CLIENT ALERTS & INSIGHTS

BOI Reporting Requirements are Back; But No Penalties, For Now

MARCH 3, 2025

Authors: Marisa T. Darden, Robert J. Kolansky, Jennifer L. Stapleton, Connie A. Porter

On February 18, 2025-after a flurry of litigation and uncertainty surrounding the Corporate Transparency Act's (CTA) beneficial ownership information (BOI) reporting requirements-FinCEN set a new mandatory reporting requirement deadline of March 21, 2025 for most companies. Companies previously given a reporting deadline later than March 21, 2025 must file their initial BOI report by the later deadline. Companies formed or registered on or after February 18, 2025 must file within 30 days of creation or registration.

This announcement came in response to a decision by the United States District Court for the Eastern District of Texas lifting the nationwide injunction which halted enforcement of the CTA's beneficial BOI reporting requirements. *See Smith et al. v. United States Department of the Treasury, 6:24-cv-00336 (Feb. 17, 2025).*

On February 27, 2025, FinCEN announced that it will not issue any fines or penalties, or otherwise take enforcement action, against any companies for failure to file or update BOI reports by the current deadlines until a forthcoming interim final rule is effective. FinCEN represented that no later than March 21, 2025, it will issue an interim final rule extending and finalizing BOI reporting deadlines.

Companies should continue working with knowledgeable counsel to comply with BOI reporting requirements. If you have questions regarding the CTA or the impact of the multiple ongoing cases, the White Collar and Corporate & Securities Practice Groups at Benesch are here to help.

Marisa T. Darden at mdarden@beneschlaw.com or 216.363.4440.

Robert J. Kolansky at rkolansky@beneschlaw.com or 216.363.4575.

Jennifer L. Stapleton at jstapleton@beneschlaw.com or 216.363.4428.

Connie A. Porter at cporter@beneschlaw.com or 216.363.4433.