

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

**COMMISSIONERS:**   **Joseph J. Simons, Chairman**  
                          **Noah Joshua Phillips**  
                          **Rohit Chopra**  
                          **Rebecca Kelly Slaughter**  
                          **Christine S. Wilson**

**In the Matter of**

**Edgewell Personal Care Company,  
a corporation,**

**and**

**Harry's, Inc.,  
a corporation.**

**Docket No. 9390**

**PUBLIC**

**MOTION TO DISMISS COMPLAINT**

Complaint Counsel moves to dismiss the complaint in the above-captioned matter. On February 10, 2020, Edgewell Personal Care Company (“Edgewell”) publicly announced the termination of Edgewell and Harry’s, Inc.’s Agreement and Plan of Merger. As set forth in the attached correspondence, Edgewell has withdrawn its Hart-Scott-Rodino Notification and Report Forms filed for the proposed acquisition. The complaint is now moot.

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Dated: February 19, 2020

Respectfully submitted,

/s/ Jonathan Lasken

Jonathan Lasken

Jessica S. Drake

Nicholas Bush

Helder Agostinho

Shane A. Bryan

Keitha Clopper

Kelly Fabian

Jessica Moy

Marc W. Schneider

Terry Thomas

Federal Trade Commission

Bureau of Competition

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Washington, DC 20580

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Attorneys for Complaint Counsel



From: Larson, Joseph D. <JDLarson@WLRK.com>  
Sent: Monday, February 10, 2020 12:41 PM  
To: Walsh, Kathryn E.  
Cc: Drake, Jessica S; Lowe, James W. (Sidley Austin LLP); Kazmerzak, Karen (Sidley Austin LLP); Byrd, Courtney C. (O'Melveny & Myers LLP); Dyer, Courtney (O'Melveny & Myers LLP)  
Subject: FTC notice  
Attachments: Untitled.pdf; Untitled.pdf

Kate,

Please see below and attached. DOJ Premerger was already copied.

Joe

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From: Larson, Joseph D.  
Sent: Monday, February 10, 2020 11:18 AM  
To: Drake, Jessica S <jdrake@ftc.gov>; Lasken, Jonathan <jlasken@ftc.gov>; Bush, Nicholas <nbush@ftc.gov>; Moy, Jessica (Federal Trade Commission) <jmoy@ftc.gov>  
Cc: 'Lowe, James W.' <jlowe@sidley.com>; Kazmerzak, Karen (Sidley Austin LLP) <kkazmerzak@sidley.com>; Byrd, Courtney C. (O'Melveny & Myers LLP) <cbyrd@omm.com>; Dyer, Courtney (O'Melveny & Myers LLP) <cdyer@omm.com>; 'suzanne.morris@usdoj.gov' <suzanne.morris@usdoj.gov>  
Subject: FTC notice

Pursuant to 16 CFR 303.12, attached is the SEC filing that Edgewell Personal Care Company made today announcing that it has terminated the Merger Agreement with Harry's, Inc.

Joseph Larson  
Wachtell, Lipton, Rosen & Katz  
Counsel to Edgewell

=====

Please be advised that this transmittal may be a confidential attorney-client communication or may otherwise be privileged or confidential. If you are not the intended recipient, please do not read, copy or re-transmit this communication. If you have received this communication in error, please notify us by e-mail (helpdesk@wlrk.com) or by telephone (call us collect at 212-403-4357) and delete this message and any attachments.

Thank you in advance for your cooperation and assistance.

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LQFOXGHV WKH XQIDYRUDEOH LPSDFW RI WKH ,QIDQW DQG 3HW &DUH VDOH DV ZHC  
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LPSDFWHG E\ PLOOLRQ RI UHVVWUXFWXULQJ DQG RWKHU UHODWHG FRVWV LQ ORZH  
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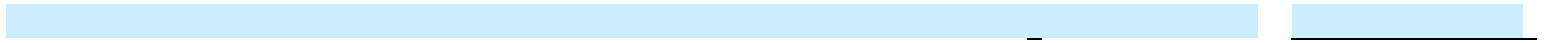


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\*\$\$3 PHDVXUHV LQFOXGLQJ UHFRQFLOLDWLRQV RI PHDVXUHV UHODWHG WR WKH &RPS  
&RQVROLGDWHG )LQDQFLDO 6WDWHPHQWV LQFOXGHG ZLWK WKLV UHODVH

