

commence an adjudicatory proceeding at the Commission to obtain enforcement of the rules through the filing of a complaint, which must be filed and responded to in accordance with the procedures specified in Section 76.7, except to the extent such procedures are modified by Section 76.1513.

47 CFR 76.1513(b) provides that an open video system operator may not provide in its carriage contracts with programming providers that any dispute must be submitted to arbitration, mediation, or any other alternative method for dispute resolution prior to submission of a complaint to the Commission.

47 CFR 76.1513(c) requires that any aggrieved party intending to file a complaint under this section must first notify the potential defendant open video system operator that it intends to file a complaint with the Commission based on actions alleged to violate one or more of the provisions contained in this part or in Section 653 of the Communications Act. The notice must be in writing and must be sufficiently detailed so that its recipient(s) can determine the specific nature of the potential complaint. The potential complainant must allow a minimum of ten (10) days for the potential defendant(s) to respond before filing a complaint with the Commission.

47 CFR 76.1513(d) describes the contents of an open video system complaint.

47 CFR 76.1513(e) addresses answers to open video system complaints.

47 CFR 76.1513(f) states within twenty (20) days after service of an answer, the complainant may file and serve a reply which shall be responsive to matters contained in the answer and shall not contain new matters.

47 CFR 76.1513(g) requires that any complaint filed pursuant to this subsection must be filed within one year of the date on which one of three events occurs.

47 CFR 76.1513(h) states that upon completion of the adjudicatory proceeding, the Commission shall order appropriate remedies, including, if necessary, the requiring carriage, awarding damages to any person denied carriage, or any combination of such sanctions. Such order shall set forth a timetable for compliance, and shall become effective upon release.

Federal Communications Commission.

**Katura Jackson,**

*Federal Register Liaison Officer Office of the Secretary.*

[FR Doc. 2017-24632 Filed 11-13-17; 8:45 am]

**BILLING CODE 6712-01-P**

**FEDERAL ELECTION COMMISSION**

**Sunshine Act Meeting**

**FEDERAL REGISTER CITATION NOTICE OF PREVIOUS ANNOUNCEMENT:** 82 FR 48810.

**PREVIOUSLY ANNOUNCED TIME AND DATE OF THE MEETING:** Tuesday, October 24, 2017 at 11:15 a.m. and its Continuation at the Conclusion of the Open Meeting on October 26, 2017.

**CHANGES IN THE MEETING:** This meeting was held on Tuesday, October 24 at 10:30 a.m. and continued on Tuesday, November 7, 2017 at 10:00 a.m.

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**CONTACT FOR MORE INFORMATION:** Judith Ingram, Press Officer, Telephone: (202) 694-1220.

**Laura E. Sinram,**

*Deputy Secretary of the Commission.*

[FR Doc. 2017-24680 Filed 11-9-17; 11:15 am]

**BILLING CODE 6715-01-P**

**FEDERAL TRADE COMMISSION**

**[File No. 171 0196]**

**Red Ventures Holdco, LP and Bankrate, Inc.; Analysis To Aid Public Comment**

**AGENCY:** Federal Trade Commission.

**ACTION:** Proposed consent agreement.

**SUMMARY:** The consent agreement in this matter settles alleged violations of federal law prohibiting unfair methods of competition. The attached Analysis to Aid Public Comment describes both the allegations in the complaint and the terms of the consent orders—embodied in the consent agreement—that would settle these allegations.

**DATES:** Comments must be received on or before December 5, 2017.

**ADDRESSES:** Interested parties may file a comment online or on paper, by following the instructions in the Request for Comment part of the **SUPPLEMENTARY INFORMATION** section below. Write: “In the Matter of Red Ventures Holdco, LP and Bankrate, Inc., File No. 1710196” on your comment, and file your comment online at <https://ftcpublic.commentworks.com/ftc/redventuresholdcoconsent> by following the instructions on the web-based form.

If you prefer to file your comment on paper, write “In the Matter of Red Ventures Holdco, LP and Bankrate, Inc., File No. 1710196” on your comment and on the envelope, and mail your comment to the following address: Federal Trade Commission, Office of the Secretary, 600 Pennsylvania Avenue NW., Suite CC-5610 (Annex D),

Washington, DC 20580, or deliver your comment to the following address: Federal Trade Commission, Office of the Secretary, Constitution Center, 400 7th Street SW., 5th Floor, Suite 5610 (Annex D), Washington, DC 20024.

