



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

MAY 09 2005

Office of the Director
Bureau of Competition

Christine Varney, Esq.
Hogan & Hartson LLP
Columbia Square
555 Thirteenth Street, NW
Washington, D.C. 20004-1109

Re: The proposed acquisition of Nassda Corporation by Synopsys Inc.,
FTC File Number 0510047

Dear Ms. Varney

The Federal Trade Commission's Bureau of Competition has been conducting a non-public investigation to determine whether the proposed acquisition of Nassda Corporation by Synopsys Inc. may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of this matter, it appears that no additional action is warranted by the Commission at this time. Accordingly, pursuant to authority delegated by the Commission, 49 Fed. Reg. 6171 (1984), 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.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Susan A. Creighton".

Susan A. Creighton
Director



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Scott Sher, Esq.
Wilson Sonsini Goodrich & Rosati, P.C.
11921 Freedom Drive, 6th Floor
Reston, VA 20190

Re: The proposed acquisition of Nassda Corporation by Synopsys Inc.,
FTC File Number 051-0047

Dear Mr. Sher:

The Federal Trade Commission's Bureau of Competition has been conducting a non-public investigation to determine whether the proposed acquisition of Nassda Corporation by Synopsys Inc. may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of this matter, it appears that no additional action is warranted by the Commission at this time. Accordingly, pursuant to authority delegated by the Commission, 49 Fed. Reg. 6171 (1984), 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.

Sincerely yours,

A handwritten signature in black ink, appearing to read "S. Creighton", written over a horizontal line.

Susan A. Creighton
Director