

Corporate Transparency Act – FinCEN Narrows Scope of Reporting Requirements and Extends Deadline

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Business Department Alert

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In the latest twist in the ongoing Corporate Transparency Act (“CTA”) and beneficial ownership information (“BOI”) reporting requirements saga, news^[1] came from Washington on March 21, 2025, that the Financial Crimes Enforcement Network (“FinCEN”) issued the previously promised interim final rule (“IFR”). The IFR removed the prior March 21, 2025, deadline for all reporting companies, and imposed a new deadline of April 25, 2025, only for foreign reporting companies. See 31 C.F.R. § 1010.380.^[2]

Revised Reporting Deadline for Foreign Entities

FinCEN has revised the definition of a “reporting company” to mean only those entities that are formed under the law of a foreign country, and that have registered to do business in any U.S. State or Tribal jurisdiction. Thus, only those foreign entities are now required to file BOI reports. Those foreign companies that meet the new definition of a “reporting company” and do not otherwise qualify for an exemption, must meet the new deadline of April 25, 2025.

Foreign reporting companies registered to do business before March 26, 2025, must file no later than 30 days after that date. Reporting companies registered after March 26, 2025, will have 30 calendar days to file an initial BOI report after receiving notice that their registration has become effective. See 31 C.F.R. § 1010.380(a)(1)(i)-(ii).

Public Comment Period and Outlook

FinCEN is actively seeking public comments on the IFR through May 27, 2025, as it continues to fine tune the regulation. Accordingly, further changes are possible.

By exempting domestic entities and extending the deadline for reporting foreign companies, FinCEN’s IFR seeks to harmonize Congress’ desire to increase transparency into corporate ownership with the current Administration’s stated goal to reduce administrative burdens on small businesses.^[3]

For questions regarding the CTA, please contact your White and Williams LLP attorney or the authors: Christopher F. Graham, Partner 212.714.3066, grahamc@whiteandwilliams.com; Morgan A. Goldstein, Associate, 475.977.8302, goldsteinm@whiteandwilliams.com; Sofia Villalobos Vega, Associate, 215.864.6390, vegas@whiteandwilliams.com.

[1] Please find FinCEN’s March 21, 2025 announcement of IFR here: <https://fincen.gov/news/news-releases/fincen-removes-beneficial-ownership-reporting-requirements-us-companies-and-us>

[2] FinCEN’s IFR was only published on March 26, 2025: <https://www.federalregister.gov/documents/2025/03/26/2025-05199/beneficial-ownership-information-reporting-requirement-revision-and-deadline-extension>

[3] This approach is consistent with FinCEN’s February 27, 2025, announcement. See <https://fincen.gov/news/news-releases/fincen-not-issuing-fines-or-penalties-connection-beneficial-ownership>

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questions.