

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Maureen K. Ohlhausen, Acting Chairman
Terrell McSweeney

_____)	
In the Matter of)	
)	
The J. M. Smucker Company,)	Docket No. 9381
a corporation;)	
)	
and)	PUBLIC
)	
Conagra Brands, Inc.,)	
a corporation.)	
_____)	

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents The J. M. Smucker Company (“Smucker”) and Conagra Brands, Inc. (“Conagra”) jointly move to dismiss the complaint in the above-captioned matter. On March 6, 2018, Respondents terminated their Asset Purchase Agreement. As set forth in the attached correspondence, Respondents have withdrawn their Hart-Scott-Rodino Notification and Report Forms filed for the proposed acquisition. The complaint is now moot.

Accordingly, the parties respectfully request that the Commission dismiss the complaint.

A proposed order is attached.

Dated: March 7, 2018

Respectfully submitted,

By: /s/ Mark D. Seidman

Mark D. Seidman
Bureau of Competition
Federal Trade Commission
400 7th Street, S.W.
Washington, DC 20024
(202) 326-3296
mseidman@ftc.gov

Complaint Counsel

By: /s/ Ilene Knable Gotts

Ilene Knable Gotts
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1247
ikgotts@wlrk.com

Counsel for Respondent The J. M. Smucker
Company

By: /s/ Jeremy P. Morrison

Jeremy P. Morrison
Jones Day
51 Louisiana Avenue, N.W.
Washington, DC 20001
(202) 879-3751
jmorrison@jonesday.com

Counsel for Respondent Conagra Brands, Inc.

Premerger Notification Office
March 6, 2018
Page 2

Very truly yours,

A handwritten signature in black ink, appearing to read "Lori Sherman". The signature is fluid and cursive, with the first name "Lori" written in a larger, more prominent script than the last name "Sherman".

Lori S. Sherman

Wachtell, Lipton, Rosen & Katz

51 WEST 52ND STREET
NEW YORK, N.Y. 10019-6150
TELEPHONE: (212) 403 - 1000
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JAMES H. POZELSON 1967-1991
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ROBERT L. GIBBY
RICHARD L. HILL
WILLIAM HILLIE
FRANK H. HONNERTMAN
DAVID J. HULL

ADMITTED TO THE BARRS OF COLUMBIA

OF COUNSEL

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ANDREW J. ALLEN
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Direct Dial: (212) 403-1392
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March 6, 2018

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JOSHUA A. FELTMAN
LEAH L. GOLD
DREW A. FLEISHMAN
KAROLINE M. PAIR
KIMBERLY M. HEN
DANIEL M. HODDGE

2018 MAR -6 PM 4: 16
RECEIVED
OFFICE OF OPERATIONS
ANTITRUST DIVISION

Director of Operations
Department of Justice
Antitrust Division
Office of Operations
Premerger Notification Unit
450 Fifth Street, NW
Suite 1100
Washington, DC 20530

VIA HAND DELIVERY

Re: Premerger Notification concerning the proposed acquisition by The J. M. Smucker Company of certain assets from Conagra Brands, Inc.; Transaction Number: 2017-1499

Ladies and Gentlemen:

This is to inform you that The J. M. Smucker Company hereby withdraws its Notification and Report Form in connection with the above-referenced transaction under 16 C.F.R. § 803.12(a), effective immediately.

Director of Operations
March 6, 2018
Page 2

Should you have any questions, please do not hesitate to contact me at (212) 403-1392. A copy of this letter is enclosed to be receipt stamped and returned to the person delivering the materials.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Lori Sherman". The signature is written in black ink and is positioned above the printed name.

Lori S. Sherman

JONES DAY

51 LOUISIANA AVENUE, N.W. • WASHINGTON, D.C. 20001.2113
TELEPHONE: +1.202.879.3939 • FACSIMILE: +1.202.626.1700

March 6, 2018

Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 5301
400 7th Street, S.W.
Washington, D.C. 20024

VIA HAND DELIVERY

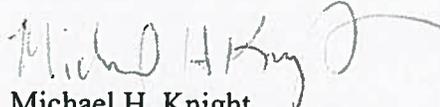
Re: Premerger Notification concerning the proposed acquisition by the J.M Smucker Company of certain assets from Conagra Brands, Inc.; Transaction Number: 2017-1499

Ladies and Gentlemen:

This is to inform you that Conagra Brands, Inc. hereby withdraws its Notification and Report Form in connection with the above-referenced transactions under 16 C.F.R. § 803.12(a), effective immediately.

Should you have any questions, please contact the undersigned at (202) 879-5553. A copy of this letter is enclosed to be receipt stamped and returned to the person delivering the materials.

Very truly yours,


Michael H. Knight

RECEIVED
PREMERGER NOTIFICATION
OFFICE
2018 MAR -6 PM 4:26

JONES DAY

51 LOUISIANA AVENUE, N.W. • WASHINGTON, D.C. 20001.2113
TELEPHONE: +1.202.879.3939 • FACSIMILE: +1.202.626.1700

March 6, 2018

Director of Operations
Department of Justice
Antitrust Division
Office of Operations
Premerger Notification Unit
450 Fifth Street, NW
Suite 1100
Washington, DC 20530

VIA HAND DELIVERY

Re: Premerger Notification concerning the proposed acquisition by the J.M Smucker Company of certain assets from Conagra Brands, Inc.; Transaction Number: 2017-1499

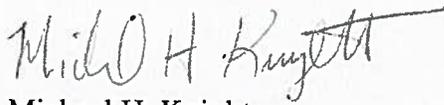
RECEIVED
OFFICE OF OPERATIONS
ANTITRUST DIVISION
2018 MAR 05 PM 4: 16

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Should you have any questions, please contact the undersigned at (202) 879-5553. A copy of this letter is enclosed to be receipt stamped and returned to the person delivering the materials.

Very truly yours,



Michael H. Knight

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COMMISSIONERS: Maureen K. Ohlhausen, Acting Chairman
Terrell McSweeney

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and)	
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Conagra Brands, Inc.,)	
a corporation.)	
_____)	

[PROPOSED] ORDER DISMISSING COMPLAINT

This matter comes before the Commission on Complaint Counsel and Respondents' Joint Motion to Dismiss Complaint. Having considered the motion, it is hereby ORDERED:

The Joint Motion to Dismiss Complaint, dated March 7, 2018, is GRANTED; and

The complaint is dismissed without prejudice.

By the Commission.

Date: _____

Donald S. Clark
Secretary

CERTIFICATE OF SERVICE

I hereby certify that on March 7, 2018, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

Donald S. Clark
Secretary
Federal Trade Commission
600 Pennsylvania Avenue, N.W., Rm. H-113
Washington, DC 20580

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, N.W., Rm H-110
Washington, DC 20580

I also certify that I delivered via electronic mail a copy of the foregoing document to:

Ilene Knable Gotts
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1247
ikgotts@wlrk.com

Counsel for Respondent The J. M. Smucker Company

Jeremy P. Morrison
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51 Louisiana Avenue, N.W.
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(202) 879-3751
jmorrison@jonesday.com

Counsel for Respondent Conagra Brands, Inc.

Dated: March 7, 2018

By: /s/ Mark D. Seidman
Attorney

CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary of the Commission is a true and correct copy of the paper original and that I possess a paper original of the signed document that is available for review by the parties and the adjudicator.

Dated: March 7, 2018

By: /s/ Mark D. Seidman
Attorney