UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: **Andrew N. Ferguson, Chairman**
Melissa Holyoak
Mark R. Meador

In the Matter of **Alimentation Couche-Tard Inc.,** **a corporation;** **Circle K Stores Inc.,** **a corporation;** **and** **Giant Eagle, Inc.,** **a corporation.**	**Docket No. C-4821**

COMPLAINT

Pursuant to the Clayton Act and the Federal Trade Commission Act ("FTC Act"), and its authority thereunder, the Federal Trade Commission ("Commission"), having reason to believe that Respondent Alimentation Couche-Tard Inc. ("ACT"), through its subsidiary Mac's Convenience Stores LLC, entered into an agreement to acquire retail fuel outlets and other interests from Respondent Giant Eagle, Inc. ("Giant Eagle"), that such acquisition, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45, and that a proceeding in respect thereof would be in the public interest, hereby issues this Complaint, stating its charges as follows.

I. RESPONDENTS

1. Respondent Alimentation Couche-Tard Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of Canada, with its headquarters and principal place of business located in Laval, Quebec.

2. Respondent Circle K Stores Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Texas, with its headquarters and principal place

of business located in San Antonio, Texas. Circle K is wholly owned by Alimentation Couche-Tard Inc.

3. Respondents ACT and Circle K are, and at all times relevant herein have been, engaged in, among other things, the retail sale of gasoline and diesel fuel in the United States.

4. Respondent Giant Eagle, Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of the Commonwealth of Pennsylvania, with its headquarters and principal place of business located in Cranberry Township, Pennsylvania.

5. Respondent Giant Eagle is, and at all times relevant herein has been, engaged in, among other things, the retail sale of gasoline and diesel fuel in the United States.

6. Each Respondent, either directly or through its subsidiaries, is, and at all times relevant herein has been, engaged in commerce, as "commerce" is defined in Section 1 of the Clayton Act as amended, 15 U.S.C. § 12, and Section 4 of the FTC Act, as amended, 15 U.S.C. § 44.

II. THE PROPOSED ACQUISITION

7. Pursuant to a Unit Purchase Agreement ("UPA") dated August 16, 2024, ACT subsidiary Mac's Convenience Stores LLC proposes to acquire all the equity interests in 270 retail fuel outlets from Giant Eagle, Inc. and affiliated entities, including Riser Foods Company and GetGo Operating, LLC.

8. The Acquisition is subject to Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

III. NATURE OF THE CASE

9. ACT and Giant Eagle both operate chains of retail fuel outlets and stores at which consumers may purchase gasoline, diesel fuel, and convenience items. They are close competitors for retail customers in various geographic areas, including local areas in Indiana, Ohio, and Pennsylvania.

10. Retail fuel outlets such as ACT and Giant Eagle stations publicly post prices for fuel, consistent with state and local regulations. Retail fuel outlets compete, among other things, by offering prices competitive with other retail fuel outlets that offer similar brand value, services, and station characteristics.

11. Retail fuel outlets such as ACT and Giant Eagle stations identify select competitors to price monitor, changing their own prices frequently to maximize profitability in response to competitors' pricing and market conditions. Retail fuel outlet competition may be very local, often including fuel outlets in close geographic proximity and on specific traffic patterns.

12. Identifying competitive overlaps among ACT and Giant Eagle stations is highly dependent on outlet location (urban, suburban, rural), station attributes (gasoline, diesel, convenience store offerings, number of dispensing pumps), and observations regarding the impact on sales of relative changes in the pricing by rivals. The competitive set of retail fuel outlets to an ACT or Giant Eagle outlet may differ depending on customer demand and station characteristics specific to each location.

13. Retail fuel acquisitions such as this one that reduce the number of independent competitors in a local market, and eliminate direct competition between the merging parties, may increase the likelihood of unilateral and coordinated effects, raising the prospect of higher prices for consumers in need of fuel.

