



FinCEN Suspends March 21, 2025 Filing Deadline and Narrows Scope of Corporate Transparency Act Enforcement to Foreign Entities Only

On March 2, 2025, the U.S. Department of the Treasury announced its suspension of the Corporate Transparency Act (CTA) filing deadline for U.S. citizens, domestic reporting companies and their beneficial owners and ***its commitment to issue a proposed rulemaking that will narrow the scope of the CTA reporting obligations to foreign reporting companies.*** The filing deadline had previously been extended to March 21, 2025.

The U.S. Department of the Treasury's March 2, 2025 press release ([click here](#)) comes on the heels of another recent update from Financial Crimes Enforcement Network (FinCEN), an arm of the U.S. Department of the Treasury. On February 27, 2025, FinCEN announced that it would "not issue any fines or penalties or take any other enforcement actions against any companies based on any failure to file or update beneficial ownership information (BOI) reports pursuant to CTA by the current deadlines." FinCEN, citing a need to expedite and clarify guidance while also balancing the original intent of the CTA – to collect BOI critical to enhancing national security, intelligence, and law enforcement activities – promised to issue a final, more robust rule on or before March 21, 2025. "Foreign reporting companies" as the term is defined in the CTA, refers to entities (including corporations and limited liability companies) that are formed under the laws of a foreign country but have registered to do business in the United States by filing a document with a state secretary or similar office. FinCEN, nor the Treasury, has advised whether they will tailor the definition of foreign reporting company to accompany the change in CTA scope.

As of the date of this law alert, compliance with the CTA by U.S. citizens, domestic reporting companies and their beneficial owners is not required. Foreign reporting companies must still comply with the CTA. However, FinCEN will not enforce any penalties or fines against foreign reporting companies until FinCEN issues its updated rulemaking.

These announcements follow a string of other recent CTA-related developments:

- On February 10, 2025, the House unanimously passed a bipartisan bill, H.R. 736, that would — if approved in the Senate and signed by the President into law — extend the report deadline for existing entities (foreign and domestic) to January 1, 2026.
- On, February 17, 2025, the decision in *Smith v. United States Department of the Treasury* from the Eastern District of Texas, which you can read more about [here](#), lifted the remaining nationwide preliminary injunction on CTA enforcement. This decision followed the Supreme Court's stay of the injunction in *Texas Top Cop Shop, Inc., et al. v. Merrick Garland, et al.*, which you can read more about [here](#).

At this time, FinCEN has not provided guidance regarding the status of BOI reports previously submitted and whether that information can or will be utilized by the federal government. RMF will continue to track developments and provide regular updates. If you have any questions or would like to discuss how this applies to your business, please contact:

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