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DOJ Settles Challenge to UnitedHealth/Amedisys Merger: Three Key Takeaways for M&A Antitrust Under Trump

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August 14, 2025, 5:08 PM
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On August 7, the DOJ and four state attorneys general announced a settlement to resolve their challenge to the $3.3 billion acquisition of Amedisys, Inc. (“Amedisys”) by UnitedHealth Group Inc. (“UnitedHealth”), as well as claims about Amedisys’s alleged non-compliance with the Second Request the DOJ issued in August 2023.[1] To secure clearance for the deal, the merging parties agreed to divest “152 home health, 11 hospice, and 1 palliative care locations in local markets in 19 states” to two divestiture buyers—which the DOJ described as “a significantly larger divestiture package than had been previously offered” by the merging parties.[2] To resolve the non-compliance claims, the companies agreed to pay $1.1 million in civil penalties and to conduct antitrust compliance training for certain executives in a form approved by the DOJ.[3]

Below we highlight three key takeaways for dealmakers assessing the M&A landscape under the second Trump administration:

1. Healthcare remains a priority for federal and state antitrust enforcers across the political spectrum.

2. Merging parties have a real opportunity to enhance deal certainty and accelerate closing timelines through negotiated settlements with the Trump DOJ and FTC.

3. The agencies continue to take HSR and Second Request compliance very seriously and are always looking for opportunities to send a strong message to the M&A community on the significant consequences for non-compliance.

#1: Healthcare Remains A Bipartisan Enforcement Priority.

The healthcare industry has long been an enforcement priority for the FTC and DOJ, as well as state attorneys general, under both Democratic and Republican leadership. Current DOJ and FTC leadership have made clear that priority is here to stay under Trump. While the Biden and Trump DOJ diverged on how best to resolve their concerns in this case—which was initially filed in the final months of the Biden administration and joined by four Democratic state AGs (Illinois, Maryland, New Jersey, and New York)—both administrations agreed that enforcement action was necessary to protect competition in the alleged markets for home health and hospice services and nurses.

This latest move is consistent with other pro-enforcement actions and positions on healthcare issues by leadership at both the DOJ and FTC. When asked about healthcare consolidation in her Senate confirmation hearing, DOJ AAG Gail Slater emphasized that "[h]ealthcare competition is a critical priority because of its impacts on patients, caregivers, and our local communities."[4]Slater reaffirmed that view in a recent X post on UnitedHealth/Amedisys, stating that the settlement will "prevent UnitedHealthcare from amassing an undue market share," ensure "seniors and hospice patients … will continue to have affordable, high-quality options for … essential care," and "our much-loved nurses in the impacted markets will … have employers competing for the vital work they do in their communities."[5] Likewise, FTC Chairman Andrew Ferguson testified in May 2025 to a House Committee that healthcare services are "vital" and that anticompetitive mergers in this space can threaten "patients with higher cost and lower quality care and healthcare workers with lower wages and poorer working conditions."[6]And the Ferguson FTC has sued to block two deals involving medical devices, GTCR's proposed acquisition of Surmodics (filed March 2025)[7]and Edwards Lifesciences Corp.'s proposed acquisition of JenaValve Technology, Inc. (filed last week).[8]

These positions from AAG Slater and Chairman Ferguson also highlight an additional area of bipartisan continuity, with the Trump enforcers building on the Biden administration's focus on potential labor market harms from mergers. In UnitedHealth/Amedisys, AAG Slater asserted that the settlement "protects … wage competition for thousands of nurses."[9] In addition to his statements to Congress on potential labor market impacts, Chairman Ferguson has continued to apply the 2023 Merger Guidelines—which explicitly recognize labor market theories of harm—and also prioritized labor issues more broadly through the formation of the FTC's Joint Labor Task Force to tackle "harmful labor market practices."[10]

#2: The Continued Resurgence Of Merger Remedies Under Trump.

The DOJ settlement in UnitedHealth/Amedisys is the latest in a series of deals approved with remedies under the second Trump administration, sending a resounding message to the M&A community: *merger remedies are back*. During her Senate confirmation hearing in February, AAG Slater signaled as much: "I expect this Administration will be more open to settlements in merger cases when effective and robust structural remedies can be implemented without excessively burdening the Antitrust Division's resources."[11] And this week in an X post promoting the UnitedHealth/Amedisys settlement, Slater reiterated that "unlike the prior administration, [the DOJ] [is] willing to negotiate favorable settlements to resolve disputes." Recognizing that "antitrust litigation is risky and costly," she explained that settlements can "provide American consumers the benefits of competition today, rather than the unknown outcome of a litigation years from now" and preserve "taxpayer money for the big fights that matter."[12]

Abigail Slater
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This stands in stark contrast to the DOJ's views under the Biden administration. Early in his tenure, AAG Jonathan Kanter announced a strong preference for suing to block deals rather than accepting remedies.[13] Former FTC Chair Lina Khan and the Democratic majority under Biden also expressed skepticism about merger remedies.[14]

Consistent with that policy position, the Biden DOJ and FTC were about half as likely to settle, and about twice as likely to litigate, deals that were issued a Second Request than during the first Trump administration.