**FOR FURTHER INFORMATION CONTACT:** Joseph A. Lipinsky, Northwest Region, (206-220-4473), 915 Second Ave., Room 2896, Seattle, WA 98174.

**SUPPLEMENTARY INFORMATION:** Pursuant to Section 6(f) of the Federal Trade Commission Act, 15 U.S.C. 46(f), and FTC Rule 2.34, 16 CFR 2.34, notice is hereby given that the above-captioned consent agreement containing a consent order to cease and desist, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period of thirty (30) days. The following Analysis to Aid Public Comment describes the terms of the consent agreement, and the allegations in the complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for November 3, 2017), on the World Wide Web, at <https://www.ftc.gov/news-events/commission-actions>.

You can file a comment online or on paper. For the Commission to consider your comment, we must receive it on or before December 5, 2017. Write “In the Matter of Red Ventures Holdco, LP and Bankrate, Inc., File No. 1710196” on your comment. Your comment—including your name and your state—will be placed on the public record of this proceeding, including, to the extent practicable, on the public Commission Web site, at <https://www.ftc.gov/policy/public-comments>.

Postal mail addressed to the Commission is subject to delay due to heightened security screening. As a result, we encourage you to submit your comments online. To make sure that the Commission considers your online comment, you must file it at <https://ftcpublic.commentworks.com/ftc/redventuresholdcoconsent> by following the instructions on the web-based form. If this Notice appears at <http://www.regulations.gov/#/home>, you also may file a comment through that Web site.

If you prefer to file your comment on paper, write “In the Matter of Red Ventures Holdco, LP and Bankrate, Inc., File No. 1710196” on your comment and on the envelope, and mail your comment to the following address: Federal Trade Commission, Office of the Secretary, 600 Pennsylvania Avenue NW., Suite CC-5610 (Annex D), Washington, DC 20580, or deliver your

comment to the following address: Federal Trade Commission, Office of the Secretary, Constitution Center, 400 7th Street SW., 5th Floor, Suite 5610 (Annex D), Washington, DC 20024. If possible, submit your paper comment to the Commission by courier or overnight service.

Because your comment will be placed on the publicly accessible FTC Web site at <https://www.ftc.gov>, you are solely responsible for making sure that your comment does not include any sensitive or confidential information. In particular, your comment should not include any sensitive personal information, such as your or anyone else's Social Security number; date of birth; driver's license number or other state identification number, or foreign country equivalent; passport number; financial account number; or credit or debit card number. You are also solely responsible for making sure that your comment does not include any sensitive health information, such as medical records or other individually identifiable health information. In addition, your comment should not include any "trade secret or any commercial or financial information which . . . is privileged or confidential"—as provided by Section 6(f) of the FTC Act, 15 U.S.C. 46(f), and FTC Rule 4.10(a)(2), 16 CFR 4.10(a)(2)—including in particular competitively sensitive information such as costs, sales statistics, inventories, formulas, patterns, devices, manufacturing processes, or customer names.

Comments containing material for which confidential treatment is requested must be filed in paper form, must be clearly labeled "Confidential," and must comply with FTC Rule 4.9(c). In particular, the written request for confidential treatment that accompanies the comment must include the factual and legal basis for the request, and must identify the specific portions of the comment to be withheld from the public record. See FTC Rule 4.9(c). Your comment will be kept confidential only if the General Counsel grants your request in accordance with the law and the public interest. Once your comment has been posted on the public FTC Web site—as legally required by FTC Rule 4.9(b)—we cannot redact or remove your comment from the FTC Web site, unless you submit a confidentiality request that meets the requirements for such treatment under FTC Rule 4.9(c), and the General Counsel grants that request.

Visit the FTC Web site at <http://www.ftc.gov> to read this Notice and the news release describing it. The FTC Act and other laws that the Commission

administers permit the collection of public comments to consider and use in this proceeding, as appropriate. The Commission will consider all timely and responsive public comments that it receives on or before December 5, 2017. For information on the Commission's privacy policy, including routine uses permitted by the Privacy Act, see <https://www.ftc.gov/site-information/privacy-policy>.

