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UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

COMMISSIONERS: **Jon Leibowitz, Chairman**
Pamela Jones Harbour
William E. Kovacic
J. Thomas Rosch

In the Matter of	)	
GETINGE AB, **a corporation**	)	**Docket No. C-4251**
and	)	
DATASCOPE CORP., **a corporation.**	)	

COMPLAINT

Pursuant to the Clayton Act and the Federal Trade Commission Act, and its authority thereunder, the Federal Trade Commission ("Commission"), having reason to believe that Respondent Getinge AB ("Getinge"), a corporation subject to the jurisdiction of the Commission, has agreed to acquire Datascope Corp. ("Datascope"), a corporation subject to the jurisdiction of the Commission, in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act ("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. DEFINITIONS

1. "Commission" means the Federal Trade Commission.

2. "Getinge" or "Respondent" means Getinge AB, its directors, officers, employees, agents, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries, divisions, groups and affiliates controlled by Getinge, and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.

3. "Datascope" means Datascope Corp., its directors, officers, employees, agents, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries, divisions,

groups and affiliates controlled by Datascope Corp., and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.

4. "Endoscopic Vessel Harvesting Device" or "EVH Device" means a medical device that allows for the minimally-invasive endoscopic removal of a patient's saphenous vein or the radial artery for use in coronary artery bypass graft surgery.

5. "FDA" means the United States Food and Drug Administration.

6. "Respondents" means Getinge and Datascope individually and collectively.

II. RESPONDENTS

7. Respondent Getinge is a corporation organized, existing, and doing business under and by virtue of the laws of Sweden, with its headquarters located at Ekebergsvagen, Getinge, Sweden 31044. Getinge's subsidiary in the United States, Getinge USA, Inc., is located at1777 E. Henrietta Rd, Rochester, NY 14623. Getinge, among other things, is engaged in the research, development, marketing and sale of cardiac surgery devices, including EVH Devices.

8. Respondent Datascope is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 14 Philips Parkway, Montvale, New Jersey 07645. Datascope, among other things, is engaged in the research, development, manufacturing, marketing, and sale of cardiac surgery devices, including EVH Devices.

9. Respondents are, and at all times relevant herein have been, engaged in commerce, as "commerce" is defined in Section 1 of the Clayton Act as amended, 15 U.S.C. § 12, and are corporations whose business is in or affects commerce, as "commerce" is defined in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 44.

III PROPOSED ACQUISITION

10. On September 15, 2008, Getinge and Datascope entered into an agreement and plan of merger (the "Merger Agreement") whereby Getinge agreed to acquire all of the outstanding shares of Datascope common stock in a transaction valued at approximately $865 million (the "Acquisition").

IV. RELEVANT MARKET

11. For the purposes of this Complaint, the relevant line of commerce in which to analyze the effects of the Acquisition is the research, development, manufacture, marketing, and/or sale of EVH Devices. The size of the U.S. market for EVH Devices is approximately $220 million.

12. For the purposes of this Complaint, the United States is the relevant geographic area in which to analyze the effects of the Acquisition in the relevant line of commerce.

V. STRUCTURE OF THE MARKETS

13. The U.S. market for EVH Devices is highly concentrated with a pre-acquisition Herfindahl-Hirschman Index ("HHI") of 7,192 points. Currently, Getinge and Datascope are two of only three companies currently selling EVH Devices in the United States. Getinge dominates the market for these devices, and, together, Getinge and Datascope would account for almost 90 percent of sales in the U.S. market for EVH Devices. The Acquisition would create a duopoly in this market and increase the HHI concentration by 1008 points, resulting in a post-acquisition HHI of 8,200 points.

VI. ENTRY CONDITIONS

14. Developing Endoscopic Vessel Harvesting Devices, working around and/or acquiring licenses to critical intellectual property related to those devices, obtaining FDA approval for those devices, and marketing those devices takes significantly longer than two years. Therefore, entry into the relevant line of commerce described in Paragraph 11 would not be timely, likely, or sufficient in magnitude, character and scope to deter or counteract the anti-competitive effects of the Acquisition.

VII. EFFECTS OF THE ACQUISITION

15. The effects of the Acquisition, if consummated, may be to substantially lessen competition and to tend to create a monopoly in the relevant market 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, in the following ways, among others:

a. eliminating actual, direct and substantial competition between Getinge and Datascope in the market for the research, development, manufacturing, marketing, and sale of EVH Devices; and

b. increasing the ability of the merged entity to unilaterally raise prices in the relevant market.

VIII. VIOLATIONS CHARGED

16. The Merger Agreement described in Paragraph 10 constitutes a violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

17. The Acquisition described in Paragraph 10, 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 ninth day of March, 2009, issues its Complaint against said Respondent.

By the Commission, Commissioner Harbour recused.

Donald S. Clark
Secretary

SEAL: