

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

**COMMISSIONERS: Andrew N. Ferguson, Chairman
Mark R. Meador**

In the Matter of

**Ascension Health Alliance,
a nonprofit corporation,**

**Ambulatory Topco, LLC,
a limited liability company**

and

**AMSURG LLC,
a limited liability company.**

Docket No. C-4832

COMPLAINT

Respondent Ascension Health Alliance agreed to acquire the equity interests of Ambulatory Topco, LLC, in certain assets, for \$3.9 billion. The Federal Trade Commission has reason to believe that this acquisition violates Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45. The Commission issues this Complaint, stating its charges as follows:

I. RESPONDENTS

1. Respondent Ascension Health Alliance (“Ascension”) is a not-for-profit corporation, with its headquarters address at 4600 Edmundson Road, St. Louis, Missouri.

2. Ascension is a nationwide health system that employs physicians and operates hospitals and ambulatory surgery centers (“ASCs”). Ascension offers outpatient acute care services in its hospital outpatient departments and its ASCs. Ascension serves 17 states through 97,000 employees. Its annual operating revenue exceeds \$28 billion.

3. Respondent Ambulatory Topco, LLC, is a limited liability company, with its headquarters address at Suite 300, 1-A Burton Hills Boulevard, Nashville, Tennessee.

4. Respondent AMSURG, LLC is a limited liability company, and subsidiary of Respondent Ambulatory Topco, LLC, with its headquarters address at Suite 300, 1-A Burton Hills Boulevard, Nashville, Tennessee.

5. AMSURG is the nation’s second largest operator of ASCs, and offers outpatient acute care services at over 260 facilities in 34 states through 3,000 employees. Its annual operating revenue exceeds \$1.3 billion.

6. Respondents Ascension and AMSURG operate ASCs in each of the geographic markets relevant to this Complaint and compete and promote their businesses in these areas.

II. JURISDICTION

7. Respondents, and each of their relevant operating subsidiaries and parent entities, and at all times relevant herein, have been engaged in commerce, as “commerce” is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and engaged in business that is in or affects commerce, as “commerce” is defined in Section 4 of the FTC Act, as amended, 15 U.S.C. § 44.

III. THE PROPOSED TRANSACTION

8. Pursuant to a Purchase Agreement dated June 16, 2025, as amended on December 5, 2025, Ascension proposes to acquire AMSURG for approximately \$3.9 billion (“the Transaction”).

9. The Transaction is subject to Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

IV. THE RELEVANT MARKETS

10. The relevant lines of commerce in which to analyze the Transaction are the sale and provision of (i) outpatient surgeries or procedures performed by, and under the direction of, gastroenterologists, (ii) outpatient surgeries or procedures performed by, and under the direction of, ophthalmologists, and (iii) outpatient surgeries or procedures performed by, and under the direction of, orthopedists. Within each specialty, outpatient surgeries and procedures are a cluster of procedures that do not require an overnight stay at a healthcare facility, and can be performed at an ASC, a specialty hospital, or a general acute care hospital.

11. For the purposes of this complaint, the effects of the Transaction can be assessed in the following relevant geographic markets:

- (a) Nashville, Tennessee, which means Davidson, Sumner, Williamson, and Wilson Counties.
- (b) Panama City, Florida, which means the Panama City Metropolitan Statistical Area (MSA).
- (c) Tulsa, Oklahoma, which means the Tulsa MSA.
- (d) Waco, Texas, which means the Waco MSA.
- (e) Wichita, Kansas, which means the Wichita MSA.

V. COMPETITION BETWEEN PROVIDERS OF THE RELEVANT SERVICES BENEFITS PATIENTS

12. Competition to provide the relevant services for insured patients occurs in two distinct but related stages. In the first stage of competition, providers compete to be included in insurers' health plans. To become an "in-network" provider, a provider negotiates with an insurer and enters a contract if it can agree with the insurer on terms. The provider's reimbursement rates for services rendered to a health plan's enrollees are a central component of those negotiations.

13. Insurers attempt to contract with local providers of the relevant services that current or prospective members of the health plan want. It is typically much cheaper for health-plan enrollees to seek care from in-network providers than from out-of-network providers. Unsurprisingly, a provider will attract more of a health plan's enrollees when it is in-network. Providers of the relevant services therefore have an incentive to offer competitive terms and reimbursement rates to induce the insurer to include them in its health-plan network.

14. From the insurer's perspective, having providers of the relevant services in-network enables the insurer to assemble a health-plan provider network in a particular geographic area that is attractive to current and prospective enrollees, typically local employers and their employees.

15. A provider of the relevant services has significant bargaining power with insurers if its absence would make an insurer's health-plan network substantially less attractive (and therefore less marketable) to its current and prospective enrollees. This relative attractiveness to the insurer depends largely on whether other nearby providers could serve as viable in-network substitutes in the eyes of the plan's enrollees. The presence of alternative, conveniently located, high-quality competitors thus limits the bargaining power of a provider in negotiations with the insurer. Where there are fewer meaningful alternatives and therefore less competition, a provider will have greater bargaining power to demand and obtain higher reimbursement rates and other advantageous contract terms.

16. A merger involving providers that insurers and their enrollees consider substitutes increases the providers' combined bargaining power because it eliminates a previously available alternative for the insurers and enrollees. Such a merger may substantially lessen competition by increasing the merged entity's incentive and ability to raise prices or reduce quality, including because the merger eliminates an available alternative that an insurer could otherwise offer (or threaten to offer) its health-plan members in response to increased prices or a reduction in quality.