## Analysis of Agreement Containing Consent Orders To Aid Public Comment

### I. Introduction

The Federal Trade Commission ("Commission") has accepted, subject to final approval, an Agreement Containing Consent Order ("Consent Agreement") with Red Ventures Holdco, LP ("Red Ventures") and Bankrate, Inc. ("Bankrate"). The Consent Agreement is intended to remedy the anticompetitive effects that likely would result from Red Ventures' proposed acquisition of Bankrate (the "Transaction"). Under the Consent Agreement, Red Ventures will divest *Caring.com*, a subsidiary of Bankrate.

The Transaction, if consummated, would result in the likely lessening of competition between the two leading providers of third-party paid referral services for senior living facilities. Senior living facility operators use a variety of methods to find residents, including in-house marketing efforts, unpaid referrals from doctors or other professionals working with the elderly, and third-party paid referral services. The evidence shows that third-party paid referral services for senior living facilities represents a relevant product market, and that A Place for Mom ("APFM") and *Caring.com* are the two largest third-party paid referral services for senior living facilities and each other's closest competitors. General Atlantic, LLC ("General Atlantic") and Silver Lake Partners, LP ("Silver Lake") jointly own all of APFM, own approximately 34 percent of Red Ventures, and have significant control over certain Red Ventures decisions.

The Proposed Order preserves competition between APFM and *Caring.com* by accepting a Consent Agreement under which Red Ventures will divest *Caring.com*.

### II. The Parties

#### A. Red Ventures

Red Ventures is a marketing company providing proprietary internet content and customer leads in a variety of industries. Two of its largest shareholders are private equity firms General Atlantic and Silver Lake

Partners. They control two of the seven positions on the board of Red Ventures GP, LLC, the entity that manages Red Ventures, and they have approval rights for two other positions. They also must approve significant capital expenditures by Red Ventures. General Atlantic and Silver Lake jointly own APFM, which is the largest third-party paid referral service company for senior living facilities.

#### B. Bankrate

Bankrate is a marketing company providing proprietary internet content and customer leads for providers in a variety of industries. In connection with the market for providing leads for senior living facilities, Bankrate owns and operates *Caring.com*, the second largest third-party referral service company for senior living facilities after APFM.

### III. The Proposed Transaction

Pursuant to an agreement executed on July 2, 2017, Red Ventures agreed to acquire 100 percent of Bankrate.

### IV. The Relevant Market

The Commission's Complaint alleges that the relevant product market within which to analyze the Transaction is third-party paid referral services for senior living facility operators.

Senior living facilities provide a range of specialized long-term residential living options tailored to the needs of senior consumers. Referral services companies generate and collect customer leads for senior living facilities. While many small referral services companies generate leads through marketing and networking efforts similar to those used by real estate agents, APFM and *Caring.com* use the Internet to generate and collect leads. They attract these leads to their Web sites through both paid search advertising and search engine optimization, which includes, among other things, creating compelling free content to help the Web sites appear higher in search engine result pages.

Once the referral services companies qualify the leads, they provide the customer leads to the senior living facilities operators. The senior living facilities' sales staff then contacts the leads and seeks to consummate sales. When a consumer moves into a senior living facility, the senior living facility operator pays the referral services company a referral fee, typically based on a percentage of the first month's rent and care.

The Commission's Complaint alleges that the relevant geographic market in which to analyze the effects of the Merger is the United States. Although

each senior’s search for a senior living facility is highly localized, APFM and *Caring.com* operate, compete and contract with senior living facility operators on a national basis.

**V. Market Structure**

The Commission’s Complaint alleges that *Caring.com* is APFM’s closest competitor, they are the two largest third-party paid referral services companies for seniors, and they have similar business models. APFM and *Caring.com* are internet-based referral services providers that compete to attract consumers via Web sites with national reach, and they enter into contracts with senior living facility operators both locally and nationally. Other than APFM and *Caring.com*, there is a fringe of small regional and local companies that act as third-party paid referral services companies.

**VI. Effects of the Transaction**

The Commission’s Complaint alleges that the Transaction, if consummated, may substantially lessen present and future competition between APFM and *Caring.com* by increasing the likelihood that Red Ventures would unilaterally exercise market power and increasing the likelihood of coordinated interaction between APFM and *Caring.com*.

General Atlantic and Silver Lake have the ability to influence or control the management of *Caring.com*. They are both active investors with board representation on, and other substantial rights over, Red Ventures. General Atlantic and Silver Lake’s ownership of APFM may create incentives for them to exercise influence or control over Red Ventures in a manner that could substantially reduce competition between APFM and *Caring.com*.

