

**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

**Fidelity National Financial, Inc.,
a corporation**

and

**Stewart Information Services
Corporation,
a corporation.**

Docket No. 9385

PUBLIC

ORDER DISMISSING COMPLAINT

On September 6, 2019, the Federal Trade Commission issued the Administrative Complaint in this matter, having reason to believe that Respondents Fidelity National Financial, Inc. (“Fidelity”) and Stewart Information Services Corporation (“Stewart”) (collectively, “Respondents”) executed a merger agreement in violation of Section 5 of the FTC Act, 15 U.S.C. § 45, which if consummated would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act. Complaint Counsel and Respondents have now filed a Joint Motion To Dismiss Complaint, which states that Respondents have terminated their agreement and that Fidelity has withdrawn its Hart-Scott-Rodino Notification and Report Forms filed for the proposed acquisition.¹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 the withdrawal of Fidelity’s Hart-Scott-Rodino Notification and Report Forms. Respondents would not be able to effectuate the proposed transaction without Fidelity filing new Hart-Scott-Rodino Notification and Report Forms. The most important elements of the relief set out in the Notice of Contemplated Relief in the

¹ See Joint Motion To Dismiss Complaint (September 18, 2019), at 1 and Attachment.

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, Chairman Simons recused.

April J. Tabor
Acting Secretary

SEAL:

ISSUED: September 24, 2019

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).