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## COMP/M.5113 - ABE ACQUISITION / GETTY

### SECTION 1.2

#### Description of the concentration

On 28 March 2008, the Commission received notification of a transaction pursuant to Article 4 of the EC Merger Regulation (the **ECMR**). On 24 February 2008, Abe Investment, LP (**Abe Investment**), a Delaware limited partnership formed and currently wholly owned by Hellman & Friedman Capital Partners VI, L.P. (**HFCP**), and Abe Acquisition Corp. (**Abe Acquisition**), a wholly owned subsidiary of Abe Investment, entered into an agreement with Getty Images, Inc. (**Getty Images**) to merge Abe Acquisition with Getty Images, the latter continuing as the surviving entity (the **Transaction**).

On completion of the Transaction, certain of the existing shareholders in Getty Images, namely Getty Investments L.L.C., the Cheyne Walk Trust, the Ronald Family Trust B, The October 1993 Trust and Mark H. Getty (the **Rollover Investors**) will “roll over” their current shareholding in Getty Images into equity interests in Abe Investment, thereby increasing their expected (indirect) ownership of the outstanding share capital of Getty Images to approximately 27.7% in the aggregate. The Rollover Investors will not however have the ability to exercise decisive influence over Getty Images.

As a result of the Transaction, Abe Investment will acquire sole control of Getty Images.

HFCP and its affiliated funds (**HFCP VI**) comprise the sixth private equity fund sponsored by Hellman & Friedman LLC to make investments in public and private companies. HFCP VI is one of a number of private equity funds sponsored by Hellman & Friedman LLC (collectively, together with Hellman & Friedman LLC, **H&F**).

Hellman & Friedman LLC was founded in 1984 and is headquartered in San Francisco, with offices in New York and London. H&F’s business objective is to invest long-term equity capital to support the strategic and financial goals of outstanding management teams operating businesses in growing markets. Limited partner investors in H&F’s funds include many large US and international corporate pension funds, US state pension funds, university endowments and foundations.

Getty Images is a Delaware corporation, listed on the New York Stock Exchange. Getty Images is a supplier of digital media content, including visual content such as creative or “stock” imagery, stock footage, editorial imagery (news, sports, entertainment and archival

imagery), illustrations and related services, as well as music downloads, to business clients. Getty Images targets three main types of customers: (i) creative professionals (advertising and design agencies); (ii) publishing and media companies (newspapers, books and magazines - both print and online); and (iii) corporate marketing departments. Getty Images was founded in 1995 and serves customers in more than 100 countries. Further information on Getty Images is available at [www.gettyimages.com](http://www.gettyimages.com).

The notified concentration is a suitable candidate for the simplified procedure because it meets the conditions set out in paragraph 5(b) of the Commission's *Notice on simplified procedure for the treatment of certain concentrations under Council Regulation (EC) No. 139/2004*.