**VII. Entry Conditions**

Entry into the relevant market would not be timely, likely, or sufficient to

deter or counteract the anticompetitive effects of the Transaction. The primary barrier to entry is the network and scale needed to acquire and convert qualified leads into actual move-ins at senior living facilities. This requires the ability not only to compete effectively in search engine optimization and marketing, but also to establish contracts with hundreds of senior living facilities nationwide, and have the necessary infrastructure, including experienced senior advisors, to convert leads into paying referrals.

**VIII. The Agreement Containing Consent Order**

The Proposed Order resolves the anticompetitive concerns raised by the Transaction by eliminating the only overlap between Red Ventures/Bankrate and APFM. The Proposed Order restores current and potential competition by accepting a divestiture of the *Caring.com* business. *Caring.com* was independent before it was acquired by *Bankrate.com* in 2014, and it continues to operate semi-autonomously. The Proposed Order gives the Commission the right to approve a buyer, and prevents General Atlantic and Silver Lake from being involved in the divestiture process.

The Proposed Order allows the Commission to appoint a monitor to ensure compliance with the terms of the Proposed Order, including the provision of transition services to an acquirer and firewalls related to *Caring.com*’s confidential business information. The Proposed Order also prevents Red Ventures from possessing or seeking any confidential business information from APFM or providing any services to APFM for six months after the divestiture of *Caring.com*. The Commission may appoint a trustee if Red Ventures has not divested *Caring.com* and its related assets within the prescribed time-period.

The Commission does not intend this analysis to constitute an official interpretation of the proposed Order or to modify its terms in any way.

By direction of the Commission.

**Donald S. Clark,**

*Secretary.*

[FR Doc. 2017–24588 Filed 11–13–17; 8:45 am]

**BILLING CODE 6750-01-P**

**FEDERAL TRADE COMMISSION**

**Granting of Requests for Early Termination of the Waiting Period Under the Premerger Notification Rules**

Section 7A of the Clayton Act, 15 U.S.C. 18a, as added by Title II of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, requires persons contemplating certain mergers or acquisitions to give the Federal Trade Commission and the Assistant Attorney General advance notice and to wait designated periods before consummation of such plans. Section 7A(b)(2) of the Act permits the agencies, in individual cases, to terminate this waiting period prior to its expiration and requires that notice of this action be published in the **Federal Register**.

The following transactions were granted early termination—on the dates indicated—of the waiting period provided by law and the premerger notification rules. The listing for each transaction includes the transaction number and the parties to the transaction. The grants were made by the Federal Trade Commission and the Assistant Attorney General for the Antitrust Division of the Department of Justice. Neither agency intends to take any action with respect to these proposed acquisitions during the applicable waiting period.

**EARLY TERMINATIONS GRANTED**

[September 1, 2017 thru September 30, 2017]

**09/01/2017**

20171512 .....	G	Legrand S.A.; Server Technology Inc.; Legrand S.A.
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**09/05/2017**

20171785 .....	G	Mitsubishi Chemical Holdings Corporation; NeuroDerm, Ltd.; Mitsubishi Chemical Holdings Corporation.
20171811 .....	G	K3 Private Investors, L.P.; SecureAuth Corporation; K3 Private Investors, L.P.
20171826 .....	G	Cargill, Incorporated; Southern States Cooperative, Incorporated; Cargill, Incorporated.
20171827 .....	G	The Resolute Fund III, L.P.; Roadrunner Transportation Systems, Inc.; The Resolute Fund III, L.P.
20171836 .....	G	Sonic Financial Corporation; Steve Hall; Sonic Financial Corporation.
20171841 .....	G	Lindsay Goldberg IV L.P.; WCF Holdings I, LLC; Lindsay Goldberg IV L.P.
20171842 .....	G	Heritage Insurance Holdings, Inc.; NBIC Holdings, Inc.; Heritage Insurance Holdings, Inc.
20171847 .....	G	Centerbridge Capital Partners III, L.P.; Highmark Health; Centerbridge Capital Partners III, L.P.
20171850 .....	G	The Danny Umansky Revocable Living Trust; Kenneth E. Brown; The Danny Umansky Revocable Living Trust.
20171851 .....	G	The Danny Umansky Revocable Living Trust; William E. Schuiling; The Danny Umansky Revocable Living Trust.