PUBLIC VERSION

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

In the Matter of	)	
HEALTHCARE TECHNOLOGY HOLDINGS, INC.	)	Docket No. C-4340 File No. 111-0097
a corporation	)	

HEALTHCARE TECHNOLOGY HOLDING'S APPLICATION FOR APPROVAL OF PROPOSED DIVESTITURE OF THE SDI AUDITS BUSINESS

Pursuant to Section 2.41(f) of the Federal Trade Commission ("Commission") Rules of Practice, 16 C.F.R § 2.41(f), and Paragraph II of the Commission's Decision and Order ("Order") in this matter, Healthcare Technology Holdings, Inc. ("Healthcare Technology") hereby petitions the Commission to approve the divestiture by its subsidiary IMS Health Inc. ("IMS") of the SDI Audits Business to inVentiv Health, Inc. ("inVentiv").[1]

I. INTRODUCTION

Paragraph II.A.1 of the Order provides Healthcare Technology with 90 days from the date that IMS closed its acquisition of SDI Health LLC ("SDI") to conclude its divestiture of the SDI Audits Business. Healthcare Technology executed a definitive agreement with inVentiv on January 11, 2012, to divest the SDI Audits Business as required by the Order. A copy of the signed Asset Purchase Agreement (and related ancillary agreements and schedules) is attached as Confidential Exhibit A (collectively, the "inVentiv APA").

[1] All capitalized terms not defined in this application have the meanings defined in the Order.

This application for approval describes the principal terms of the inVentiv APA and explains why the proposed divestiture of the SDI Audits Business to inVentiv satisfies the purposes of the Commission's Order and thus merits the Commission's approval. Healthcare Technology respectfully requests that the Commission promptly commence the public comment period pursuant to Section 2.41(f)(1) of the Commission's Rules of Practice. Healthcare Technology further requests that, pursuant to Section 2.41(f)(2) of the Commission's Rules of Practice, the Commission shorten the public comment period and approve this application for divestiture as soon as practicable after the close of that period, so that Healthcare Technology may conclude the divestiture on or before January 29, 2012, and thereby satisfy the Order's timing requirements.[2]

II. THE PROPOSED ACQUIRER AND PROPOSED DIVESTITURE ARE CONSISTENT WITH THE TERMS AND PURPOSE OF THE ORDER

inVentiv is a privately owned healthcare services company with annual revenue in the billions of dollars that offers clinical, commercial, and consulting data and services.[3] Its worldwide customer base includes over 550 pharmaceutical, biotech, and life science companies;

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2 As noted above, Healthcare Technology had 90 days from when IMS closed its acquisition of SDI to conclude the divestiture; IMS closed its acquisition of SDI on October 31, 2011, so the 90 day period runs until January 29, 2012. Shortening the public comment period to allow Healthcare Technology to comply with this timing is justified because Healthcare Technology has worked diligently to comply with its obligations under the Order, yet was delayed in the process due to factors outside of its control. [redacted] Further, the Commission received no comments on the Order during its public comment period, suggesting that the Commission probably also will not receive comments on this application for approval.

3 inVentiv is privately held and does not publicly report financial information. inVentiv provided financial information to the Commission Staff on a confidential basis on December 28, 2011.

it serves all the top 20 global pharmaceutical companies, along with numerous mid-size and emerging firms. inVentiv employs approximately 13,000 people in approximately 40 countries and has a presence in dozens of cities across the United States. In short, like IMS, inVentiv is a global healthcare services firm that through its Campbell Alliance business provides data and consulting to pharmaceutical and similar firms. inVentiv does not currently offer products in the relevant markets for Medical or Promotional Audits in the United States that the Commission alleged in its complaint, but is active in complementary healthcare information products.

The proposed divestiture will fully accomplish the Commission's purposes outlined in Paragraph II.E of the Order by enabling inVentiv to compete in Medical and Promotional Audits. Although Healthcare Technology disagrees with the allegation in the complaint that IMS's acquisition of SDI would lessen competition, inVentiv's acquisition of the SDI Audits Business ensures that no such lessening of competition will occur.

A. inVentiv is Well-Positioned to Compete Effectively in Medical Audits and Promotional Audits

inVentiv is a well-known healthcare services company, and its products and services are complementary to the SDI Audits Business. inVentiv divides its business into three primary segments: clinical, commercial, and consulting. inVentiv's consulting group is called Campbell Alliance and focuses on the pharmaceutical and biotech industries. Campbell Alliance serves all of the top 20 global pharmaceutical firms and has a stellar client satisfaction record; indeed, over 90% of Campbell Alliance's business comes from repeat clients.

Within Campbell Alliance is a market research and analytics group that specializes in providing data and analysis to pharmaceutical and biotech customers. Among other things, this group offers audit products that are outside the alleged markets. These audit

products are highly complementary to the SDI Audits Business and are created and work in similar ways. Campbell Alliance's Metropolitan Promotional Audit ("MPA") measures regional trends in competitive promotion by using a panel of physicians. MPA differs from the SDI Promotional Audit in that MPA provides subnational data targeted at specific therapeutic categories, while the SDI product provides broad, nationwide data across a large number of therapeutic categories. Campbell Alliance's VisionCare Audit tracks diagnosis and treatment trends for contact lenses. inVentiv's experience with these similar, complementary audits makes it particularly well-suited to compete using the SDI Medical and Promotional Audits. Campbell Alliance's market research and analytics group also maintains a network of approximately 200,000 physicians across 150 specialties that it can draw on for its research needs. With this network, inVentiv could easily maintain a panel of physicians to gather data for the SDI Medical and Promotional Audits. Further, similar to IMS, Campbell Alliance also has a longitudinal prescription database that covers over 45% of all retail prescriptions.