Outcomes of Second Requests by Administration

Administration (Fiscal Years)	Obama ('09-16)	Trump ('17-20)	Biden ('21-23) [15]
% of Second Requests Leading to Negotiated Settlement	49.2%	41.0%	21.5%
% of Second Requests Leading to Abandonment/Restructuring	25.5%	28.8%	34.2%
% of Second Requests Leading to Litigation	8.5%	8.8%	16.8%

In this enforcement environment under Biden, merging parties facing (or anticipating) a litigation challenge often adopted a "litigate the fix" strategy by unilaterally implementing remedies and forcing the agencies to persuade the court that the deal, as remedied, is still likely to harm competition. This strategy often worked—as illustrated by UnitedHealth/Change (defeating DOJ at trial in 2022), Assa Abloy/Spectrum (favorably settling with DOJ mid-litigation in 2023), and Tempur Sealy/Mattress Firm (defeating FTC at trial in 2024–25).

Facing a similar dynamic with the Biden DOJ, UnitedHealth and Amedisys proactively pursued a "litigate the fix" strategy, unilaterally pushing forward with certain planned divestitures (though later dropped the initial proposed divestiture buyer).[16] As a result, when the Biden DOJ filed its November 2024 complaint to block the deal, it also had to argue that the preemptive divestitures were an inadequate remedy.[17]In February of this year, about a month after President Trump's inauguration, the district court referred the case to mediation before a magistrate, scheduled for late August. Since then, of course, the parties and the Trump DOJ have settled and agreed to a modified package of divestitures.[18]

Bottom line: Regardless of whether a case is settled or litigated, merging parties utilizing a "fix-it-first" strategy improve their leverage in both pre-complaint settlement negotiations and potential litigation and, ultimately, can increase deal certainty and accelerate closing timelines.

#3: Agencies Continue To Take A Strict View On Second Request Compliance And Look For Opportunities To Publicly Punish Non-Compliance.

UnitedHealth/Amedisys and other recent merger challenges show that the agencies remain serious about Second Request compliance and remind the M&A community of the importance of careful diligence in adequately complying with agency requests during investigations.

Parallel to the DOJ's substantive claims challenging the competitive effects of the deal, the DOJ also claimed that the target, Amedisys, violated the HSR Act by improperly certifying its compliance with the Second Request when the company allegedly:

- knowingly failed to produce any text messages from over half of its custodians;
- knowingly failed to produce any hard copy documents from any custodians (including allegedly "copious handwritten notes" kept by the former CEO of Amedisys); and
- knowingly failed to disclose the loss of company emails for May–June 2023, a period that coincided with deal negotiations.[19]

The DOJ alleged that, after the agency identified these deficiencies, Amedisys produced over 2.5 million additional documents, a larger volume than the company produced before the initial certification of compliance.[20] The DOJ claimed the additional productions included documents "clearly relevant to the potential impact of this merger on competition in the markets for home health and hospice services and for nurses' labor," such as "an email from Amedisys's current CEO to other C-Suite executives debating the risks related to the transaction and likely divestitures; a text message from Amedisys's [SVP] of Revenue Cycle Management discussing how UnitedHealth is '[l]ocking up the home health and hospice market in many locations;' and a hard copy document from Amedisys's [CFO] and [COO] describing UnitedHealth's offer as 'opportunistic.'"[21]

According to the DOJ, this conduct could have resulted in a maximum penalty under the HSR Act up to approximately $13 million, based on a maximum statutory penalty of $51,744 per day (adjusted annually for inflation) and the DOJ's allegation that these violations occurred for 252 days—the period beginning at Amedisys's first certification of substantial compliance with the Second Request on December 18, 2023 and ending with its second, modified certification on August 26, 2024.[22]The parties succeeded in persuading the court to stay litigation on the compliance claims pending resolution of the substantive merger challenge.[23]And, ultimately, the parties resolved the compliance claims by agreeing in the settlement with the DOJ to pay a $1.1 million civil penalty—an amount much lower than the statutory maximum because the DOJ credited Amedisys's agreement "to take corrective action internally and willing[ness] to resolve the matter by [settlement], thereby avoiding the risks and costs associated with litigation"—and to conduct antitrust compliance training for certain executives in a form approved by the DOJ.[24]

Experienced dealmakers are well aware of the burdens of complying with the broad requirements of the agencies' new HSR Form and Second Requests—particularly in collecting text messages and hard copy documents, often one of the most burdensome aspects of compliance. Indeed, threatening claims of non-compliance is a major tool the agencies often use as leverage against merging parties, in connection with the timing of their investigation and ultimate enforcement decision. This case illustrates that the agencies are prepared to file suit and pursue all available relief to demonstrate their resolve to the business community and antitrust bar.

