# Alert – New Update – Beneficial Ownership Reporting Reinstated – March 21, 2025 deadline

**FEBRUARY 24, 2025 | BY: THE LEADERSHIP TEAM**



A February 18, 2025, federal district court order stayed the last nationwide injunction against the Corporate Transparency Act (CTA), effectively reinstating FinCEN's Beneficial Ownership Information (BOI) Reporting Rule. Under this reinstatement, most reporting companies must file BOI reports by March 21, 2025, while entities with later deadlines (such as those qualifying for disaster relief) may adhere to their extended timelines.

FinCEN said in its alert that it would use the 30 days to "assess its options to further modify deadlines, while prioritizing reporting for those entities that pose the most significant national security risks. FinCEN also intends to initiate a process this year to revise the BOI reporting rule to reduce burden for lower-risk entities, including many U.S. small businesses." FinCEN also said it would provide an update "of any further modification of this deadline, recognizing that reporting companies may need additional time to comply with their BOI reporting obligations once this update is provided."

Despite ongoing federal legislation, litigation and the possibility of an appeal to the Supreme Court, we encourage those required to file to begin preparing reports now and file by the new deadline.

The Corporate Transparency Act ("CTA") was enacted into law as part of the National Defense Act for Fiscal Year 2021. The CTA requires the disclosure of the beneficial ownership information (otherwise known as "BOI") of certain entities from people who own or control a company.

The CTA is not a part of the tax code. Instead, it is a part of the Bank Secrecy Act, a set of federal laws that require record-keeping and report filing on certain types of financial transactions. Under the CTA, BOI reports will not be filed with the IRS, but with the Financial Crimes Enforcement Network (FinCEN), another agency of the Department of Treasury.

**Our Firm is not preparing these forms for clients as it is beyond the scope of our tax and attestation services. In many cases, states and industry groups consider this legal work, so we recommend that you contact your corporate counsel for assistance with CTA matters.**

## What entities are required to comply with the CTA's BOI reporting requirement?

Entities organized both in the U.S. and outside the U.S. may be subject to the CTA's reporting requirements. Domestic companies required to report include corporations, limited liability companies (LLCs) or any similar entity created by the filing of a document with a secretary of state or any similar office under the law of a state or Indian tribe.

Domestic entities that are not created by the filing of a document with a secretary of state or similar office are not required to report under the CTA.

Foreign companies required to report under the CTA include corporations, LLCs or any similar entity that is formed under the law of a foreign country and registered to do business in any state or tribal jurisdiction by filing a document with a secretary of state or any similar office.

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## Are there any exemptions from the filing requirements?

There are 23 categories of exemptions. Included in the exemptions list are publicly traded companies, banks and credit unions, securities brokers/dealers, public accounting firms, tax-exempt entities and certain inactive entities, among others. Please note these are not blanket exemptions and many of these entities are already heavily regulated by the government and thus already disclose their BOI to a government authority.

In addition, certain "large operating entities" are exempt from filing. To qualify for this exemption, the company must:

a) Employ more than 20 full-time people in the U.S.;

b) Have reported gross revenue (or sales) of over $5M from U.S. sources on the prior year's tax return; **and**

c) Be physically present in the U.S.

## Who is a beneficial owner?

Any 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 a reporting company

An individual has substantial control of a reporting company if they direct, determine or exercise substantial influence over important decisions of the reporting company. This includes any senior officers of the reporting company, regardless of formal title or if they have no ownership interest in the reporting company.

The **Small Entity Compliance Guide** defines the terms "substantial control" and "ownership interest" further.

## When must companies file?

There are different filing timeframes depending on when an entity is registered/formed or if there is a change to the beneficial owner's information.

- New entities (created/registered after 12/31/23 and before 1/1/2025) must file within 90 days
- New entities (created/registered after 12/31/24) must file within 30 days
- Existing entities (created/registered before 1/1/24) must file by 1/1/2025
- Reporting companies that have changes to previously reported information or discover inaccuracies in previously filed reports must file within 30 days

## What sort of information is required to be reported?

Companies must report the following information: full name of the reporting company, any trade name or doing business as (DBA) name, business address, state or Tribal jurisdiction of formation, and an IRS taxpayer identification number (TIN).

Additionally, information on the beneficial owners of the entity and for newly created entities, the company applicants of the entity is required. This information includes: name, birthdate, residential address, and unique identifying number and issuing jurisdiction from an acceptable identification document (e.g., a driver's license or passport) and an image of such document.

More information can be found **here**.

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