Office of the Secretary

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UNITEDSTATESOFAMEruCA

FEDERAL TRADE COMMISSION WASHINGTON, D.C. 20580

June 21, 2011

Re: Proposed acquisition of Shamir Optical Industry Ltd. by Essilor International S.A.,
FTC File No. 111-0015

Dear Ms. Overton:

The Federal Trade Commission's Bureau of Competition has been conducting a
nonpublic investigation to determine whether the acquisition of Shamir Optical Industry Ltd. by Essilor International S.A. may violate Section 7 ofthe Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review ofthis matter, it now appears that no additional action is warranted
by the Commission at this now the