



Insights: Alert

Corporate Transparency Act Reinstated | Reporting Deadline Extended to January 13, 2025

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FinCEN DELAYS DUE DATE FOR EXISTING COMPANIES' FIRST BENEFICIAL OWNERSHIP REPORTS TO JANUARY 13, 2025

On December 23, 2024, the United States Court of Appeals for the Fifth Circuit stayed the nationwide preliminary injunction against enforcement of the federal Corporate Transparency Act (CTA) previously issued by the U.S. District Court for the Eastern District of Texas in a case challenging the constitutionality of the CTA.¹ As a result of the stay, the CTA has gone back into effect nationwide after having been suspended since December 3.

However, also on December 23, FinCEN announced that it was extending several beneficial ownership reporting deadlines, including extending the initial reporting deadline for companies formed prior to 2024 from January 1, 2025 to Monday, January 13, 2025.

Extended Deadlines

In delaying the reporting deadlines, the Department of the Treasury recognized that “reporting companies may need additional time to comply given the period when the preliminary injunction had been in effect.”

The new deadlines include the following:

Company Created/Registered in U.S.:	Prior Reporting Deadline	New Reporting Deadline
Before 1/1/24	1/1/25	1/13/25
9/4/24 – 9/24/24	12/3/24 - 12/23/24	1/13/25
12/3/24 - 12/23/24	3/3/25 - 3/23/25	3/24/25 - 4/13/25 (21 days added)
On or after 1/1/25	30 days thereafter	No change

Further details are available in FinCEN's Alert on this topic, available at fincen.gov/boi.

What Should Companies Do Now?

Our advice for the near term remains that reporting companies should prepare to file their beneficial ownership reports, but, if feasible, hold off on actually filing pending developments in both the judicial and legislative arenas. We suggest reassessing in the new year if possible.

In addition to the cases that continue to wind their way through the courts, one version of the continuing resolution considered by Congress last week to continue funding the government contained a one-year extension for CTA compliance by companies in existence prior to 2024, although that version ultimately did not become law.

CTA Background

As we have [previously reported](#), the CTA requires most privately held companies organized in the U.S. (including many non-wholly owned or controlled subsidiaries of public companies) and foreign companies that register to do business in a U.S. state to file an online report with the Treasury Department's Financial Crimes Enforcement Network (FinCEN). Among other things, the report must identify any individual who, directly or indirectly, exercises "substantial control" over the company or owns or controls 25% or more of the company. These individuals are called "beneficial owners". Our guidance on how to prepare to file beneficial ownership reports is [here](#).

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Please do not hesitate to reach out to any of our principal CTA contacts below, or to your primary Kilpatrick contact for help or further information.

Footnotes

¹ The case is Texas Top Cop Shop, Inc. v. Garland, Civil Action 4:24-CV-478 in the District Court and 24-40792 in the Fifth Circuit.

Related People



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