

***Case No COMP/M.6953 - BAIN CAPITAL INVESTORS/  
GOLDEN GATE CAPITAL/ BMC SOFTWARE***

Only the English text is available and authentic.

**REGULATION (EC) No 139/2004  
MERGER PROCEDURE**

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Article 6(1)(b) NON-OPPOSITION  
Date: 24/06/2013

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EUROPEAN COMMISSION

Brussels, 24.6.2013  
C(2013) 4084 final

PUBLIC VERSION

SIMPLIFIED MERGER  
PROCEDURE

**To the notifying parties:**

Dear Madam(s) and/or Sir(s),

**Subject: Case No COMP/M.6953 - BAIN CAPITAL INVESTORS/ GOLDEN GATE CAPITAL/ BMC SOFTWARE  
Commission decision pursuant to Article 6(1)(b) of Council Regulation (EC) No 139/2004<sup>1</sup>**

1. On 24.05.2013, the Commission received a notification of a proposed concentration pursuant to Article 4 of Council Regulation (EC) No 139/2004 by which<sup>2</sup> the undertakings Bain Capital Investors, LLC ('Bain Capital Investors', USA) and Golden Gate Capital Opportunity Funds, LP ('Golden Gate Capital', USA), acquire within the meaning of Article 3(1)(b) of the Merger Regulation joint control over BMC Software, Inc. ('BMC', USA) by way of purchase of shares.
2. The business activities of the undertakings concerned are:
  - Bain Capital Investors is a private equity investment firm;

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<sup>1</sup> OJ L 24, 29.1.2004, p. 1 ("the Merger Regulation"). With effect from 1 December 2009, the Treaty on the Functioning of the European Union ("TFEU") has introduced certain changes, such as the replacement of "Community" by "Union" and "common market" by "internal market". The terminology of the TFEU will be used throughout this decision.

<sup>2</sup> OJ L 24, 29.1.2004, p. 1 (the "Merger Regulation")

- Golden Gate Capital is a private equity investment firm;
  - BMC is active in the provision of IT management and server management software and related services<sup>3</sup>.
3. After examination of the notification, the European Commission has concluded that the notified operation falls within the scope of the Merger Regulation and of paragraph 5(b) of the Commission Notice on a simplified procedure for treatment of certain concentrations under Council Regulation (EC) No 139/2004<sup>4</sup>.
  4. For the reasons set out in the Notice on a simplified procedure, the European Commission has decided not to oppose the notified operation and to declare it compatible with the internal market and with the EEA Agreement. This decision is adopted in application of Article 6(1)(b) of the Merger Regulation.

*For the Commission  
(signed)  
Alexander ITALIANER  
Director General*

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<sup>3</sup> Publication in the Official Journal of the European Union No C 153, 31.05.2013, p.5.

<sup>4</sup> OJ C 56, 5.3.2005, p. 32.