Union Calendar No. 344

114TH CONGRESS 2D SESSION

H. R. 2745

[Report No. 114–449]

To amend the Clayton Act and the Federal Trade Commission Act to provide that the Federal Trade Commission shall exercise authority with respect to mergers only under the Clayton Act and only in the same procedural manner as the Attorney General exercises such authority.

IN THE HOUSE OF REPRESENTATIVES

JUNE 12, 2015

Mr. Farenthold (for himself, Mr. Goodlatte, and Mr. Marino) introduced the following bill; which was referred to the Committee on the Judiciary

MARCH 14, 2016

Additional sponsors: Mr. Collins of Georgia, Mr. Messer, and Mr. Bucshon

MARCH 14, 2016

Committed to the Committee of the Whole House on the State of the Union and ordered to be printed
A BILL

To amend the Clayton Act and the Federal Trade Commission Act to provide that the Federal Trade Commission shall exercise authority with respect to mergers only under the Clayton Act and only in the same procedural manner as the Attorney General exercises such authority.
Be it enacted by the Senate and House of Representa-
tives of the United States of America in Congress assembled,

SECTION 1. SHORT TITLE.

This Act may be cited as the “Standard Merger and
Acquisition Reviews Through Equal Rules Act of 2015”.

SEC. 2. AMENDMENTS TO THE CLAYTON ACT.

The Clayton Act (15 U.S.C. 12 et seq.) is amended—

(1) by striking section 4F and inserting the fol-
lowing:

“SEC. 4F. ACTIONS BY ATTORNEY GENERAL OF THE
UNITED STATES OR THE FEDERAL TRADE
COMMISSION.

“(a) Whenever the Attorney General of the United
States has brought an action under the antitrust laws or
the Federal Trade Commission has brought an action
under section 7, and the Attorney General or Federal
Trade Commission, as applicable, has reason to believe
that any State attorney general would be entitled to bring
an action under this Act based substantially on the same
alleged violation of the antitrust laws or section 7, the At-
torney General or Federal Trade Commission, as applica-
ble, shall promptly give written notification thereof to such
State attorney general.

“(b) To assist a State attorney general in evaluating
the notice described in subsection (a) or in bringing any
action under this Act, the Attorney General of the United
States or Federal Trade Commission, as applicable, shall,
upon request by such State attorney general, make avail-
able to the State attorney general, to the extent permitted
by law, any investigative files or other materials which are
or may be relevant or material to the actual or potential
cause of action under this Act.”;
(2) in section 5—
(A) in subsection (a) by inserting “(including a proceeding brought by the Federal Trade
Commission with respect to a violation of sec-
tion 7)” after “United States under the anti-
trust laws”; and
(B) in subsection (i) by inserting “(including a proceeding instituted by the Federal
Trade Commission with respect to a violation of
section 7)” after “antitrust laws”;
(3) in section 11, by adding at the end the fol-
lowing:
“(m)(1) Except as provided in paragraph (2), in en-
forcing compliance with section 7, the Federal Trade Com-
mission shall enforce compliance with that section in the
same manner as the Attorney General in accordance with
section 15.
“(2) If the Federal Trade Commission approves an agreement with the parties to the transaction that contains a consent order with respect to a violation of section 7, the Commission shall enforce compliance with that section in accordance with this section.”;

(4) in section 13, by inserting “(including a suit, action, or proceeding brought by the Federal Trade Commission with respect to a violation of section 7)” before “subpoenas”; and

(5) in section 15, by inserting “and the duty of the Federal Trade Commission with respect to a violation of section 7,” after “General,”.

SEC. 3. AMENDMENTS TO THE FEDERAL TRADE COMMISSION ACT.

The Federal Trade Commission Act (15 U.S.C. 41) is amended—

(1) in section 5(b), by inserting “(excluding the consummation of a proposed merger, acquisition, joint venture, or similar transaction that is subject to section 7 of the Clayton Act (15 U.S.C. 18), except in cases where the Commission approves an agreement with the parties to the transaction that contains a consent order)” after “unfair method of competition”;
(2) in section 9, by inserting after the fourth undesignated paragraph the following:

“Upon the application of the commission with respect to any activity related to the consummation of a proposed merger, acquisition, joint venture, or similar transaction that is subject to section 7 of the Clayton Act (15 U.S.C. 18) that may result in any unfair method of competition, the district courts of the United States shall have jurisdiction to issue writs of mandamus commanding any person or corporation to comply with the provisions of this Act or any order of the commission made in pursuance thereof.”.

(3) in section 13(b)(1), by inserting “(excluding section 7 of the Clayton Act (15 U.S.C. 18) and section 5(a)(1) with respect to the consummation of a proposed merger, acquisition, joint venture, or similar transaction that is subject to section 7 of the Clayton Act (15 U.S.C. 18))” after “Commission”; and

(4) in section 20(c)(1), by inserting “or under section 7 of the Clayton Act (15 U.S.C. 18), where applicable,” after “Act,”.

SEC. 4. EFFECTIVE DATE; APPLICATION OF AMENDMENTS.

(a) EFFECTIVE DATE.—Except as provided in subsection (b), this Act and the amendments made by this
Act shall take effect on the date of the enactment of this Act.

(b) APPLICATION OF AMENDMENTS.—The amendments made by this Act shall not apply to any of the following that occurs before the date of enactment of this Act:


(2) A transaction with respect to which there is compliance with section 7A of the Clayton Act (15 U.S.C. 18a).

(3) A case in which a preliminary injunction has been filed in a district court of the United States.
A BILL

To amend the Clayton Act and the Federal Trade Commission Act to provide that the Federal Trade Commission shall exercise authority with respect to mergers only under the Clayton Act and only in the same procedural manner as the Attorney General exercises such authority under the Robinson-Patman Act.

MARCH 14, 2016

Committed to the Committee of the Whole House on the State of the Union and ordered to be printed.