

The JFTC Opens Secondary Review Concerning the Proposed Integration Between Zimmer, Inc. and Biomet, Inc. and Solicits Comments from Third Parties

September 3rd, 2014
Japan Fair Trade Commission

The Japan Fair Trade Commission (JFTC) received the notification pursuant to the provision of the Antimonopoly Act (AMA) from Zimmer, Inc. (Zimmer, a US-based company), etc., concerning the proposed integration between Zimmer and Biomet, Inc. (Biomet, a US-based company), and has reviewed possible impacts on competition from the proposed integration. With the knowledge that a more in-depth review is necessary, today, the JFTC requested Zimmer, etc. to submit further reports, information or materials, pursuant to Article 10(9) of the AMA. The JFTC also starts seeking comments from third parties concerning possible impacts on competition that would arise through the proposed integration. The instruction for submitting comments is shown below.

The request by the JFTC for reports, etc. does not mean that the proposed integration would pose any concerns with respect to the AMA.

Note: To execute the proposed integration, (i) a subsidiary of Zimmer plans to merge with the holding company of Biomet as the surviving company and (ii) Zimmer plans to acquire all shares of the merged company after the merger. The JFTC received notifications with respect to the transaction (i) and (ii) above, pursuant to Article 15(2) and 10(2) of the AMA.

1. Submission of comments

Please submit your comments by postal mail, e-mail or facsimile and identify your name, affiliation, address and contact information (e-mail address, facsimile number and telephone number). Please describe possible impacts on competition that you consider the proposed integration would have, with details as possible as you can specify.

(1) Address:

Mergers and Acquisitions Division, Economic Affairs Bureau,
Japan Fair Trade Commission
1-1-1 Kasumigaseki, Chiyoda-ku, Tokyo 100-8987
FAX: +81-3-3581-5771
E-mail: zimmer-biomet_at~~sign~~_jftc.go.jp
(Please replace “_at~~sign~~” with “@”, when you send an e-mail.)

(2) Due date

October 3rd, 2014, no later than 6 p.m. (GMT+9)

2. Privacy policy

Comments received will be used only for the purpose of reviewing the proposed integration, and will not be disclosed to the others including the parties in the form of containing any identifiable information. Please note that the JFTC will not make individual responses to the comments.

The JFTC asks for your identification and contact information, for the communication purpose where any clarifications may be needed on your comments. The information provided will not be used for any other purposes.

(Reference)

The main competing products between Zimmer and Biomet (including the subsidiaries of each party) are:

- (i) Artificial joints: hip replacement products, knee replacement products, shoulder replacement products and elbow replacement products
- (ii) Trauma products
- (iii) Spine products
- (iv) Bone cement products
- (v) Dental implant products

(Foot Note)

The JFTC has been authorized to conduct reviews on whether business combination plans may be substantially to restrain competition in particular fields of trade by following procedures prescribed in the AMA. When a notifying corporation submits the notification form to the JFTC and the JFTC receives it, the notifying corporation is prohibited from effecting the planned business combination in question until the expiration of the 30-day waiting period from the date of receipt of the said notification. During the waiting period, concerning the business combination in question, the JFTC will normally either; (1) judge that the said business combination is not problematic in light of the AMA, or; (2) judge that more detailed review is necessary and request submission of the necessary reports, information or materials.

In the case of (1) above, to improve transparency of the review of business combination, the JFTC shall give notification to the effect that it will not issue a cease and desist order.

In the case of (2) above, the period when the JFTC may give notice prior to cease and desist order

shall be extended until 120 days after the date of receipt of the notification or 90 days after the date of receipt of all reports etc., whichever is later. In case the JFTC judges in this extended period that the business combination plan in question is not problematic in light of the AMA, it shall give notification to the effect that it will not issue a cease and desist order, same as the case of (1).