



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

AUG 21 2009

*Office of the Director
Bureau of Competition*

Beau W. Buffier
Sherman & Sterling LLP
599 Lexington Avenue
New York, NY 10022

RE: Thoratec Corporation's Proposed Acquisition of HeartWare International, Inc.,
File No. 091-0064

Dear Mr. Buffier:

The Federal Trade Commission's Bureau of Competition has been conducting a nonpublic investigation to determine whether Thoratec Corporation's proposed acquisition of HeartWare International, Inc. may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act or any other statute enforced by the Commission.

It now appears that no additional action is warranted by the Commission at this time. Accordingly, pursuant to authority delegated by the Commission, 49 Fed. Reg. 6171 (1984), the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

Sincerely yours,

Richard A. Feinstein
Director
Bureau of Competition