burdens can increase the likelihood of insolvency. Private equity participation is also associated with other firm behavior that can reduce long-term competition, including opportunistic asset sales. This risk may be more acute when funds purchase assets in unusual and distressed situations.

Enforcers must carefully examine investors' unique incentives that can drive firm behavior in ways that affect competition. To assess these incentives, we must always actively probe the entire circumstances of investor involvement in a merger transaction under review. For example, what is the buyer's investment thesis and strategy? How has the investor typically realized gains out of past investments? Does the buyer plan to invest more of its own equity capital into the business or simply further rely on debt financing? When and how does the investor intend to exit its investment? Given all of this, what really is the long-term impact on competition?

While Commission staff certainly ask many of these questions in their review of divestiture buyers, it will be important to ensure that we are conducting careful and adequate due diligence with respect to buyers that are heavily reliant on debt financing and where investment firms exert significant control.

[FR Doc. 2018–24206 Filed 11–5–18; 8:45 am]

BILLING CODE 6750–01–P

FEDERAL TRADE COMMISSION

[File No. 162 3197]

Social Finance, Inc.; Analysis To Aid Public Comment

AGENCY: Federal Trade Commission.

ACTION: Proposed consent agreement.

SUMMARY: The consent agreement in this matter settles alleged violations of federal law prohibiting unfair or deceptive acts or practices. The attached Analysis to Aid Public Comment describes both the allegations in the complaint and the terms of the consent order—embodied in the consent agreement—that would settle these allegations.

DATES: Comments must be received on or before November 28, 2018.

ADDRESSES: Interested parties may file a comment online or on paper, by following the instructions in the Request for Comment part of the **SUPPLEMENTARY INFORMATION** section below. Write: ''Social Finance, Inc.; File No. 1623197'' on your comment, and file your comment online at *https://ftcpublic.commentworks.com/ftc/socialfinanceconsent* by following the instructions on the web-based form. If you prefer to file your comment on paper, write ''Social Finance, Inc.; File No. 1623197'' on your comment and on the envelope, and mail your comment to the following address: Federal Trade Commission, Office of the Secretary, 600 Pennsylvania Avenue NW, Suite CC–5610 (Annex D), Washington, DC 20580; or deliver your comment to: Federal Trade Commission, Office of the Secretary, Constitution Center, 400 7th Street SW, 5th Floor, Suite 5610 (Annex D), Washington, DC 20024.

FOR FURTHER INFORMATION CONTACT: Evan Zullow (202–326–2914), Bureau of Consumer Protection, Federal Trade Commission, 600 Pennsylvania Avenue NW, Washington, DC 20580.

SUPPLEMENTARY INFORMATION: Pursuant to Section 6(f) of the Federal Trade Commission Act, 15 U.S.C. 46(f), and FTC Rule 2.34, 16 CFR 2.34, notice is hereby given that the above-captioned consent agreement containing a consent order to cease and desist, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period of thirty (30) days. The following Analysis to Aid Public Comment describes the terms of the consent agreement, and the allegations in the complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for October 29, 2018), on the World Wide Web, at *https://www.ftc.gov/news-events/commission-actions.*

You can file a comment online or on paper. For the Commission to consider your comment, we must receive it on or before November 28, 2018. Write ''Social Finance, Inc.; File No. 1623197'' on your comment. Your comment—including your name and your state—will be placed on the public record of this proceeding, including, to the extent practicable, on the public Commission Website, at *https://www.ftc.gov/policy/public-comments.*

Postal mail addressed to the Commission is subject to delay due to heightened security screening. As a result, we encourage you to submit your comments online. To make sure that the Commission considers your online comment, you must file it at *https://ftcpublic.commentworks.com/ftc/socialfinanceconsent* by following the instructions on the web-based form. If this Notice appears at *http://www.regulations.gov/#!home,* you also may file a comment through that website.

