



United States of America  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

Office of the Secretary

November 15, 2016

David P. Wales, Esq.  
Jones Day  
51 Louisiana Avenue, NW  
Washington, DC 20001-2113

Re: *In the Matter of HeidelbergCement AG and Italcementi S.p.A.*  
*Docket No. C-4579*

Dear Mr. Wales:

This letter responds to the Application For Approval Of Divestiture Of Martinsburg (“Divestiture Application”) filed by Respondents HeidelbergCement AG and Italcementi S.p.A. on September 18, 2016. The Divestiture Application requests that the Federal Trade Commission approve, pursuant to the Order in this matter, Respondents’ proposed divestiture of the Martinsburg Cement Business to Argos USA LLC. The Application was placed on the public record for comments until October 24, 2016. No comments were received.

After consideration of the proposed divestiture as set forth in Respondents’ Divestiture Application, as well as other available information, the Commission has determined to approve the proposed divestiture. In according its approval, the Commission has relied upon the information submitted and representations made in connection with Respondents’ Divestiture Application and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark  
Secretary