Interlocutory Orders, Etc.

SYSCO CORPORATION, USF HOLDING CORPORATION, AND US FOODS, INC.

Docket No. 9364. Order, June 30, 2015.

Commission order dismissing administrative complaint issued against respondents in light of respondents' decision to abandon the proposed transaction and to withdraw their Hart-Scott-Rodino filings.

COMMISSION ORDER DISMISSING COMPLAINT

On February 19, 2015, the Federal Trade Commission issued the administrative Complaint in this matter, having reason to believe that the merger agreement between Respondent Sysco Corporation ("Sysco") and Respondents USF Holding Corp. and US Foods, Inc. (collectively, "USF Holding Corp."), pursuant to which Sysco would acquire all of the shares of USF Holding Corp., violates Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45, and which, if consummated, would have violated Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the FTC Act. Complaint Counsel and Respondents now jointly seek dismissal of the Complaint, on the ground that Respondents have abandoned their proposed merger and withdrawn their Hart-Scott-Rodino Notification and Report Forms.[1]

The Commission has determined to dismiss the Complaint without prejudice, in light of Respondents' decision to abandon the proposed transaction and their withdrawal of their Hart-Scott-Rodino Notification and Report Forms. Respondents would not be able to effectuate the proposed transaction without filing new Hart-Scott-Rodino Notification and Report Forms. The Commission has therefore determined that the public interest warrants dismissal of the Complaint in this matter.[2] Accordingly,

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[1] *See* Joint Motion To Dismiss Complaint (June 29, 2015), at 1.

[2] *See, e.g.*, *In the Matter of Verisk Analytics, Inc., et al.*, Docket No. 9363, Order Dismissing Complaint (Dec. 19, 2014), *available at* https://www.ftc.gov/system/files/documents/cases/141219veriskeaglevieworder.pdf; *In the Matter of Visant Corp., et al.*, Docket No. 9362, Order Dismissing Complaint (May 7, 2014), *available at* http://www.ftc.gov/system/files/documents/cases/140507vaisantjostensorder.pdf.

IT IS ORDERED THAT the Complaint in this matter be, and it hereby is, dismissed without prejudice.

By the Commission.