If you prefer to file your comment on paper, write ''Social Finance, Inc.; File No. 1623197'' on your comment and on the envelope, and mail your comment to the following address: Federal Trade Commission, Office of the Secretary, 600 Pennsylvania Avenue NW, Suite CC–5610 (Annex D), Washington, DC 20580; or deliver your comment to the following address: Federal Trade Commission, Office of the Secretary, Constitution Center, 400 7th Street SW, 5th Floor, Suite 5610 (Annex D), Washington, DC 20024. If possible, submit your paper comment to the Commission by courier or overnight service.

Because your comment will be placed on the publicly accessible FTC Website at *http://www.ftc.gov,* you are solely responsible for making sure that your comment does not include any sensitive or confidential information. In particular, your comment should not include any sensitive personal information, such as your or anyone else's Social Security number; date of birth; driver's license number or other state identification number, or foreign country equivalent; passport number; financial account number; or credit or debit card number. You are also solely responsible for making sure that your comment does not include any sensitive health information, such as medical records or other individually identifiable health information. In addition, your comment should not include any ''trade secret or any commercial or financial information which . . . is privileged or confidential''—as provided by Section 6(f) of the FTC Act, 15 U.S.C. 46(f), and FTC Rule 4.10(a)(2), 16 CFR 4.10(a)(2)—including in particular competitively sensitive information such as costs, sales statistics, inventories, formulas, patterns, devices, manufacturing processes, or customer names.

Comments containing material for which confidential treatment is requested must be filed in paper form, must be clearly labeled ''Confidential,'' and must comply with FTC Rule 4.9(c). In particular, the written request for confidential treatment that accompanies the comment must include the factual and legal basis for the request, and must identify the specific portions of the comment to be withheld from the public record. *See* FTC Rule 4.9(c). Your comment will be kept confidential only if the General Counsel grants your request in accordance with the law and the public interest. Once your comment has been posted on the public FTC Website—as legally required by FTC Rule 4.9(b)—we cannot redact or remove your comment from the FTC

Website, unless you submit a confidentiality request that meets the requirements for such treatment under FTC Rule 4.9(c), and the General Counsel grants that request.

Visit the FTC Website at *http://www.ftc.gov* to read this Notice and the news release describing it. The FTC Act and other laws that the Commission administers permit the collection of public comments to consider and use in this proceeding, as appropriate. The Commission will consider all timely and responsive public comments that it receives on or before November 28, 2018. For information on the Commission's privacy policy, including routine uses permitted by the Privacy Act, see *https://www.ftc.gov/site-information/privacy-policy.*

Analysis of Proposed Consent Order To Aid Public Comment

The Federal Trade Commission (''Commission'') has accepted, subject to final approval, an agreement containing a consent order from Social Finance, Inc. and SoFi Lending Corp. (collectively ''SoFi'').

The proposed consent order has been placed on the public record for thirty (30) days for receipt of comments by interested persons. Comments received during this period will become part of the public record. After thirty (30) days, the Commission will again review the agreement and the comments received, and will decide whether it should withdraw from the agreement and take appropriate action or make final the agreement's proposed order.

SoFi is an online lender that offers, among other credit products, student loan refinancing. The Commission's proposed complaint alleges that SoFi makes savings claims that, as detailed below, misrepresent how much money students have saved, will save, or will likely save by refinancing their student loans with SoFi.

SoFi has prominently advertised that consumers who refinance their loans with SoFi have saved large average amounts of money over the lifetime of those loans or each month. These claims overstate consumers' average savings. SoFi's calculations of its members' average savings selectively excludes large categories of consumers who would likely pay more money, instead of saving. Specifically, when SoFi calculates its members' average lifetime savings it excludes all consumers who refinance into longer term loans, most of whom actually pay more over the lifetime of the loan. Further, when SoFi calculates its members' average monthly savings it excludes all consumers who refinance into shorter term loans, most of whom actually pay more on a monthly basis. As a result, SoFi's representations significantly inflate the average savings consumers have actually achieved—sometimes even doubling the actual savings.

