



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

Office of the Secretary

June 21, 2011

Leslie C. Overton, Esq.
Jones Day
51 Louisiana Avenue, NW
Washington, DC 20001-2113

Re: Proposed acquisition of Shamir Optical Industry Ltd. by Essilor International S.A.,
FTC File No. 111-0015

Dear Ms. Overton:

The Federal Trade Commission's Bureau of Competition has been conducting a nonpublic investigation to determine whether the acquisition of Shamir Optical Industry Ltd. by Essilor International S.A. may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of this matter, it now appears that no additional action is warranted by the Commission at this time. Accordingly, 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.

By direction of the Commission.

A handwritten signature in cursive script that reads "Donald S. Clark".

Donald S. Clark
Secretary