoffs Hit Hollywood." Employees First Labor Law (July 2025), https://employeesfirstlaborlaw.com/warner-bros-discovery-lays-off-10-of-film-group-what-workers-need-to-know/.

[80] "UK viewers grow more open to ads," CSI Magazine (13 Apr. 2026), https://www.csimagazine.com/csi/UK-viewers-grow-more-open-to-ads.php.

[81] Kelly Woo, "The cost of streaming in 2026–what we're paying now vs 5 years ago (and how to save money)," *Yahoo Finance* (15 Apr. 2026), https://finance.yahoo.com/markets/stocks/articles/2026-vs-2021-dramatic-rise-040100814.html.

- Following receipt of the Ofcom's and CMA's, the Secretary of State make a reference under section 45 of the Act for detailed consideration of the merger; and
- The Secretary of State gives no weight to voluntary, unenforceable assurances from the merging parties, and treat prohibition of the transaction, or structural remedies sufficient to preserve independent ownership of the affected news, archival, streaming, and broadcasting assets, as the only durable protection for UK media plurality. Behavioural commitments imposed on previous major media mergers have consistently proven difficult to monitor and enforce in practice.

DDF likewise urges the Secretary to, if necessary to determine whether to issue a PIIN, consult UK independent producers, documentary makers, distributors and exhibitors, the creative unions (including the Broadcasting, Entertainment, Communications and Theatre Union, the Writers' Guild of Great Britain, Equity, and Directors UK), and consumer representative bodies, whose first-hand evidence is essential to an accurate assessment of the transaction's UK effects.

We would welcome the opportunity to provide further legal analysis or evidence, or to attend a hearing or meeting, at the request of the Department, Ofcom, or the CMA.

Respectfully submitted,

Democracy Defenders Fund