



EUROPEAN COMMISSION
DG Competition

***Case M.8466 - BAIN
CAPITAL / SEALED AIR
DIVERSEY CARE
DIVISION AND FOOD
HYGIENE AND
CLEANING BUSINESS***

Only the English text is available and authentic.

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

Article 6(1)(b) NON-OPPOSITION
Date: 22/05/2017

***In electronic form on the EUR-Lex website under document
number 32017M8466***



EUROPEAN COMMISSION

Brussels, 22.5.2017
C(2017) 3595 final

PUBLIC VERSION

To the notifying party:

**Subject: Case M.8466 - BAIN CAPITAL / SEALED AIR DIVERSEY CARE DIVISION AND FOOD HYGIENE AND CLEANING BUSINESS
Commission decision pursuant to Article 6(1)(b) of Council Regulation (EC) No 139/2004¹ and Article 57 of the Agreement on the European Economic Area²**

Dear Sir or Madam,

1. On 26 April 2017, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which Bain Capital (USA) acquires within the meaning of Article 3(1)(b) of the Merger Regulation control of the Diversey Care division of Sealed Air (USA) and the food hygiene and cleaning business within the Food Care division of Sealed Air (together "Diversey") by way of mixed asset and share acquisition.³
2. The business activities of the undertakings concerned are:
 - for Bain Capital: private equity investment in companies worldwide in many industries, including information technology, healthcare, retail and consumer products, communications, financial and industrial/manufacturing,
 - for Diversey: the provision of cleaning solutions across two key divisions:
 - 1) Diversey's professional division (known as Diversey Care), which develops and delivers integrated cleaning solutions to business customers, kitchen care solutions for commercial kitchens, on-premise laundry products and solutions, cleaning tools and utensils, restroom care productions and solutions, personal care products, insect

¹ 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.

² OJ L 1, 3.1.1994, p. 3 (the 'EEA Agreement').

³ Publication in the Official Journal of the European Union No C 145, 9.5.2017, p. 12.

control products, and chemicals and digitally enabled systems for professional cleaning service providers;

- 2) Diversey's food hygiene and cleaning business, which is part of its Food Care division (known as Diversey Hygiene Services) and delivers cleaning and equipment solutions that provide automation and monitoring for food and beverage processors, such as solutions which integrate chemicals, design, engineering, remote data monitoring and predictive analytics focused on food safety, water and energy conservation.
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 139/2004.⁴
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 and Article 57 of the EEA Agreement.

For the Commission

(signed)

Johannes LAITENBERGER
Director-General

⁴ OJ C 366, 14.12.2013, p. 5.