

**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

CoStar Group, Inc.,
a corporation

and

RentPath Holdings, Inc.,
a corporation.

Docket No. 9398

PUBLIC

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents CoStar Group, Inc. (“CoStar”) and RentPath Holdings, Inc. (“RentPath”) jointly move to dismiss the complaint in the above-captioned matter. On December 29, 2020, Respondent RentPath publicly announced that it has terminated the agreement to be acquired by CoStar.

As set forth in the attached correspondence, Respondents have withdrawn their Hart-Scott-Rodino Notification and Report Forms filed for the proposed acquisition.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, Complaint Counsel and Respondents respectfully request that the Commission dismiss the complaint. A proposed order is attached.

Dated: December 30, 2020

Respectfully submitted,

/s/ Susan Musser, Esq.
Susan Musser, Esq.
Jennifer Milici, Esq.
Jessica S. Drake, Esq.
Helder Agostinho, Esq.
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Bureau of Competition
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Attorneys for Complaint Counsel

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Attorneys for Respondent CoStar Group, Inc.

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Attorneys for Respondent RentPath Holdings, Inc.

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

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[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 December 30, 2020, is GRANTED; and

The complaint is dismissed without prejudice.

By the Commission.

Issued: _____

April J. Tabor
Acting Secretary

ATTACHMENTS

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| Milan | |

December 30, 2020

Federal Trade Commission
Premerger Notification Office
Bureau of Competition
Constitution Center Building
400 7th Street, S.W., 5th Floor, Room 5301
Washington, D.C. 20024-2585

Director of Operations
Department of Justice Antitrust Division
Premerger Notification Unit
450 Fifth Street, N.W.
Washington, D.C. 20530

Re: CoStar Group, Inc. HSR Filing – Transaction No. 2020-0815

Ladies and Gentlemen:

On February 28, 2020, CoStar Group, Inc. (the “Acquiring Person”) submitted a Notification and Report Form for Certain Mergers and Acquisitions (the “Form”) under the HSR Act in connection with its proposed acquisition of certain voting securities of RentPath Holdings, Inc. (Transaction No. 2020-0815).

Please be advised that the Acquiring Person is withdrawing its Form effective immediately under Section 803.12(a), following the termination of the Asset Purchase Agreement between the Acquiring Person and RentPath on December 29, 2020.

If you have any questions, please call me at (202) 637-2183.

Sincerely,

/s/ Amanda P. Reeves

Amanda P. Reeves
of LATHAM & WATKINS LLP

cc: Jonathan Klarfeld (Ropes & Gray LLP)



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December 30, 2020

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BY EMAIL

Department of Justice
Antitrust Division
Premerger and Division Statistics Unit
450 Fifth Street, N.W.
Suite 1104
Washington, DC 20530-0001

Federal Trade Commission
Bureau of Competition
Premerger Notification Office
400 7th Street, SW
5th Floor, Room #5301
Washington, DC 20580

Re: Premerger Notification Transaction Number: 20200815 – RentPath Holdings, Inc.

Ladies and Gentlemen:

This letter serves to notify that RentPath Holdings, Inc. hereby withdraws the pending Hart-Scott-Rodino Premerger Notification and Report Form with the above-referenced transaction number effective as of December 30, 2020.

Respectfully submitted,

/s/ Simone L.F. Waterbury
Simone L.F. Waterbury

CERTIFICATE OF SERVICE

I hereby certify that on December 30, 2020, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

April Tabor
Acting Secretary
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-113
Washington, DC 20580
ElectronicFilings@ftc.gov

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

I also certify that I caused the foregoing document to be served via email to:

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Attorneys for Respondent RentPath Holdings, Inc.

By: /s/ Susan Musser
Susan Musser

Counsel Supporting the Complaint

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.

December 30, 2020

By: /s/ Susan Musser
Susan Musser