

Federal Approval Is No Safe Harbor: State AGs Redefine Merger Risk in Trump 2.0 as 8 States Sue to Block \$6.2B Nexstar-Tegna Merger

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On March 19, 2026, a group of eight state attorneys general (AGs) filed a lawsuit to block the \$6.2 billion acquisition of Tegna Inc. by Nexstar Media Group, two of the largest American broadcast companies. The suit came after federal regulators cleared the transaction, sharpening an increasing divide between the administration and states' views on the same transactions.

Background

Nexstar Media Group, Inc. is the largest broadcast company in the U.S., “with more than 200 owned or partner stations in 116 U.S. markets reaching 220 million people.”^[1] Tegna Inc. is one of Nexstar’s larger competitors, holding a portfolio of its own comprising “64 television stations in 51 U.S. markets” reaching “more than 100 million people monthly.”^[2] In August 2025, the parties agreed to a \$6.2 billion acquisition of Tegna by Nexstar.^[3] The deal would leave Nexstar with ownership of 265 television stations in 44 states, reaching at least 60–80% of American households.^[4]

President Donald Trump supported the transaction, remarking that it “will help knock out the Fake News because there will be more competition, and at a higher and more sophisticated level.”^[5] On March 19, 2026, the Federal Communications Commission (FCC) approved the deal, stating that “approving the deal . . . will promote the FCC’s longstanding media policy goals of competition, localism, and diversity.”^[6] In so doing, the FCC waived its rule limiting a company’s broadcast reach to 39% of American households.^[7] FCC Chairman Brendan Carr explained that the rule is “an agency rule, not a firm statutory limit,” and “[w]aiving that rule here is consistent with longstanding FCC authorities” and promotes the FCC’s goals.^[8] In the FCC’s view, this acquisition would allow “local broadcast TV stations” to compete with “the powerful Big Four national programmers . . . Comcast, Disney, Paramount, and Fox.”^[9] The Department of Justice (DOJ) unconditionally cleared the deal, but it has not yet released a public statement.^[10]

AGs from eight states with Democratic AGs — California, Colorado, Connecticut, Illinois, New York, North Carolina, Oregon, and Virginia — filed a lawsuit in the U.S. District Court for the Eastern District of California, seeking a permanent injunction to block the transaction.^[11] The plaintiff-states argue the acquisition would violate Section 7 of the Clayton Act,^[12] which prohibits an acquisition where “the effect of such acquisition may be substantially to lessen competition, or to tend to create a monopoly.”^[13] The complaint alleges that the transaction would eliminate head-to-head competition between two of the largest broadcast companies, after which “Nexstar will follow its historical pattern of newsroom consolidation, and viewers . . . will lose options for where to get their local

TV news.”^[14]

California AG Rob Bonta predicted that “[t]his merger would cause incredibly high levels of concentration in local TV markets and is expected to raise cable and satellite prices across the country, causing irreparable harm to local news and consumers.”^[15] New York AG Letitia James said that “[t]his illegal merger threatens local news and could raise fees for consumers.”^[16] Several federal lawmakers also spoke out against the FCC’s approval of the deal.^[17] Competitors and newsrooms took issue as well.^[18] DIRECTV also sued Nexstar and Tegna,^[19] asserting similar claims and pointing out that the deal would leave distributors like DIRECTV with less bargaining power when negotiating licenses with Nexstar.^[20]

Takeaways

In just the second year of the second Trump administration, a trend is emerging: state AGs are not deferring to federal regulators when conducting antitrust investigations. Recently, the DOJ settled with Live Nation while states have pressed ahead in their monopolization case; also, a group of states have intervened in the “Tunney Act” judicial review process for the DOJ’s settlement in a merger action involving Hewlett Packard Enterprise and Juniper Networks, claiming the settlement was “ineffective” and “corrupt.” While the first Trump administration had instances of divergence, including a losing state challenge to the T-Mobile-Sprint combination, this trend appears to be growing.

Companies looking to complete transactions that have state implications should be aware of this trend. As an initial step, companies should assess whether any affected state has a Hart-Scott-Rodino Act analogue, commonly known as a “mini-*HSR*” requirement, that could bring the transaction to the attention of state enforcers. Importantly, companies in this position should have a plan for how to advocate before the state AGs.

This is just the latest episode in the clash between states and the federal government over the proper interpretation and enforcement of antitrust laws.

^[1] Stations, Nexstar Med. Grp., <https://www.nexstar.tv/stations/>.

^[2] Press Release, Nexstar Media Grp., Nexstar Media Group, Inc. Enters Into Definitive Agreement to Acquire TEGNA Inc. for \$6.2 Billion in Accretive Transaction (Aug. 19, 2025), <https://www.nexstar.tv/nexstar-media-group-inc-enters-into-definitive-agreement-to-acquire-tegna-inc-for-6-2-billion-in-accretive-transaction/>.

