BRACEWELL

INSIGHTS

FTC Announces 2024 Increase in HSR Notification Thresholds and Filing Fees

February 5, 2024

*By: **Daniel E. Hemli** and **Jacqueline R. Java***

The Federal Trade Commission (FTC) has announced the annual revisions to the Hart-Scott-Rodino Antitrust Improvements Act (HSR Act) thresholds and HSR filing fees, which will become effective on March 6, 2024. The revised thresholds will apply to any merger or acquisition closing on or after the effective date.

The FTC is required to adjust the HSR thresholds annually based upon the change in gross national product. This year, the change in the "size of transaction" threshold has increased from $111.4 million to $119.5 million.

Under the HSR Act, when a deal satisfies the "size of person" and "size of transaction" thresholds, and no exemption from reporting is available, the deal must be reported to the FTC and the US Department of Justice, and the parties must wait for a designated period of time before closing the transaction.

Size of Person. The revised size of person thresholds will generally be met if one party involved in the deal has assets or annual sales totaling $239 million or more and one other party involved in the deal has assets or annual sales of at least $23.9 million. Satisfaction of the size of person thresholds is not required, however, if the transaction is valued at more than $478 million.

Size of Transaction. The revised size of transaction threshold will be met if the buyer will hold an aggregate amount of stock, non-corporate interests and/or assets of the seller valued at more than $119.5 million as a result of the deal.

The notification thresholds applicable to purchases of voting securities will increase as follows:

February 1, 2001 Thresholds (Original)	Current Thresholds as of February 27, 2023	New Thresholds Effective March 6, 2024
$50 million	$111.4 million	$119.5 million
$100 million	$222.7 million	$239 million

$500 million	$1.1137 billion	$1.195 billion
25% if worth more than $1 billion	25% if worth more than $2.2274 billion	25% if worth more than $2.39 billion
50% if worth more than $50 million	50% if worth more than $111.4 million	50% if worth more than $119.5 million

The thresholds applicable to many exemptions, including those governing foreign acquisitions, also will increase. However, the $500 million threshold applicable to acquisitions of producing oil and gas reserves and associated assets will not change.

The civil penalty for failing to comply with the notification and waiting period requirements of the HSR Act has also increased to up to $51,744 per day for each day a party is in violation.

HSR Filing Fees. Additionally, the HSR filing fee thresholds and filing fee amounts have increased as follows:

Original Filing Fee	Original Applicable Size of Transaction	2024 Adjusted Filing Fee	2024 Adjusted Applicable Size of Transaction
$30,000	Less than $161.5 million	$30,000	Less than $173.3 million
$100,000	Not less than $161.5 million but less than $500 million	$105,000	Not less than $173.3 million but less than $536.5 million
$250,000	Not less than $500 million but less than $1 billion	$260,000	Not less than $536.5 million but less than $1.073 billion
$400,000	Not less than $1 billion but less than $2 billion	$415,000	Not less than $1.073 billion but less than $2.146 billion
$800,000	Not less than $2 billion but less than $5 billion	$830,000	Not less than $2.146 billion but less than $5.365 billion
$2,250,000	$5 billion or more	$2,335,000	$5.365 billion or more

The new fees also will become effective on March 6, 2024.