

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

COMMISSIONERS: **Joseph J. Simons, Chairman**
 Maureen K. Ohlhausen
 Noah Joshua Phillips
 Rohit Chopra
 Rebecca Kelly Slaughter

In the Matter of

**Wilh. Wilhelmsen Holding ASA,
a public company,**

**Wilhelmsen Maritime Services AS
a private company,**

**Resolute Fund II, L.P.
a private company,**

**Drew Marine Intermediate II B.V.
a private company,**

and

**Drew Marine Group, Inc.,
a corporation**

Docket No. 9380

ORDER DISMISSING COMPLAINT

On February 22, 2018, the Commission issued an Administrative Complaint alleging that Respondents Wilhelm Wilhelmsen and Wilhelmsen Maritime Services AS (collectively “Wilhelmsen”) and the Resolute Fund II, L.P., Drew Marine Intermediate II B.V., and Drew Marine Group, Inc. (collectively “Drew”) had executed an acquisition agreement in violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45. The Administrative Complaint further alleged that the merger, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act.

On May 4, 2018, pursuant to Section 13(b) of the FTC Act and Section 16 of the Clayton Act, the Commission filed a complaint in the United States District Court for the District of Columbia seeking a temporary restraining order and a preliminary injunction to prevent Respondents from consummating the proposed acquisition until final resolution of this

administrative proceeding.¹ On July 21, 2018, the District Court issued an Order granting the Commission's request for a preliminary injunction.²

Complaint Counsel and Respondents have now filed a Joint Motion to dismiss the Administrative Complaint, as subsequently amended, on the grounds that the Respondents have terminated their proposed acquisition, and that Wilhelmsen has withdrawn its Hart-Scott-Rodino Notification and Report Forms filed for this proposed acquisition, and has no intent to refile.³

The Commission has determined to dismiss the Complaint without prejudice, in light of the Respondents' decision to abandon the proposed acquisition, and Respondent Wilhelmsen's withdrawal of its Hart-Scott-Rodino Notification and Report Forms. Respondents would not be able to effectuate the proposed acquisition without filing new Hart-Scott-Rodino Notification and 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.⁴

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: July 31, 2018

¹ *FTC v. Wilh. Wilhelmsen Holding ASA, Wilhelmsen Maritime Services AS, Resolute Fund II L.P., Drew Marine Intermediate II B.V., and Drew Marine Group Inc., Defendants*, Civil Action No. 1:18-cv-00414-TSC (D.D.C.), [Amended Complaint For Temporary Restraining Order and Preliminary Injunction Pursuant To Section 13\(b\) of the Federal Trade Commission Act](#) (Filed May 4, 2018).

² See [Statement by FTC Bureau of Competition Acting Deputy Director Haidee L. Schwartz](#) (July 23, 2018).

³ See [Joint Motion To Dismiss Amended Complaint](#) (Filed July 26, 2018).

⁴ See, e.g., *In the Matter of CDK Global, Inc., et al.*, Docket No. 9382, [Order Dismissing Complaint](#) (March 26, 2018); *In the Matter of The J.M. Smucker Company and Conagra Brands, Inc.*, Docket No. 9381, [Order Dismissing Complaint](#) (March 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](#) (March 20, 2017).