^[3] *Id.*

^[4] Daniel Arkin, *FCC Green-Lights Nexstar’s \$6.2B Merger with Rival TV Station Owner Tegna*, NBC News (Mar. 19, 2026), <https://www.nbcnews.com/business/media/fcc-greenlights-nexstars-62b-merger-rival-tv-station-owner-tegna-rcna237953>; Natalie Sherman, *Trump-Backed Television Merger Moves Forward*, BBC (Mar. 20, 2026), <https://www.bbc.com/news/articles/cx2dndp7z12o>.

^[5] Gregory Svirnovskiy, *Trump Strains Conservative Media Alliances in Push for Nexstar-Tegna Merger*, Politico (Feb. 7, 2026), <https://www.politico.com/news/2026/02/07/trump-nexstar-tegna-merger-00770466>.

[6] Press Release, Fed. Commc'ns Comm'n, FCC Empowers Local Broadcast TV Stations (Mar. 19, 2026), <https://docs.fcc.gov/public/attachments/DOC-419971A1.pdf>.

[7] See *id.*; see also FCC Broadcast Ownership Rules, Fed. Commc'ns Comm'n, <https://www.fcc.gov/consumers/guides/fccs-review-broadcast-ownership-rules>.

[8] Press Release, *supra* note 6.

[9] *In the Matter of Applications for Consent to the Transfer of Control of TEGNA Inc. to Nexstar Media Inc.*, DA 26-267 (Mar. 19, 2026), <https://docs.fcc.gov/public/attachments/DA-26-267A1.pdf>.

[10] *Nexstar's \$3.5 Billion Tegna Deal Cleared by US DOJ*, *Bloomberg News Report*, Reuters (Mar. 19, 2026), <https://www.reuters.com/business/media-telecom/nexstars-35-billion-tegna-deal-cleared-by-us-doj-bloomberg-news-reports-2026-03-19/>. Note that the "\$3.5 billion" quoted in the title appears to be incorrect, as Nexstar itself reported the deal was worth \$6.2 billion, see Press Release, *supra* note 2, as do the litigants discussed here, see Complaint for Permanent Injunction, *infra* note 11, and Complaint for Injunctive Relief, *infra* note 18.

[11] Complaint for Permanent Injunction, *California v. Nexstar Media Grp., Inc.*, No. 2:26-at-00487 (E.D. Cal. Mar. 18, 2026), <https://ag.ny.gov/sites/default/files/court-filings/ca-v-nexstar-complaint-2026.pdf>. The plaintiff-states sued under Section 16 of the Clayton Act, which allows one to seek injunctive relief "against threatened loss or damage by a violation of the antitrust laws." 15 U.S.C. § 26.

[12] Complaint for Permanent Injunction, *supra* note 10, at ¶ 15.

[13] 15 U.S.C. § 18.

[14] *Id.* ¶ 72.

[15] Press Release, Off. Cal. Att'y Gen., Attorney General Bonta Files Lawsuit Seeking to Block \$6.2 Billion Nexstar/Tegna Broadcasting Merger (Mar. 18, 2026), <https://oag.ca.gov/news/press-releases/attorney-general-bonta-files-lawsuit-seeking-block-62-billion-nexstartegna>.

[16] Press Release, Off. N.Y. Att'y Gen., Attorney General James Sues to Stop Nexstar-Tegna Merger (Mar. 19, 2026), <https://ag.ny.gov/press-release/2026/attorney-general-james-sues-stop-nexstar-tegna-merger>.

[17] See, e.g., Press Release, Michael Bennet, Senator, U.S. Senate, Bennet, Neguse Slams FCC for Sidestepping Federal Law to Approve \$6.2B Nexstar-Tegna Merger (Mar. 20, 2026), <https://www.bennet.senate.gov/2026/03/20/bennet-neguse-slams-fcc-for-sidestepping-federal-law-to-approve-6-2b-nexstar-tegna-merger/>.

[18] See, e.g., Svirnovskiy, *supra* note 5 (reporting that Newsmax CEO Chris Ruddy said, "The Nexstar deal means dangerous consolidation that will limit competition, harm conservative voices and dramatically increase consumer cable bills"); *Nexstar Closes \$6.2 Billion Tegna Deal, Consolidating Several San Diego TV News Stations Under One Owner as Layoff Fears Grow*, *SanDiegoVille* (Mar. 20, 2026),

<https://www.sandiegoville.com/2026/03/nexstar-closes-62-billion-tegna-deal.html>.

[19] See Complaint for Injunctive Relief, DIRECTV, LLC v. Nexstar Media Grp., Inc., No. 2:26-at-00488 (E.D. Cal. Mar. 18, 2026), <https://variety.com/wp-content/uploads/2026/03/DIRECTV-Nexstar-Tegna-Complaint.pdf>.

[20] *Id.* ¶ 109–16.

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