

CORPORATE TRANSPARENCY ACT

Effective January 1, 2024, the Corporate Transparency Act (the “CTA”) requires most U.S. and non-U.S. companies to report their beneficial ownership information to FinCEN, a bureau of the U.S. Treasury Department. Reporting companies include corporations, limited liability companies (LLCs), partnerships, and other entities created by the filing of a document with a State, Native American Tribe or non-U.S. country. Because the reach of the CTA is extremely broad, most companies created in the U.S. or registered to do business in the U.S. should expect to have a filing requirement. Nevertheless, the CTA exempts twenty-three (23) specific types of entities from the reporting requirements, mostly highly regulated and large companies.

Beneficial Ownership Information Reports

Reporting companies are required to file an initial beneficial ownership information report (a “BOI report”) with FinCEN. The BOI report must contain information about the reporting company itself, as well as personal information about its individual company applicants and beneficial owners. A beneficial owner is an individual who, directly or indirectly, either exercises substantial control over a reporting company or owns or controls at least 25 percent of the ownership interests of the reporting company. A company applicant is an individual who directly files, or who is primarily responsible for directing or controlling the filing of, the document organizing or registering the reporting company. Each company applicant and beneficial owner's name, date of birth, address, identification number and copy of an identification document (such as a driver's license or passport) must be disclosed on the BOI report. A BOI report must be updated or corrected to the extent that previously reported information changes or is incorrect. BOI report obligations apply to existing companies formed or registered before 2024 as well as to new companies formed or registered on or after January 1, 2024.

Filing Deadlines

Reporting Companies Created or Registered	Must file Initial BOI Report
Before January 1, 2024	By January 1, 2025
In calendar year 2024	Within 90 days
On or after January 1, 2025	Within 30 days

Please contact one of our attorneys if you have any questions.

Key Contacts

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Insights

Client Alert: Navigating Corporate Transparency Act Compliance Amid Legal Challenge

December 6, 2024

Client Alert: FinCEN Extends CTA Reporting Deadlines for Reporting Companies with Principal Places of Business Located in Certain Designated Areas of Florida Impacted by Hurricane Milton

November 12, 2024

Harvard Law School Bankruptcy Roundtable "Corporate Transparency Act: Are Bankruptcy Trustees and Court Appointed Receivers Obligated to File Beneficial Ownership Information Reports with FINCEN on Behalf of Debtor Entities?"

November 5, 2024

Client Alert- Reminder: FinCEN CTA Reporting Deadline for Reporting Companies Formed Before 2024 is January 1, 2025. Are You Ready?

September 4, 2024

The Society of Trust and Estate Practitioners Features Berger Singerman in its 'Industry News' column: 'US federal district court rules Corporate Transparency Act is unconstitutional'

March 12, 2024

A Federal Court Situated in Alabama Enjoins Enforcement of Corporate Transparency Act Against Plaintiffs in that Action: What Reporting Companies Need to Know

March 6, 2024

Client Alert - Corporate Transparency Act: FinCEN Finalizes 90-Day Extension to Certain Filing Deadlines

November 30, 2023

Client Alert - Corporate Transparency Act: FinCEN Proposes 90-Day Extension to Certain Filing Deadlines

October 18, 2023

Client Alert - FinCEN Issues Final Rule on Company Applicant - Beneficial Ownership Reporting Under the Corporate Transparency Act

October 7, 2022