While the agencies and merging parties often have disputes over alleged deficiencies in Second Request compliance and negotiate resolutions without judicial intervention, lawsuits like this one are uncommon and rarely litigated to completion. The last time an agency litigated a Second Request compliance issue was in 2005 in *FTC v. Blockbuster*, in which the FTC alleged Blockbuster failed to produce pricing and late fee data called for by the Second Request before agreeing to settle once the merging parties agreed to postpone closing by roughly two weeks[25](though the deal was later abandoned).

The compliance challenge and penalties imposed in UnitedHealth/Amedisys are a continuation of Biden-era efforts to bring high-profile enforcement actions to showcase the agencies' commitment to vigorously enforce the HSR Act and ensure that merging parties provide the agencies with complete and accurate information in their merger notifications. In January 2025, less than a week before President Trump's inauguration, the DOJ sued the private equity firm KKR for an alleged "pervasive culture of noncompliance," resulting in what the DOJ claims are serial omissions and alterations in the firm's HSR filings.[26] KKR moved to dismiss the DOJ's complaint, calling the alleged deficiencies unintentional and immaterial. The litigation is ongoing.

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[1] Justice Department Requires Broad Divestitures to Resolve Challenge to UnitedHealth's Acquisition of Amedisys (Aug. 7, 2025) ("DOJ Press Release, UnitedHealth/Amedisys"); Competitive Impact Statement, United States v. UnitedHealth Group, Inc., No. 1:24-cv-03267-JKB (D. Md. Aug. 8, 2025), ECF 202 ("CIS").

[2] CIS at 2.

[3] CIS at 17–18.

[4] Transcript of Abigail Slater Q&A Before Senator Peter Welch at 25 (Feb. 12, 2025).

[5] Abigail Slater (@AAGSlater), X (Aug. 11, 2025, 10:18 AM), https://x.com/AAGSlater/status/1954910329734881786.

[6] Testimony of The FTC Before The House Committee on Appropriations Subcommittee on Financial Services and General Government at 23 (May 15, 2025).

[7] GTCR / Surmodics: Four Key Takeaways for M&A Antitrust from the First FTC Merger Challenge Under Trump.

[8] FTC Challenges Anticompetitive Medical Device Deal (Aug. 6, 2025).

[9] DOJ Press Release, UnitedHealth/Amedisys.

[10] FTC Launches Joint Labor Task Force to Protect American Workers (Feb. 26, 2025).

[11] Transcript of Abigail Slater Q&A Before Senator Hirono at 19 (Feb. 12, 2025).

[12] Abigail Slater (@AAGSlater), X (Aug. 11, 2025, 10:18 AM), https://x.com/AAGSlater/status/1954910329734881786; *see also* Statement on Revocation of Biden-Harris Executive Order on Competition (Aug. 13, 2025) (underscoring that Trump DOJ "is reinstating a willingness to settle merger reviews with targeted and well-crafted consent decrees").

[13] Jonathan Kanter, Assistant Attorney General, DOJ, Remarks to the New York State Bar Association Antitrust Section (Jan. 24, 2022) ("[The DOJ] must give full weight to the benefits of *preserving* competition that already exists in a market, rather than predicting whether a divestiture will actually serve to keep a market competitive. That will often mean that we cannot accept anything less than an injunction blocking the merger — full stop.") (italics in original).

[14]*See, e.g.*, FTC Challenges Kroger's Acquisition of Albertsons (Feb. 26, 2024) (rejecting parties' proposed divestiture as "a hodgepodge of unconnected stores, banners, brands, and other assets that Kroger's antitrust lawyers have cobbled together and falls far short of mitigating the lost competition between Kroger and Albertsons").

[15]The Agencies have yet to publish the 2024 fiscal year Hart-Scott-Rodino Annual Report. *See* Annual Competition Reports, FTC (last visited Aug. 13, 2025).

[16]*See* Amedisys, Inc., Form 8-K (June 28, 2024).

[17]Complaint at 5–7, United States v. UnitedHealth Group, Inc., No. 1:24-cv-03267-JKB (D. Md. Nov. 12, 2024), ECF 1 ("Complaint").

[18]DOJ Press Release, UnitedHealth/Amedisys.

[19]CIS at 10–12; Complaint at 30–32.

[20]Complaint at 31–32.

[21]Complaint at 32.

[22]CIS at 17; Complaint at 32.

[23]Memorandum and Order, United States v. UnitedHealth Group, Inc., No. 1:24-cv-03267-JKB (D. Md. Apr. 7, 2025), ECF 138.

[24]CIS at 17.

[25]Complaint, FTC v. Blockbuster, Inc., No. 1:05-cv-00463 (D.D.C. Mar. 4, 2005), ECF 1; Notice of Settlement, FTC v. Blockbuster Inc., No. 1:05CV00463 (D.D.C. Mar. 9, 2005), ECF 17; *see also* Blockbuster to Comply with FTCs Premerger Rules (Mar. 11, 2005).

[26] Justice Department Sues KKR for Serial Violations of Federal Premerger Review Law (Jan. 14, 2025).

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