



10.07.2015

**Notice u/s 6 (2) of the Competition Act, 2002 ('Act') given by:**

- Johnson and Johnson Innovation ('JJDC'),
- Ethicon Endo-surgery ('Ethicon'), Inc. and
- Google Inc. ('Google')

**Order under Section 31(1) of the Competition Act, 2002 ('Act')**

1. On 5<sup>th</sup> June 2015, the Competition Commission of India ("Commission") received a notice under sub-section (2) of Section 6 of the Act given by JJDC, Ethicon, and Google, pursuant to signing of the Stock Purchase Agreement ('SPA') on 15<sup>th</sup> May 2015. (JJDC, Ethicon, and Google are hereinafter together referred to as "Parties").
2. As regards the signing of the SPA, it is observed that the Parties initially signed the SPA on 24<sup>th</sup> March 2015 ('SPA I') which according to them was subject to continuing negotiations and underwent amendments.
3. The proposed combination relates to formation of a joint venture ('JV') namely Warren Robotics Inc. between the Parties to carry the research and development in respect of the robotic system for surgical intervention. The proposed combination involves transfer of certain assets (including the intellectual property and related assets) from Google and Ethicon to the JV and meets the notification thresholds prescribed under Section 5(a) of the Act read with sub-regulation (9) of Regulation 5 of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011. ('Combination Regulations').
4. In terms of Regulation 14 of the Combination Regulations vide letter dated 19<sup>th</sup> June 2015, the Parties were required to remove defects in the notice and provide certain



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information/document(s). The Parties submitted reply on 22<sup>nd</sup> June 2015. Another letter was issued to the Parties on 26<sup>th</sup> June 2015 requiring them to provide certain information/document(s), the response to which was submitted on 2<sup>nd</sup> July 2015.

5. JJDC, incorporated in USA, is a subsidiary of Johnson & Johnson ('J&J'), which is a multinational company, active inter-alia in the businesses of consumer healthcare, medical devices and pharmaceuticals. JJDC, a venture capital company specialising inter-alia in the area of health care and technology is stated to be engaged in identifying early market signals/indicators and strategic investment opportunities in its areas of specialties. JJDC is stated to hold 23.1 percent equity shareholding in the JV.
6. Ethicon, incorporated in USA, is also a subsidiary of J&J. Ethicon is stated to be active in manufacture and marketing of surgical technologies and solutions. It is stated to hold 6.8 percent equity shareholding in the JV.
7. Google, incorporated in USA, is a global technology company specializing inter-alia in the Internet-related services and products. Google's activities are primarily focused around areas such as, search, advertising, operating systems and platforms and enterprise including Gmail, Google Docs. Google is stated to hold 70.1 percent equity shareholding in the JV.
8. In the light of the information provided by the Parties and other documents on record, it is observed that the assets being contributed to the JV, which will focus on R&D for the robotic surgery, are located entirely outside India. Further, there is also no horizontal overlap or vertical relationship between the Parties in India.
9. Considering the facts on record and the details provided in the notice given under sub-section (2) of section 6 of the Act and assessment of the proposed combination on the basis of factors stated in sub-section (4) of section 20 of the Act, the Commission is of the opinion that the proposed combination is not likely to have an appreciable adverse effect on competition in India and therefore, the Commission hereby approves the same under sub-section (1) of section 31 of the Act. This order is, however, issued without prejudice to the proceedings under Section 43A of the Act.



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10. This order shall stand revoked if, at any time, the information provided by the Parties is found to be incorrect.
11. The Secretary is directed to communicate to the Parties accordingly.