



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

August 21, 2015

Peter C. Thomas, Esquire
Simpson Thacher & Bartlett LLP
1155 F. Street, N.W.
Washington, DC 20004

Re: *In the Matter of ZF Friedrichshafen AG and TRW Automotive Holdings Corp.*
Docket No. C-4520

Dear Mr. Thomas:

This letter responds to the Application for Approval of Divestiture of the TRW L&S Business (“Divestiture Application”) filed by TRW Automotive Holdings Corp. (“TRW”) on May 29, 2015. The Divestiture Application requests that the Federal Trade Commission approve, pursuant to the Order in this matter, TRW’s proposed divestiture of the TRW L&S Business to THK Co., Ltd. The Application was placed on the public record for comments until July 6, 2015. No comments were received.

After consideration of the proposed divestiture as set forth in TRW’s Divestiture Application, as well as other available information, the Commission has determined to approve the proposed divestiture. In according its approval, the Commission has relied upon the information submitted and representations made in connection with TRW’s Divestiture Application and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Wright dissenting.

Donald S. Clark
Secretary