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UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: **Maureen K. Ohlhausen, Acting Chairman**
Terrell McSweeny

In the Matter of	)	
ABBOTT LABORATORIES, **a corporation;**	)	
and	)	**Docket No. C-4625**
ALERE INC., **a corporation.**	)	

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 Alere Inc. ("Alere"), 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 headquarters located at 100 Abbott Park Road, Abbott Park, Illinois 60064.

2. Respondent Alere is a corporation organized, existing, and doing business under and by virtue of the laws of the state of Delaware, with its headquarters located at 51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453.

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. Under the terms of an Amendment to Agreement and Plan of Merger signed on April 13, 2017, which amends an Agreement and Plan of Merger signed on January 30, 2016, Abbott will acquire Alere in a transaction valued at approximately $8.3 billion, which includes Abbott's assumption of $3.0 billion in debt (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 lines of commerce in which to analyze the effects of the Acquisition are the development, manufacture, license, marketing, distribution, and sale of point-of-care blood gas testing systems and point-of-care cardiac marker testing systems.

i. Point-of-care blood gas testing systems are small, portable medical instruments typically used at a patient's bedside to measure blood pH, oxygen, carbon dioxide, and electrolyte levels to assess lung and kidney function, as well as whether an acute patient requires oxygen or other urgent treatment.

ii. Point-of-care cardiac marker testing systems are small, portable medical instruments typically used at a patient's bedside to measure specific proteins released into the blood to assess whether a patient experiencing chest pains is having a myocardial infarction (heart attack) or congestive heart failure.

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 lines of commerce.

IV. THE STRUCTURE OF THE MARKETS

7. Respondents Abbott and Alere are the only significant suppliers of point-of-care blood gas testing systems in the United States. They are also each other's closest competitors as the only suppliers of handheld systems in the relevant market. Abbott and Alere control approximately 82% and 15% of the market, respectively. Other firms in the point-of-care blood gas testing market have considerably smaller shares.

8. Respondents Abbott and Alere are the only significant competitors in the U.S. market for point-of-care cardiac marker testing systems. Abbott and Alere control approximately 87% and 13% of the market, respectively.

V. EFFECTS OF THE ACQUISITION

9. The effects of the Acquisition, if consummated, may be to substantially lessen competition and to tend to create a monopoly in the relevant markets in 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, by eliminating actual, direct, and substantial competition between Abbott and Alere in the markets for point-of-care blood gas testing systems and point-of-care cardiac marker testing systems, thereby increasing the likelihood in these markets that: (1) a combined Abbott-Alere would be able to unilaterally exercise market power; (2) customers would be forced to pay higher prices; and (3) consumers would experience lower levels of innovation for each relevant product.

VI. CONDITIONS OF ENTRY AND EXPANSION

10. Entry into the relevant markets described in Paragraphs 5 and 6 would not be likely or sufficient in magnitude, character, and scope to deter or counteract the anticompetitive effects of the Acquisition. De novo entry would not take place in a timely manner because the product development, U.S. Food and Drug Administration approval, and market adoption times are lengthy. No other entry is likely to occur to deter or counteract the competitive harm likely to result from the Acquisition.

VII. VIOLATIONS CHARGED

11. The Agreement and Plan of Merger and the Amendment to Agreement and Plan of Merger described in Paragraph 4 constitute a violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

12. 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 twenty-eighth day of September, 2017, issues its Complaint against said Respondents.

By the Commission.

Donald S. Clark
Secretary

SEAL: