

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

**COMMISSIONERS:           Maureen K. Ohlhausen, Acting Chairman  
                                  Terrell McSweeney**

In the Matter of	)	
	)	
Advocate Health Care Network, a corporation;	)	Docket No. 9369
	)	
Advocate Health and Hospitals Corporation, a corporation;	)	
	)	
and	)	
	)	
NorthShore University HealthSystem, a corporation.	)	
	)	

**ORDER DISMISSING COMPLAINT**

On December 17, 2015, the Commission issued the Administrative Complaint in this matter, alleging that an affiliation agreement among the three Respondents in this administrative proceeding violated Section 5 of the Federal Trade Commission Act, and that the contemplated merger, if consummated, would violate both Section 7 of the Clayton Act and Section 5 of the FTC Act. On December 21, 2015, pursuant to Section 13(b) of the FTC Act and Section 16 of the Clayton Act, the Commission filed a complaint in United States District Court for the Northern District of Illinois seeking a temporary restraining order and a preliminary injunction to prevent Respondents from consummating their proposed merger until final resolution of this administrative proceeding.<sup>1</sup>

On October 31, 2016, the Court of Appeals for the Seventh Circuit reversed the denial of the Commission’s motion for a preliminary injunction by the U.S. District Court for the Northern District of Illinois and remanded the case to the District Court.<sup>2</sup> On March 7, 2017, the District Court issued an Order enjoining consummation of the proposed merger. On March 10, 2017, Respondents signed a Termination Agreement terminating the Affiliation Agreement between Advocate and NorthShore, and Complaint Counsel and Respondents filed a Joint Motion to Dismiss Complaint.<sup>3</sup> Respondents have abandoned the proposed merger, and the most important

<sup>1</sup> [Complaint](#), *FTC v. Advocate Health Care Network et al.*, No. 1:15-cv-11473 (N.D. Ill.) (Dec. 21, 2015).

<sup>2</sup> *FTC v. Advocate Health Care Network*, 841 F.3d 460 (7th Cir. 2016) ([Opinion](#) and [Final Judgment](#)).

<sup>3</sup> See [Joint Motion To Dismiss Complaint](#) (March 10, 2017).

elements of the relief set out in the Notice of Contemplated Relief in the Administrative Complaint have been accomplished without the need for further administrative litigation.<sup>4</sup>

For the foregoing reasons, the Commission has determined that the public interest warrants dismissal of the Administrative Complaint in this matter. The Commission has determined to do so without prejudice, however, because it is not reaching a decision on the merits. Accordingly,

**IT IS ORDERED THAT** the Administrative Complaint in this matter be, and it hereby is, dismissed without prejudice.

By the Commission.

Donald S. Clark  
Secretary

SEAL:  
ISSUED: March 20, 2017

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<sup>4</sup> See, e.g., *In the Matter of The Penn State Hershey Medical Center and PinnacleHealth System*, Docket No. 9368, [Order Dismissing Complaint](#) (Oct. 23, 2016); *In the Matter of Superior Plus Corp. and Canexus Corporation*, Docket No. 9371, [Order Dismissing Complaint](#) (Aug. 2, 2016); *In the Matter of Staples Inc. and Office Depot, Inc.*, Docket No. 9367, [Order Dismissing Complaint](#) (May 18, 2016).