

FinCEN Issues Interim Final Rule: Removes the Beneficial Ownership Reporting Requirements for U.S. Entities and U.S. Persons and Extends Deadline for Foreign Companies

ATTORNEYS

- Arturo J. García-Solá
- Rubén Méndez-Benabe
- Isis Carballo-Irigoyen
- Brian K. Tester
- Camila C. González-Del Toro
- Kristina S. Rodríguez-Evans
- Harold E. Soto-Fortuño

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On March 21, 2025, the Financial Crimes Enforcement Network (FinCEN) announced an interim final rule, effective immediately, that significantly narrows the scope of the Beneficial Ownership Information (BOI) reporting requirements under the Corporate Transparency Act (CTA).

What Does the Rule Do?

The interim rule immediately removes the BOI reporting requirement for all entities created in the United States, including Puerto Rico, and for all U.S. persons, including U.S. citizens residing in Puerto Rico. Specifically:

- Entities formed in the United States (previously referred to as “domestic reporting companies”) are no longer required to file, update, or correct BOI reports with FinCEN.
- U.S. persons are no longer required to be reported as beneficial owners of any entity.
- Foreign entities that qualify as “reporting companies” (i.e., entities formed under the laws of a foreign country and registered to do business in the U.S.) must continue to report only their non-U.S. beneficial owners.

These changes take immediate effect, even before the rule’s formal publication in the Federal Register.

New Deadline for Foreign Reporting Companies

Foreign reporting companies—that is, entities with one or more non-U.S. persons as beneficial owners—must still report their BOI to FinCEN. These entities now have a 30-day extension from March 21, 2025, to file their initial BOI reports.

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Foreign reporting companies with only U.S. persons as beneficial owners are exempt from BOI reporting.

What's Next

FinCEN will accept public comments on the interim final rule for 60 days and expects to issue a final rule later this year.

Foreign reporting companies should take steps to ensure compliance with the new deadline.

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