

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman  
Maureen K. Ohlhausen  
Terrell McSweeney

<hr/>		)	
In the Matter of		)	
		)	
ABBOTT LABORATORIES,		)	
a corporation;		)	
		)	Docket C-4600
and		)	
		)	
ST. JUDE MEDICAL, INC.,		)	
a corporation.		)	
<hr/>		)	

COMPLAINT

Pursuant to the Clayton Act and the Federal Trade Commission Act ("FTC Act"), and its authority thereunder, the Federal Trade Commission ("Commission"), having reason to believe that Respondent Abbott Laboratories ("Abbott") a corporation subject to the jurisdiction of the Commission, has agreed to acquire Respondent St. Jude Medical, Inc. ("St. Jude") a corporation subject to the jurisdiction of the Commission, in violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, that such acquisition, if consummated, would violate 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, and it appearing to the Commission that a proceeding in respect thereof would be in the public interest, hereby issues its Complaint, stating its charges as follows:

I. RESPONDENTS

1. Respondent Abbott is a corporation organized, existing and doing business under and by virtue of the laws of the State of Illinois, with its offices and principal place of business located at 100 Abbott Park Road, Abbott Park, Illinois 60064-6400.

2. Respondent St. Jude is a corporation organized, existing and doing business under and by virtue of the laws of the State of Minnesota, with its offices and principal place of business located at One St. Jude Medical Drive, St. Paul, Minnesota 55117.

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. Pursuant to an Agreement and Plan of Merger dated April 27, 2016, Abbott proposes to acquire St. Jude in exchange for cash and stock valued at approximately \$25 billion (the “Acquisition”). The Acquisition is subject to Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

## III. THE RELEVANT MARKETS

5. For the purposes of this Complaint, the relevant line of commerce in which to analyze the effects of the Acquisition are the development, licensing, manufacturing, marketing, distribution, and sale of the following medical devices:

- a. vascular closure devices;
- b. steerable sheaths; and
- c. lesion-assessing ablation catheters.

6. For the purposes of this Complaint, the United States is the relevant geographic area in which to assess the competitive effects of the Acquisition in the relevant line of commerce.

## IV. THE STRUCTURE OF THE MARKETS

7. Vascular closure devices are used to close arterial holes created by catheterization procedures, which are minimally invasive processes during which a physician uses a specialized catheter to either diagnose or treat a cardiovascular condition. The U.S. market for vascular closure devices is highly concentrated with Abbott and St. Jude holding a combined 70 percent market share. Only two other suppliers, Cardinal Health, Inc. and Cardiva Medical, Inc., currently

9. Lesion-assessing ablation catheters are used to treat heart arrhythmias and provide feedback to the physician regarding the force being applied by the catheter and the temperature of the ablation target. St. Jude and Biosense Webster (“Biosense”) are currently the only suppliers of lesion-assessing ablation catheters in the U.S. market. Advanced Cardiac Therapeutics, Inc. (“ACT”) is developing lesion-assessing ablation catheter products that would

## VII. VIOLATIONS CHARGED

### 12. The Agreement and Plan of Merger