

ORIGINAL

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

**COMMISSIONERS: Jon Leibowitz
J. Thomas Rosch
Edith Ramirez
Julie Brill**



**In the Matter of
Omnicare, Inc.,
a corporation**

Docket No. 9352

PUBLIC DOCUMENT

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents jointly move to dismiss the complaint in the above-captioned matter. On February 21, 2012, Respondents informed Complaint Counsel that they are abandoning the proposed acquisition by Omnicare, Inc. of Pharmerica. As set forth in the attached letter, Omnicare has withdrawn its Hart-Scott-Rodino Notification and Report Form filed for the proposed transaction. The complaint is now moot.

Accordingly, the parties respectfully request that the Commission dismiss the complaint.

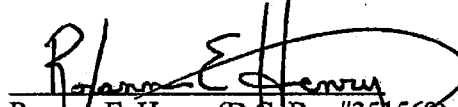
A proposed order is attached.

Dated: February 21, 2012

Respectfully submitted,



Edward Hassi
Bureau of Competition
Federal Trade Commission
600 Pennsylvania Avenue, NW
Washington, D.C. 20580
(202) 326-2470
Complaint Counsel



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a corporation.)	
)	
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[PROPOSED] ORDER DISMISSING COMPLAINT

This matter comes before the Commission on Complaint Counsel's and Respondent's Joint Motion to Dismiss Complaint. Having considered the motion, it is hereby

ORDERED, that the Joint Motion to Dismiss Complaint, dated February 21, 2012, is granted and the complaint be dismissed without prejudice.

By the Commission.

Date: _____

Donald S. Clark
Secretary

DEWEY & LEBOEUF

RECEIVED
PREMERGER NOTIFICATION
Dewey & LeBoeuf LLP
OFFICE 1101 New York Avenue, NW
Suite 1100
Washington, DC 20005-4213
2012 FEB 21 AM 9:10

T +1 202 986 8000
F +1 202 986 8102

February 21, 2012

BY HAND DELIVERY

Federal Trade Commission
Premerger Notification Office
600 Pennsylvania Ave., NW, Room 303
Washington, D.C. 20580

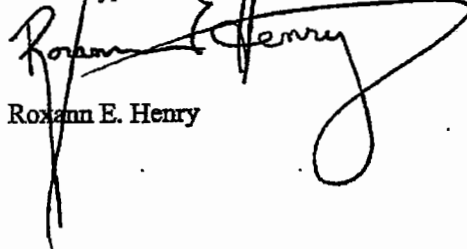
U.S. Department of Justice
Antitrust Division, Office of Operations
Premerger Notification Unit
950 Pennsylvania Ave., NW, Room 3335
Washington, D.C. 20530

Re: ***HSR Act Filing by Omnicare, Inc.***
Transaction Identification Number: 111-0239

Dear Sir or Madam:

Please be advised that Omnicare, Inc. hereby withdraws its notification pursuant to the Hart-Scott-Rodino Act in the above-referenced transaction.

Sincerely,



Roxann E. Henry

cc: Alexander Kayne, Esq.
John D. Harkrider, Esq.
Michael L. Keeley, Esq.
Jacqueline I. Grise, Esq.

Dewey & LeBoeuf LLP is a New York limited liability partnership.

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