

Acquisition by Future plc of the entire issued share capital of Miura (Holdings) Limited

Decision of acceptance of undertakings in lieu of reference

ME/6624/16

Introduction

1. On 23 June 2016 Future plc (**Future**) agreed to acquire Miura (Holdings) Limited (**Miura**), the ultimate parent company of Imagine Publishing Limited (**Imagine**) (the **Merger**). Future and Miura are together referred to as the **Parties**.
2. On 7 October 2016, the Competition and Markets Authority (**CMA**) decided under section 33(1) of the Enterprise Act 2002 (the **Act**) that it is or may be the case that the Merger consists of arrangements that are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation, and that this may be expected to result in a substantial lessening of competition (**SLC**) within a market or markets in the United Kingdom (the **SLC Decision**).
3. On 14 October 2016, Future offered undertakings in lieu of reference to the CMA for the purposes of section 73(2) of the Act (the **UILs**) for the purpose of remedying, mitigating or preventing the SLC. The CMA gave notice to Future on 20 October 2016, pursuant to section 73A(2)(b) of the Act, that it considered that there were reasonable grounds for believing that the undertakings offered, or a modified version of them, might be accepted by the CMA under section 73(2) of the Act and that it was considering Future's offer (**the UILs Notice**).
4. On 21 October 2016, Future completed the acquisition of the entire share capital of Miura.

5. The text of the SLC Decision and the UILs Notice are available on the CMA webpages.¹

The undertakings offered

6. The SLC Decision found that the Merger gives rise to a realistic prospect of an SLC in relation to the supply of sci-fi magazines (including bookazines) in the UK.
7. As set out in the UIL Notice, Future has offered to give undertakings in lieu of a reference to divest the business of the title SciFiNow (the **Divestment Business**) as set out in more detail in the text of the UILs Notice. The UILs include the divestment of the content for current and future editions of SciFiNow; key licensing agreements for content; advertising customer lists; Imagine's rights in the SciFiNow magazine (including bookazines); its website and social media page; all other relevant IP rights; and the transfer of the SciFiNow editorial team.

Consultation

8. On 25 October 2016, pursuant to paragraph 2(1) of Schedule 10 to the Act, the CMA published the UILs, inviting interested parties to give their views on the UILs. The relevant text from the consultation is available on the casepage.² For the reasons set out in the consultation, the CMA's preliminary view was that the UILs would resolve the SLC identified in the SLC decision in a clear-cut manner, ie without giving rise to material doubts about the overall effectiveness of the UILs or concerns about their implementation.
9. The CMA received two submissions during the consultation period. Neither of those submissions raised any concerns about the UILs. Accordingly, those submissions did not cause the CMA to change its preliminary view that the UILs would be acceptable.
10. The CMA therefore considers that the UILs offered by Future are clear cut and appropriate to remedy, mitigate or prevent the competition concerned identified in the SLC Decision.

¹ See [Future Miura casepage](#).

² The full consultation text was published on [Future Miura casepage](#).

Decision

11. For the reasons set out above, the CMA considers that the UILs provided by Future are as comprehensive a solution as is reasonable and practicable and remedy, mitigate or prevent the SLC identified in the SLC Decision and any adverse effects resulting from it. The CMA has therefore decided to accept the UILs offered by Future pursuant to section 73 of the Act. The Merger will therefore not be referred for a phase 2 investigation.
12. The UILs, which have been signed by Future and will be published on the CMA webpages,³ will come into effect from the date of this decision.

Sheldon Mills
Senior Director of Mergers
Competition and Markets Authority
November 2016

³ See [Future Miura casepage](#).