17. Increases in provider reimbursement rates have a significantly negative impact on insurers' health plan enrollees, such as through higher cost-sharing payments or fewer benefits. For fully insured employers, increased healthcare costs would come in the form of higher premiums. Self-insured employers would fully bear those increased healthcare costs because they pay for claims directly. Individual patients also could feel the burden of increased costs in the form of higher insurance premiums, co-pays, deductibles, or other out-of-pocket costs.

18. In the second stage of competition, providers compete to attract patients to their facilities by offering convenient, high-quality healthcare services. Patients in a particular health plan often face similar out-of-pocket costs to access in-network providers. As a result, in-network providers within a specific health plan often compete on non-price features, such as location, quality of care, access to services and technology, reputation, physicians and faculty members, amenities, conveniences, and patient satisfaction. This competition benefits all patients, regardless of whether those patients are covered by insurance. A merger of competing providers eliminates this form of non-price competition between the providers.

VI. MARKET CONCENTRATION AND EFFECTS OF THE PROPOSED TRANSACTION

19. In Nashville, Tennessee, Respondents are one another's direct competitor and engage in price and quality competition for the provision of facilities to perform outpatient general acute care surgery or procedures by, and under the direction of gastroenterologists. The market is moderately concentrated. The Merger will substantially increase concentrations in this market, resulting in a post-merger Herfindahl-Hirschman Index ("HHI") of greater than 1,800 and a delta greater than 500.

20. In Panama City, Florida, Respondents are one another's direct competitor and engage in price and quality competition for the provision of facilities to perform outpatient general acute care surgery or procedures by, and under the direction of gastroenterologists. The market is highly concentrated. The Merger will substantially increase concentrations in this market, resulting in a post-merger Herfindahl-Hirschman Index ("HHI") of greater than 6,900 and a delta greater than 3,200.

21. In Tulsa, Oklahoma, Respondents are one another's direct competitor and engage in price and quality competition for the provision of facilities to perform outpatient general acute care surgery or procedures by, and under the direction of gastroenterologists. The market is highly concentrated. The Merger will substantially increase concentrations in this market, resulting in a post-merger Herfindahl-Hirschman Index ("HHI") of greater than 3,500 and a delta greater than 1,300.

22. In Tulsa, Oklahoma, Respondents are one another's direct competitor and engage in price and quality competition for the provision of facilities to perform outpatient general acute care surgery or procedures by, and under the direction of, ophthalmologists. The market is highly concentrated. The Merger will substantially increase concentrations in this market, resulting in a post-merger Herfindahl-Hirschman Index ("HHI") of greater than 2,400 and a delta greater than 900.

23. In Waco, Texas, Respondents are one another's direct competitor and engage in price and quality competition for the provision of facilities to perform outpatient general acute care surgery or procedures by, and under the direction of gastroenterologists. The market is highly concentrated. The Merger will substantially increase concentrations in this market, resulting in a post-merger Herfindahl-Hirschman Index ("HHI") of greater than 5,800 and a delta greater than 1,600.

24. In Wichita, Kansas, Respondents are one another's largest and most direct competitor and engage in price and quality competition for the provision of facilities to perform outpatient general acute care surgery or procedures by, and under the direction of orthopedists. The market is highly concentrated. The Merger will substantially increase concentrations in this market, resulting in a post-merger Herfindahl-Hirschman Index ("HHI") of greater than 1,800 and a delta greater than 300.

25. The effect of the Transaction, if consummated, may be substantially to lessen competition, or to tend to create a monopoly in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, by eliminating actual, direct, and substantial competition between Respondents in each relevant market; thereby increasing the likelihood that the merged firm would unilaterally exercise market power in the relevant markets and consumers would be forced to pay higher prices as well as accept lower quality and less innovation.

VII. ENTRY CONDITIONS

26. Entry into the relevant markets would not be timely, likely, or sufficient in magnitude to prevent or deter the likely anticompetitive effects of the Transaction. Significant entry barriers include, *inter alia*, obtaining permits and approvals from various state and local agencies, acquiring facilities with the necessary equipment to perform the relevant operations, securing patient referrals from area physicians, establishing network contracts with relevant health plans, as well as recruiting, hiring, and retaining physicians and other clinical employees.

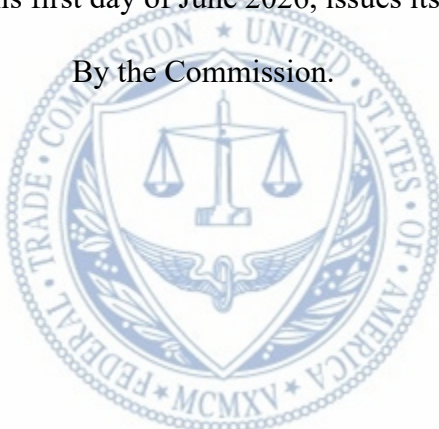
VIII. VIOLATIONS CHARGED

27. The Transaction described in Paragraph 8 constitutes a violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

28. The Transaction, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

WHEREFORE, THE PREMISES CONSIDERED, the Federal Trade Commission on this first day of June 2026, issues its Complaint against said Respondents.

By the Commission.



April J. Tabor
Secretary