

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

COMMISSIONERS: **Joseph J. Simons, Chairman**
 Noah Joshua Phillips
 Rohit Chopra
 Rebecca Kelly Slaughter
 Christine S. Wilson

In the Matter of)	
)	
)	
Sanford Health,)	
a corporation,)	
)	DOCKET NO. 9376
Sanford Bismarck,)	
a corporation,)	
)	
and)	
)	
Mid Dakota Clinic, P.C.,)	
a corporation.)	
)	

ORDER DISMISSING COMPLAINT

On June 21, 2017, the Commission issued an administrative Complaint alleging that Respondents Sanford Health, Sanford Bismarck (collectively “Sanford”), and Mid Dakota Clinic, P.C. (“MDC”) had executed a term sheet in violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45. The Complaint further alleged that the acquisition, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

On June 22, 2017, pursuant to Section 13(b) of the FTC Act and Section 16 of the Clayton Act, the Commission¹ filed a complaint in the United States District Court for the District of North Dakota (“District Court”) seeking a temporary restraining order and a preliminary injunction to prevent Respondents from consummating the proposed acquisition until final resolution of this administrative proceeding. On December 13, 2017, the District Court granted the Commission’s motion for a preliminary injunction. After an appeal by Sanford and MDC, the United States Court of Appeals for the Eighth Circuit affirmed the District Court’s decision on June 13, 2019.

¹ The State of North Dakota was co-Plaintiff in this action.

Complaint Counsel and Respondents have now filed a joint motion to dismiss the Complaint on the grounds that Respondents do not intend to seek further judicial review of the Eighth Circuit’s decision and “will abandon the proposed transaction.”²

In light of Respondents’ decision to abandon the proposed transaction, the most important elements of the relief set out in the Notice of Contemplated Relief in the Complaint have been accomplished without the need for further administrative litigation.³ For the foregoing reasons, the Commission has determined that the public interest warrants dismissal of the 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 Complaint in this matter be, and it hereby is, dismissed without prejudice.

By the Commission.

April J. Tabor
Acting Secretary

SEAL:

ISSUED: July 8, 2019

² See Joint Motion to Dismiss Complaint, Ex. A, ¶¶ 9-10 (filed June 25, 2019).

³ See, e.g., *In the Matter of Wilh. Wilhemsen Holding ASA, et al.*, Docket No. 9380, [Order Dismissing Complaint](#) (July 31, 2018); *In the Matter of CDK Global, Inc., et al.*, Docket No. 9382, [Order Dismissing Complaint](#) (Mar. 26, 2018); *In the Matter of The J.M. Smucker Company and Conagra Brands, Inc.*, Docket No. 9381, [Order Dismissing Complaint](#) (Mar. 8, 2018); *In the Matter of DraftKings, Inc. and FanDuel Limited*, Docket No. 9375, [Order Dismissing Complaint](#) (July 14, 2017); *In the Matter of Advocate Health Care Network, Advocate Health and Hospitals Corporation, and NorthShore University HealthSystem*, Docket No. 9369, [Order Dismissing Complaint](#) (Mar. 20, 2017).