

Accordingly, the parties respectfully request that the Commission dismiss the complaint.

A proposed order is attached.

Respectfully submitted,

J. Robert Robertson 
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Bureau of Competition
Federal Trade Commission
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(202) 326-2008
Complaint Counsel

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Counsel for HeartWare International, Inc.

Dated: August 5, 2009

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

COMMISSIONERS: **Jon Leibowitz, Chairman**
 Pamela Jones Harbour
 William E. Kovacic
 J. Thomas Rosch

In the Matter of)	
)	
Thoratec Corporation,)	
a corporation,)	
)	
and)	Docket No. 9339
)	
HeartWare International, Inc.,)	
a corporation.)	

[PROPOSED] ORDER DISMISSING COMPLAINT

This matter comes before the Commission on Complaint Counsel's and Respondents' Joint Motion to Dismiss Complaint. Having considered the motion, it is hereby

ORDERED, that the Joint Motion to Dismiss Complaint, dated August __, 2009, is granted and that the complaint be dismissed without prejudice.

By the Commission.

ISSUED: _____

Donald S. Clark
Secretary

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LATHAM & WATKINS^{LLP}

August 3, 2009

VIA FAX
Fax: (202) 326-2624

Federal Trade Commission
Bureau of Competition
Premerger Notification Office
600 Pennsylvania Avenue, NW
Room 303
Washington, DC 20580

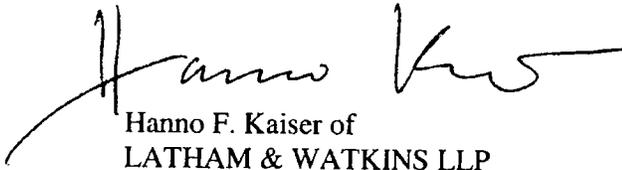
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Re: In the Matter of Thoratec Corporation and HeartWare International, Inc., Docket No. 9339, FTC File No. 091 0064

On behalf of Thoratec Corporation ("Thoratec"), I hereby withdraw the above-referenced filing made under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 in connection with the proposed acquisition of HeartWare International, Inc. The parties have terminated the merger agreement and decided not to proceed with the proposed acquisition at this time.

Best regards,



Hanno F. Kaiser of
LATHAM & WATKINS LLP

cc: Michael R. Moiseyev, Esq.
James Southworth, Esq.

TRANSMISSION REPORT

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August 3, 2009

To: Federal Trade Commission Fax: (202) 326-2624 Tel:
Bureau of Competition
Premerger Notification Office

From: Hanno F. Kaiser

Re: In the Matter of Thoratec Corporation and HeartWare International, Inc.,
Docket No. 9339, FTC File No. 091 0064

Original(s) to follow Number of pages, including cover: 2

CERTIFICATE OF SERVICE

I hereby certify that on August 5, 2009, I filed *via* hand delivery an original and two copies of the foregoing *Joint Motion to Dismiss Complaint* with:

Donald S. Clark, Secretary
Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW, Rm. H-135
Washington, DC 20580

I hereby certify that on August 5, 2009, I served *via* electronic mail and hand delivery two copies of the foregoing *Joint Motion to Dismiss Complaint* on:

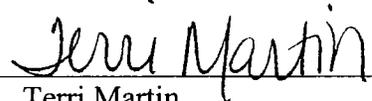
The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, NW, H-106
Washington, DC 20580
oalj@ftc.gov

I hereby certify that on August 5, 2009, I served *via* electronic mail delivery and first class mail a copy of the foregoing *Joint Motion to Dismiss Complaint* on:

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By: _____



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