

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: **Lina M. Khan, Chair**  
**Rebecca Kelly Slaughter**  
**Alvaro M. Bedoya**  
**Melissa Holyoak**  
**Andrew Ferguson**

**In the Matter of**  
**Illumina, Inc.,**  
**a corporation;**  
  
**and**  
  
**GRAIL, Inc.,**  
**a corporation.**

**Docket No. 9401**

**ORDER DISMISSING COMPLAINT**

This proceeding arises from the acquisition of GRAIL, Inc.<sup>1</sup> by Illumina, Inc. On March 30, 2021, the Commission issued a Complaint challenging the acquisition. On March 31, 2023, the Commission unanimously found that the acquisition lessened competition substantially in violation of Section 7 of the Clayton Act and Section 5 of the Federal Trade Commission Act, 15 U.S.C. §§ 18, 45. The Commission entered an order requiring Illumina to divest GRAIL. On December 15, 2023, the United States Court of Appeals for the Fifth Circuit rejected all but one aspect of Respondents' petition for review and remanded to the Commission for further consideration of the sole remaining issue. *Illumina, Inc. v. FTC*, 88 F.4th 1036 (5th Cir. 2023).

Following the Fifth Circuit's ruling and an adverse decision regarding the transaction by the European Commission,<sup>2</sup> Illumina has now divested GRAIL. On June 3, 2024, Illumina's Board of Directors approved a spin-off of GRAIL. Joint Motion to Dismiss Complaint (July 30, 2024). The spin-off distribution of equity interests of GRAIL was completed on June 24, 2024, and GRAIL is now a public and independent company. *Id.* On July 30, 2024, Complaint Counsel and Respondents jointly moved to dismiss the complaint. *Id.*

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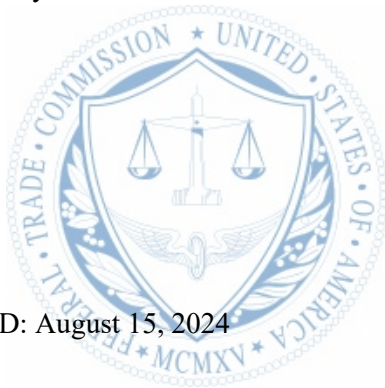
<sup>1</sup> GRAIL, Inc. became GRAIL, LLC. See PX0378 (SEC Form 8-K, Illumina, Inc., Aug. 18, 2021) at 003 (describing merger transactions). This Order refers to both entities as GRAIL. For periods up to the transactions on August 18, 2021, the references refer to GRAIL, Inc., and for periods after those transactions, they refer to GRAIL, LLC.

<sup>2</sup> EC Press Release, *Commission Orders Illumina to Unwind its Completed Acquisition of GRAIL* (Oct. 12, 2023).

Given that the divestiture has been completed and the transaction that gave rise to this case has effectively been abandoned, it is not, under these particular circumstances, in the public interest to continue the litigation of this matter. Accordingly,

**IT IS HEREBY ORDERED** that the July 30, 2024, Joint Motion to Dismiss Complaint is **GRANTED**, and the Complaint is **DISMISSED WITHOUT PREJUDICE**.

By the Commission.



April J. Tabor  
Secretary

SEAL:  
ISSUED: August 15, 2024