

**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
a corporation,**

and

**Conagra Brands, Inc.
a corporation.**

Docket No. 9381

PUBLIC

ORDER DISMISSING COMPLAINT

On March 5, 2018, the Commission issued an Administrative Complaint alleging that Respondents The J.M. Smucker Company and Conagra Brands, Inc. had executed an Asset Purchase Agreement – pursuant to which Smucker would acquire the Wesson brand, including intellectual property, inventory, and some manufacturing equipment, from Conagra – that violated Section 5 of the FTC Act, 15 U.S.C. § 45, and that if the acquisition were consummated, it would violate Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the FTC Act. Complaint Counsel and Respondents have now filed a Joint Motion to dismiss the Complaint, on the grounds that the Respondents have terminated their Asset Purchase Agreement, and have withdrawn the Hart-Scott-Rodino Notification and Report Forms that they filed for the proposed acquisition.¹

The Commission has determined to dismiss the Complaint without prejudice, in light of Respondents’ decision to abandon the proposed transaction and their withdrawal of their respective Hart-Scott-Rodino Notification and Report Forms. Respondents would not be able to effectuate the proposed transaction without filing new Hart-Scott-Rodino Notification and

¹ See [Joint Motion to Dismiss Complaint](#) (filed March 7, 2018).

Report Forms, and the most important elements of the relief set out in the Notice of Contemplated Relief in the Administrative Complaint therefore have been accomplished without the need for further administrative litigation.²

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 Complaint in this matter be, and it hereby is, dismissed without prejudice.

By the Commission.

Donald S. Clark
Secretary

SEAL:
ISSUED: March 8, 2018

² See, e.g., *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); *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).