

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Maureen K. Ohlhausen, Acting Chairman
Terrell McSweeney

In the Matter of

CDK Global, Inc.
a corporation,

CDK Global, LLC
a limited liability company,

Auto/Mate, Inc.
a corporation,

Robert Eustace
an individual,

Elsa Eustace
an individual,

G. Larry Colson, Jr.
an individual,

Michael Esposito,
an individual,

And

Glen Eustace
a representative.

Docket No. 9382

PUBLIC

ORDER DISMISSING COMPLAINT

On March 19, 2018, the Commission issued an Administrative Complaint alleging that Respondents CDK Global, Inc. and CDK Global, LLC (collectively “CDK”), and Respondents Auto/Mate, Inc. (“Auto/Mate”), Robert Eustace, Elsa Eustace, G. Larry Colson, Jr., Michael Esposito, and Glen Eustace had executed a Stock Purchase Agreement (“Agreement”) – pursuant to which CDK proposed to acquire 100% of the shares of Auto/Mate – in violation of Section 5

of the FTC Act, as amended, 15 U.S.C. § 45, and that if the acquisition covered by the Agreement were consummated, it 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to dismiss the Complaint, on the grounds that the Respondents have terminated their Stock Purchase Agreement and have withdrawn the Hart-Scott-Rodino Notification and Report Forms which they filed for the proposed acquisition.¹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 acquisition and their withdrawal of their respective 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.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 26, 2018

¹ See Joint Motion To Dismiss Complaint (filed March 20, 2018).

² See, e.g., *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](#) (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).