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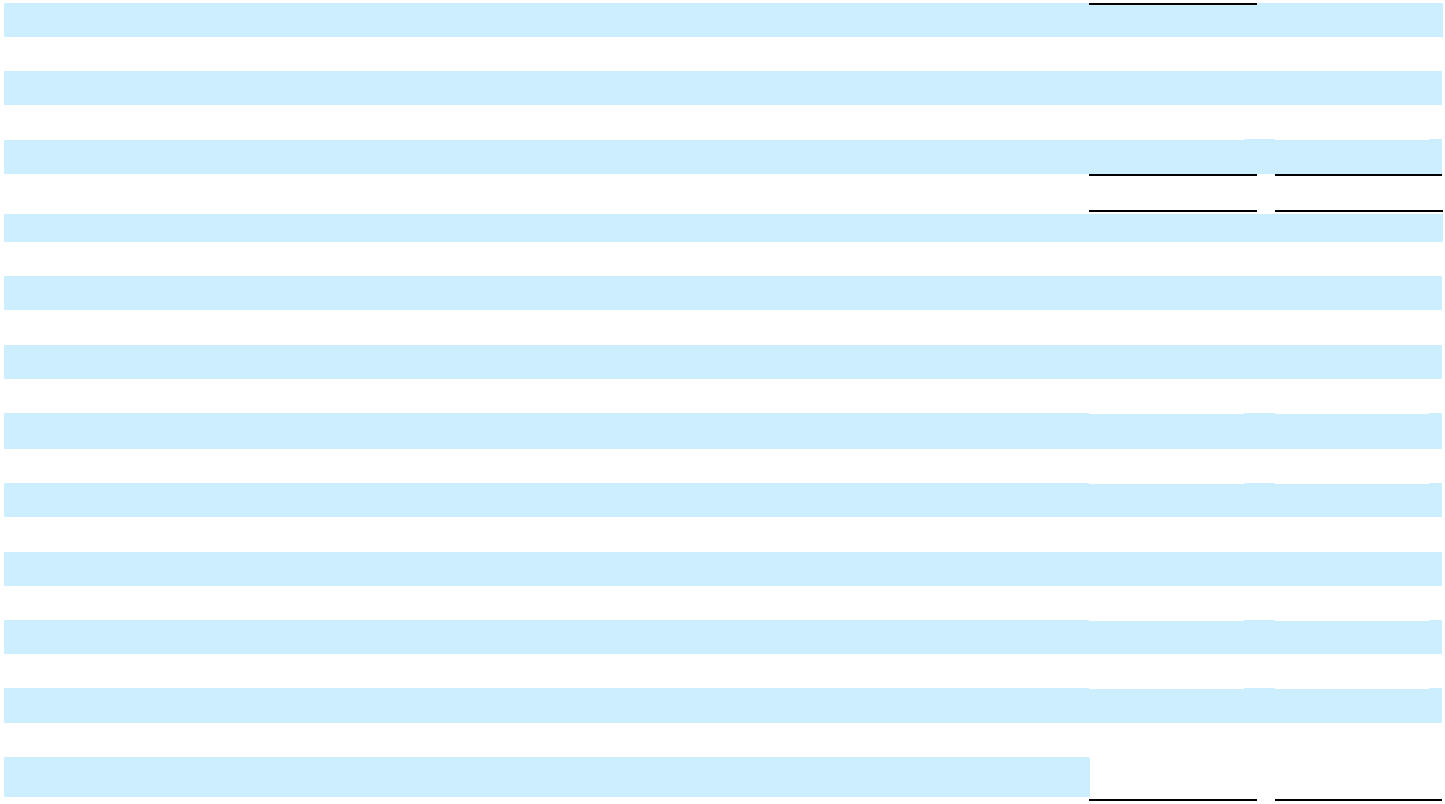
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DQG 3HW &DUH EXVLQHVV )HPLQLQH DQG ,QIDQW HYDOXDWLRQ FRVWV OHJDO VHW'  
DVVHWV )LQDQFLDO LWHPV VXFK DV LQWHUHVW LQFRPH DQG H[SHQVH DUH PDQDJ  
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# Edgewell Personal Care to Pursue Standalone Value Creation Strategy

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&RPSDQ\ V JOREDO UHYHQXH DQG LWV LQWHUQDWLRQDO EXVLQHVHV FRQWULEX\  
RI LWV UHYHQXH DQG WKH 6XQ &DUH DQG )HPLQLQH &DUH VHRIF DGG XS V

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WUDQVIRUPLQJ WKH RUJDQL]DWLRQ VWUXFWXUH DQG NH\ SURFHV\ OLQNUXW DQ  
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&RPSDQ\ ZLOO XVH D EDODQFHG DSSURDFK WR RSSRUWXQLVWLFDQ\ UHWXUQ FD
  - %HQHILWLQJ IURP QHZ OHDG 7KH &RPSDQ\ PKDV UHYDPSHG LWV OHDGHUVKLS WHDP  
FKDQJHV LQFOXGLQJ D QHZ &(2 &)2 &22 DQG \*& QHZ KHDG RI JOREDO RSHUDWL  
DV ZHOO DV QHZ %RDUG PHPEHUV 7KH &RPSDQ\ LV ZRUNLQJ WR LGHQWLI\ TXLFN  
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VKDUHKROGHU YDOXH :H DUH IRFXVHG RQ LQQRYDWLQJ DQG EXLOGLQJ EUDQG  
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CERTIFICATE OF SERVICE

I hereby certify that on February 19, 2020, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

April Tabor  
Acting Secretary  
Federal Trade Commission  
600 Pennsylvania Ave., NW, Rm. H-113  
Washington, DC 20580  
ElectronicFilings@ftc.gov

The Honorable D. Michael Chappell  
Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Ave., NW, Rm. H-110  
Washington, DC 20580

I also certify that I caused the foregoing document to be served via email to:

Joseph D. Larson  
Jonathan M. Moses  
John F. Lynch  
Kevin S. Schwartz  
Wachtell, Lipton, Rosen & Katz  
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New York, NY 10019  
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KSchwartz@wlrk.com  
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tmuris@sidley.com  
(202) 736-8939

Counsel for Harry's, Inc.

Counsel for Edgewell Personal Care  
Company

By: /s/ Jonathan Lasken  
Jonathan Lasken

Counsel Supporting the Complaint

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