Beyond market research and analytics, Campbell Alliance provides consulting, primarily in the areas of sales, brand management, business development, clinical development, medical affairs, and pricing/market access. It also owns a subsidiary called the Pharmaceutical Institute that provides specialized education and training to pharmaceutical clients.

Like its consulting work, inVentiv's clinical and commercial businesses too are highly complementary to the SDI Audits Business. Its clinical work helps pharmaceutical, medical device, and other companies bring products to market, such as by running clinical trials. Its commercial work provides customers with, among other things, sales support, including analysis of sales data; marketing, communications, promotional, advertising, and public relations assistance; and solutions to promote better patient adherence to treatment regimes.

In short, the combination of inVentiv's existing products and services with the SDI Audits Business acquired from Healthcare Technology will allow inVentiv to offer its customers an even wider range of products related to the sale and use of pharmaceuticals.

B. The Order and inVentiv APA Provide Additional Protections to Ensure inVentiv's Viability as a Competitor

inVentiv has well-established expertise and a strong reputation in related healthcare information services and a proven record of financial stability. Although inVentiv would have little difficulty establishing itself as a viable competitor to IMS in Medical and Promotional Audits based on the combination of its own experience and resources with the SDI Audits Business it is acquiring from Healthcare Technology, the Order and inVentiv APA provide additional protections to ensure inVentiv's viability.

These additional protections include, among others, the following:

- inVentiv is entitled to receive certain transition services from IMS.
- IMS will not, for a two year period, solicit or induce customers who have contracts with the SDI Audits Business and whose business is transferred to inVentiv to switch to IMS any business related to those contracts.
- IMS must notify new customers that recently signed IMS medical and promotional audits contracts that they have the ability to terminate their contracts, allowing those buyers to switch their business to inVentiv if they wish.
- IMS will facilitate interviews between inVentiv and SDI Audits Business employees and, for a two year period, will not solicit or induce any SDI Audits

Business employees hired by inVentiv or other inVentiv employees that work on Medical or Promotional Audits to terminate their employment with inVentiv.

The structure of the transaction and these protections ensure inVentiv will have a strong incentive and ability to compete to provide Medical and Promotional Audits.

III. CONCLUSION

Although Healthcare Technology is not privy to the specifics of inVentiv's business plans, in its view inVentiv clearly will be well-positioned to build off of its existing relationships with customers in its healthcare information businesses. Indeed, many customers of the SDI Audits Business already use inVentiv for complementary data and services. With its acquisition of the SDI Audits Business, inVentiv has the experience, incentive, and resources necessary to become a significant competitor in Medical and Promotional Audits. inVentiv and the inVentiv APA thus easily satisfy both the specific terms and the general goals of the Order.

For the foregoing reasons, Healthcare Technology respectfully requests the Commission approve the proposed divestiture of the SDI Audits Business to inVentiv, in the manner provided for in the inVentiv APA, as soon as possible, particularly given Healthcare Technology's obligation under Paragraph II.A of the Order to divest the SDI Audits Business no later than 90 days from the date of IMS's acquisition of SDI.

IV. CONFIDENTIAL TREATMENT

Pursuant to Section 21 of the Federal Trade Commission Act, 15 U.S.C. § 57b-2, and the Commission's Rules of Practice 2.41(f)(4), 4.9(b)(7), 4.9(c), and 4.10-4.11, 16 C.F.R. §§

2.41(f)(4), 4.9(b)(7), 4.9(c), and 4.10-4.11, Healthcare Technology respectfully requests that the confidential version of this application for approval and Confidential Exhibit A be treated as strictly confidential and not be made available to the public.[4] The confidential version of this application and Confidential Exhibit A contain highly confidential business information relating to the SDI Audits Business, and contain commercially sensitive information regarding the terms and conditions of Healthcare Technology's divestiture agreements with inVentiv.

The information contained in the confidential version of this application and Confidential Exhibit A, if released to the public, would provide significant insight into Healthcare Technology's confidential negotiations with inVentiv and would provide competitors with commercially sensitive information relating to both inVentiv and the SDI Audits Business. Releasing such information may harm the ongoing competitiveness of Healthcare Technology's remaining businesses, the SDI Audits Business, or inVentiv's other businesses, and may impair Healthcare Technology's ability to fulfill its obligations under the Order. Healthcare Technology's requests the Commission inform it immediately if the Commission decides not to treat the confidential version of this application and Confidential Exhibit A, and the information they contain, as confidential so that Healthcare Technology may seek appropriate relief.

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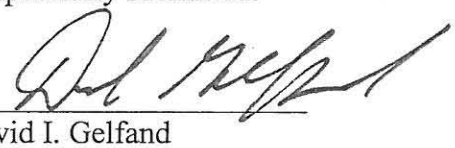
[4] For the convenience of maintaining the public record, Healthcare Technology is submitting two versions of this application for approval: a confidential version that contains confidential and proprietary information and documents necessary for the Commission to assess this application, and a redacted version that excludes confidential and proprietary information for placement on the public record.

Date: January 12, 2012

Respectfully submitted:



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