IV. THE RELEVANT MARKET

14. Relevant product markets in which to analyze the effects of the Acquisition are the retail sale of gasoline and the retail sale of diesel. There are no substitutes for gasoline for gasoline-powered vehicles. Consumers can purchase gasoline only at retail fuel outlets. There are no substitutes for diesel fuel for diesel-powered vehicles. Consumers can purchase diesel only at retail fuel outlets. No economic or practical alternative exists to the retail sale of gasoline or diesel fuel at retail fuel outlets.

15. Relevant geographic markets in which to analyze the effects of the Acquisition include 35 local markets in Indiana, Ohio, and Pennsylvania.

16. The relevant geographic markets for retail gasoline and retail diesel are highly localized, ranging from a few blocks to a few miles, depending on local demand circumstances and road access to retail fuel outlets. Each relevant geographic market is distinct and reflects the commuting patterns, traffic flows, and outlet characteristics unique to each market. Consumers typically choose between nearby retail fuel outlets with similar characteristics along their routes.

V. MARKET STRUCTURE

17. Under the 2023 Merger Guidelines, markets with a Herfindahl-Hirschman Index (HHI) greater than 1,800 are highly concentrated, and a change of more than 100 points in a market is a significant increase in concentration. A merger that creates or further consolidates a highly concentrated market that involves an increase in the HHI of more than 100 points is presumed to substantially lessen competition.

18. With regard to the retail sale of gasoline, the Acquisition, if consummated, would reduce the number of competitively constraining independent market participants from 6 to 5 in 3 local markets, from 5 to 4 in 17 local markets, from 4 to 3 in 11 local markets, from 3 to 2 in 2 local markets, and from 2 to 1 in 2 local markets. The Acquisition would result in a highly concentrated market in each of these markets.

19. With regard to the retail sale of diesel fuel, the Acquisition, if consummated, would reduce the number of competitively constraining independent market participants from 5 to 4 in 6 local markets; from 4 to 3 in 8 local markets, from 3 to 2 in 3 local markets, and from 2 to 1 in 2 local markets. The Acquisition would result in a highly concentrated market in each of these markets.

VI. BARRIERS TO ENTRY

20. Entry into each relevant market will not be timely, likely, or sufficient to deter or counteract the anticompetitive effects arising from the Acquisition. Significant entry barriers include the availability of attractive real estate, the time and cost associated with constructing a new retail fuel outlet, and the time associated with obtaining necessary environmental and other permits and approvals.

VII. EFFECTS OF THE ACQUISITION

21. The Acquisition will eliminate significant head-to-head competition in the relevant markets and increase the likelihood of coordinated effects. In these markets, ACT and Giant Eagle are each other's close or closest competitor for retail gasoline and diesel sales. Respondents' stations routinely monitor each other's prices and use that information when setting their own prices for gas and diesel fuels. The Respondents' stations are frequently located along the same traffic routes and are geographically proximate to each other, making them a clear (and sometimes the only) alternative for consumers. There are few third-party stations in these locations that could provide an effective competitive constraint on ACT post-acquisition or serve as a reasonable alternative for consumers in the event that ACT chose to increase prices by a small but significant and non-transitory amount.

22. The effects of the Acquisition may be substantially to lessen competition or to tend to create a monopoly in the relevant markets in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, by:

a. increasing the likelihood that Respondent ACT will unilaterally exercise market power in the relevant markets; and

b. increasing the likelihood of collusive or coordinated interaction between any remaining competitors in the relevant markets.

VIII. VIOLATIONS CHARGED

23. The Acquisition, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

24. The Unit Purchase Agreement entered into by Respondents ACT and Giant Eagle

constitutes a violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

IN WITNESS WHEREOF, the Federal Trade Commission, having caused this Complaint to be signed by the Secretary and its official seal affixed, at Washington, D.C., this twenty-fifth day of June 2025, issues its Complaint against Respondents.

By the Commission.

April J. Tabor
Secretary