Additionally, when a consumer submits an application to refinance his or her student loan(s) and is presented with loan options, SoFi misrepresents that the consumer will save zero dollars when the consumer is actually expected to lose money. Specifically, if, for a fixed rate loan option, the consumer is expected to lose money over the lifetime of the loan, then SoFi falsely states that the consumer's lifetime savings will be ''$0.00.'' Likewise, if a consumer is expected to pay more on a monthly basis for a given loan option, then SoFi falsely states that the consumer's monthly savings will be ''$0.00.''

The proposed order will prevent SoFi from engaging in similar acts or practices. Part I.A. would prohibit SoFi from misrepresenting that consumers who obtain a credit product have saved, will save, or will likely save money, or a specific amount of money, over the lifetime of a credit product or over any other time period (*e.g.,* monthly), including by representing that the amount of money saved over a specific time period will be zero when consumers will instead pay more money over that specific time period. Part I.B. would also prohibit SoFi from making any of the savings claims covered by Part I.A., unless those claims are substantiated with competent and reliable evidence. Part I.C. would prohibit SoFi from misrepresenting any other material fact about the performance, benefits, or characteristics of any credit product when making a savings claim covered by Part I.A.

Parts II through VI of the proposed order are reporting and compliance provisions. Part II is an order distribution provision that requires SoFi to provide the order to current and future principals, officers, and corporate directors, as well as current and future managers, employees, agents and representatives who participate in certain duties related to the subject matter of the proposed complaint and order, and to secure statements acknowledging receipt of the order. Part III requires SoFi to submit a compliance report one year after the order is entered. It also requires SoFi to notify the Commission of corporate changes that may affect compliance obligations within 14 days of such a change.

Part IV requires SoFi to maintain and upon request make available certain compliance-related records, including certain consumer complaints and unique advertisements. Part V requires SoFi to submit additional compliance reports within 10 business days of a written request by the Commission. Part VI is a provision ''sunsetting'' the order after twenty (20) years, with certain exceptions.

The purpose of this analysis is to aid public comment on the proposed order. It is not intended to constitute an official interpretation of the complaint or proposed order, or to modify in any way the proposed order's terms.

By direction of the Commission.

Donald S. Clark,

Secretary.

Statement of Commissioner Rohit Chopra

Today, the Federal Trade Commission has issued for public comment a settlement with SoFi, an online student lender. According to the FTC's complaint, SoFi's widely disseminated advertisements have significantly exaggerated the average savings that student loan borrowers achieve when they refinance through the company. These advertisements were deceptive and I agree that SoFi's actions were unlawful, so I have voted in favor.

Our proposed resolution does not require SoFi to pay any money whatsoever for this misconduct. Ideally, SoFi would pay civil penalties for violating the law. Due to limitations in the FTC's authority, the agency cannot seek civil penalties in matters like these. However, the Consumer Financial Protection Bureau and the State Attorneys General would be able to seek penalties from SoFi under existing federal law.[1]

In future matters where we are unable to obtain monetary remedies, we should carefully consider whether partnering with other law enforcement agencies can lead to better results for consumers and deter bad actors from violating the law.

[FR Doc. 2018–24207 Filed 11–5–18; 8:45 am]

BILLING CODE 6750–01–P

FEDERAL TRADE COMMISSION

Privacy Act of 1974; System of Records

AGENCY: Federal Trade Commission (FTC).

[1] SoFi's alleged misconduct likely violated both the Federal Trade Commission Act's ban on unfair or deceptive practices and the Consumer Financial Protection Act's (CFPA) prohibition on unfair, deceptive, or abusive practices by those who offer or provide a consumer financial product or service. With some exceptions, States can enforce the CFPA and obtain remedies available under it. *See* 12 U.S.C. 5552(a).