

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

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

In the Matter of)	
)	
AUROBINDO PHARMA Ltd,)	
a corporation;)	COMPLAINT
)	
AUROBINDO PHARMA USA, INC.,)	Docket No. C-
a corporation;)	
)	
and)	
)	
LANNETT COMPANY, INC.,)	
a corporation.)	
)	

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 Aurobindo Pharma Ltd, through Respondent Aurobindo Pharma USA, Inc. (collectively “Aurobindo”), a corporation subject to the jurisdiction of the Commission, has agreed to acquire Lannett Company, Inc. (“Lannett”), a corporation subject to the jurisdiction of the Commission, in violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, 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 FTC Act, as amended, 15 U.S.C. § 45, and it appearing to the Commission that a proceeding in respect thereof would be in the public interest, hereby issues its Complaint, stating its charges as follows:

I. RESPONDENTS

1. Aurobindo Pharma Ltd is a limited liability company organized, existing, and doing business under and by virtue of the laws of India with its executive offices and principal place of business located at Galaxy, Floors: 22-24, Plot No. 1, Survey No. 83/1, Hyderabad Knowledge City, Raidurg Panmaktha, Ranga Reddy District, Hyderabad—500032, India.

2. Respondent Aurobindo Pharma USA, Inc. is a corporation company organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its executive offices and principal place of business located at 279 Princeton-Hightstown Road, East Windsor, New Jersey 08520.
3. Respondent Lannett Company, Inc. is corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its executive offices and principal place of business located at 1150 Northbrook Drive, Suite 155, Trevose, Pennsylvania 19053.
4. Each Respondent 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 engages in business that is in or affects commerce, as “commerce” is defined in Section 4 of the FTC Act, as amended, 15 U.S.C. § 44.

II. THE PROPOSED ACQUISITION

5. Pursuant to a Membership Purchase Agreement dated July 30, 2025, Respondent Aurobindo proposes to acquire the non-corporate interests of Respondent Lannett in transaction valued at approximately \$250 million (the “Acquisition”). The Acquisition is subject to Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

III. THE RELEVANT MARKETS

6. The relevant lines of commerce in which to analyze the effects of the Acquisition are the development, license, manufacture, marketing, distribution, and sale of the following pharmaceutical products:
 - a. generic mycophenolate mofetil oral suspension;
 - b. generic niacin extended release (“ER”) tablets;
 - c. generic pilocarpine tablets; and
 - d. generic rabeprazole sodium delayed release (“DR”) tablets.
7. The United States is the relevant geographic area in which to assess the competitive effects of the Acquisition in the relevant lines of commerce.

IV. THE STRUCTURE OF THE MARKETS

8. Generic mycophenolate mofetil oral suspension is an immunosuppressant prescribed to help prevent organ transplant rejection. While there are six competitors in the market, most of the sales are concentrated in Lannett and two other market participants. Aurobindo is the fourth largest supplier and has been gaining market share since its recent entry last year.
9. Generic niacin ER tablets are used to manage cholesterol levels and to prevent or manage niacin, a B-complex vitamin, deficiency. The Niacin ER tablet market has six competitors, but most of the sales are concentrated in only four companies—Aurobindo, Lannett, and two other companies.
10. Generic pilocarpine tablets are used to treat dry mouth, often after radiation therapy for head and neck cancer or in patients with Sjögren’s syndrome, which is an autoimmune disease causing the immune system to attack moisture-producing glands. Lannett is the leading supplier of generic pilocarpine tablets in the United States, with a market share in excess of 80 percent. Generic pilocarpine tablets are available in two strengths, 5 mg and 7.5 mg. While several companies besides Aurobindo and Lannett sell the 5 mg strength, Aurobindo and Lannett are the only competitors in the market for the 7.5 mg strength tablets. A third player discontinued both the 5 mg and 7.5 mg strengths and is exiting the market, leaving just Aurobindo and Lannett as the only two companies selling the 7.5 mg strength in the United States.
11. Rabeprazole sodium tablets are proton pump inhibitors used to reduce stomach acid and are indicated for the treatment of duodenal ulcers, gastroesophageal reflux disease, and Zollinger-Ellison syndrome, a condition where the stomach produces too much acid. The rabeprazole sodium tablet market has five competitors, including Aurobindo and Lannett. Aurobindo and Lannett are significant competitors in this product, each with over 20 percent market share.

V. ENTRY CONDITIONS

12. Entry into the relevant markets described in Paragraphs 8-11 would not be timely, likely, or sufficient in magnitude, character, and scope to deter or counteract the anticompetitive effects of the Acquisition. *De novo* entry would not take place in a timely manner because the combination of drug development times and FDA approval requirements would be lengthy. In addition, no other entry is likely to occur such that it would be timely and sufficient to deter or counteract the competitive harm likely to result from the Acquisition.

VI. THE EFFECTS OF THE ACQUISITION

13. The effects of the Acquisition, if consummated, may be to substantially lessen competition 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 eliminating actual, direct, and substantial competition between Aurobindo and Lannett and reducing the number of independent significant competitors in the markets for (1) generic mycophenolate mofetil oral suspension, (2) generic niacin ER tablets, (3) generic pilocarpine tablets, and (4) generic rabeprazole sodium DR tablets, thereby increasing the likelihood that Aurobindo would be able to unilaterally exercise market power in these markets, the remaining competitors would engage in coordinated interaction between or among each other, and customers would be forced to pay higher prices.

VII. VIOLATIONS CHARGED

14. The Acquisition described in Paragraph 4 constitutes a violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.
15. The Acquisition described in Paragraph 4, if consummated, would constitute a 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.

WHEREFORE, THE PREMISES CONSIDERED, the Federal Trade Commission on this _____ day of _____, 2026 issues its Complaint against said Respondents.

By the Commission.

April J. Tabor
Secretary

SEAL: