

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
Julie Brill
Maureen K. Ohlhausen
Joshua D. Wright
Terrell McSweeney

In the Matter of

REYNOLDS AMERICAN INC. ,
a corporation,

and

LORILLARD , INC.,
a corporation.

Docket No. G 4533

COMPLAINT

As authorized by the Clayton Act and the Federal Trade Commission Act, the Federal Trade Commission ("Commission") having reason to believe that Reynolds American Inc. ("Reynolds"), a corporation subject to the jurisdiction of the Commission, has agreed to acquire Lorillard, Inc. ("Lorillard"), a corporation subject to the jurisdiction of the Commission, in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act ("FTC Act"), as amended, 15 U.S.C. § 45, and it appearing to the Commission that a proceeding on this matter be in the public interest, issues this complaint, stating the following charges

I. RESPONDENTS

1. Respondent

3. Each Respondent is, and at all times relevant herein has been, engaged in commerce, as “commerce” is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and is a company whose business is in or affects commerce, as “commerce” is defined in Section 4 of the FTC Act, as amended, 15 U.S.C. § 44.

II. THE PROPOSED ACQUISITION

- 4.

(b) by increasing the likelihood that Respondent Reynolds unilaterally exercise market power; and

(c) by increasing the likelihood of, or facilitating, coordinated interaction between the remaining participants in the relevant market

VII. VIOLATIONS CHARGED

10. The Agreement described in Paragraph 4 constitutes a violation of Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45.
11. The Acquisition described in Paragraph 4, if consummated, would constitute a violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. §45.

WHEREFORE, THE PREMISES CONSIDERED, the Federal Trade Commission on this thirtieth day of July, 2015, issues this Complaint against the Respondents.

By the Commission, Commissioner Brill and Commissioner Wright dissenting.

Donald S. Clark
Secretary

SEAL: