

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
Noah Joshua Phillips
Rohit Chopra
Rebecca Kelly Slaughter
Christine S. Wilson

In the Matter of)
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)
BRISTOL-MYERS SQUIBB COMPANY,)
a corp COMPLAINT)

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2. Respondent Celgene Corporation is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its principal executive offices located at 86 Morris Avenue, Summit, New Jersey 07901.
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 engages in business that is in or affects commerce. “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 January 2, 2019, Respondent BMS proposes to acquire the equity interest of Respondent Celgene in a series of transactions valued at approximately \$7.4 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. The relevant line of commerce in which to analyze the effects of the Acquisition is research, development, manufacture and sale of oral products to treat moderate to severe psoriasis.
6. 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 MARKET

7. Celgene’s Otezla is the most significant oral product to approved to treat moderate to severe psoriasis in the United States. Several older oral generic products including methotrexate and acitretin are approved by the U.S. Food and Drug Administration (“FDA”) to treat psoriasis that does not respond to topical medication and light therapy. While these drugs are still used occasionally to treat psoriasis, most doctors now prescribe agents that have better efficacy, better safety, or a more favorable side effect profile for patients with moderate to severe psoriasis who desire an oral treatment. BMS is developing BMS 986165, a selective tyrosine kinase 2 inhibitor, which is the most advanced oral treatment for moderate to severe psoriasis in development.

