

## Revised 2024 jurisdictional thresholds and filing fees under the HSR Act

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The Federal Trade Commission (FTC) announced revised Hart-Scott-Rodino Act (HSR) reporting thresholds and filing fee amounts, up to a \$2.335 million fee for the largest deals. Under the new thresholds, a transaction is reportable if, due to the transaction, the acquiring person will hold voting securities, assets, or non-corporate interests valued over \$119.5 million. The changes will apply to transactions closing on or after the effective date, expected to be on or after February 23, 2024.

In summary, the relevant HSR reporting thresholds are:

Threshold	Original amount	2024 adjusted threshold
Size of Transaction	\$50 million	\$119.5 million
Size of Person (if applicable)	\$10 million and \$100 million	\$23.9 million and \$239 million
Size of Transaction above which Size of Person Test does not apply	\$200 million	\$478 million

Corresponding increases will also apply to certain other thresholds and exemptions under the HSR Act. The complete list of revised HSR thresholds will be available in the [Federal Register](#) and on the FTC's website.<sup>1</sup>

The effective date for these updated reporting thresholds and filing fee amounts will be 30 days after publication of the Commission notice in the Federal Register, which is expected to be January 23 or shortly thereafter.

For reportable transactions, the acquiring person's holdings must cross the threshold with respect to which the HSR notification is made within one year of the expiration or early termination of the HSR waiting period. Once the acquiring person has crossed the applicable threshold during the first year, any additional acquisitions by the same acquiring person of the same issuer's voting securities will be exempt from notification during the five years following the expiration or early termination of the waiting period, up to the highest value of the threshold range for which the HSR notification was made. For purposes of this exemption, any subsequent acquisition by the acquiring person would be subject to the adjusted thresholds in effect when the subsequent acquisition is consummated.

Prior to 2023, there were only three tiers of filing fee amounts and the amount of the HSR filing fee had remained the same for several years. In 2023, however, as mandated in the 2023 Consolidated Appropriations Act, the FTC announced new filing fees based on the size of the proposed transaction. These revisions lower the filing fee amount for smaller transactions, while increasing substantially the fee for larger transactions. The updated 2024 amounts raise both the transaction threshold amounts for each fee range, and most of applicable fees themselves, from last year.

The proposed fees, which would take effect 30 days after publication, are below.

<b>2023 Values</b>		<b>2024 Revised Values</b>	
<b>Transaction value thresholds</b>	<b>Filing fee</b>	<b>Transaction value thresholds</b>	<b>Filing fee</b>
Less than \$161.5 million	\$30,000	Less than \$173.3 million	\$30,000
Not less than \$161.5 million but less than \$500 million	\$100,000	Not less than \$173.3 million but less than \$536.5 million	\$105,000
Not less than \$500 million but less than \$1 billion	\$250,000	Not less than \$536.5 million but less than \$1.073 billion	\$260,000
Not less than \$1 billion but less than \$2 billion	\$400,000	Not less than \$1.073 billion but less than \$2.146 billion	\$415,000
Not less than \$2 billion but less than \$5 billion	\$800,000	Not less than \$2.146 billion but less than \$5.365 billion	\$830,000
\$5 billion or more	\$2,250,000	\$5.365 billion or more	\$2,335,000

The antitrust agencies proposed a major overhaul of the HSR filing requirements in June of 2023.<sup>2</sup> The FTC and DOJ accepted public comments on the proposed rulemaking until September 23, 2023, but have not yet published the final rules and form requirements, which must also undergo review by the Office of Management and Budget (OMB) under the Paperwork Reduction Act, and may well be challenged in federal court by interested parties. If implemented as proposed, the amendments are anticipated to require transacting parties to provide significantly more information and documents to the agencies, which will require more up-front preparation from the parties.

If you have any questions regarding the matters covered in this publication, please reach out to any of the lawyers listed below or your usual Davis Polk contact.

**D. Jarrett Arp**

+1 202 962 7150  
jarrett.arp@davispolk.com

**Arthur J. Burke**

+1 212 450 4352  
+1 650 752 2005  
arthur.burke@davispolk.com

**Ronan P. Harty**

+1 212 450 4870  
ronan.harty@davispolk.com

**Gregory S. Morrison**

+1 212 450 3455  
gregory.morrison@davispolk.com

**Ilana M. Rice**

+1 202 962 7139  
ilana.rice@davispolk.com

**Suzanne Munck af Rosenschold**

+1 202 962 7146  
suzanne.munck@davispolk.com

**Howard Shelanski**

+1 202 962 7060  
howard.shelanski@davispolk.com

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<sup>1</sup> For instance, the jurisdictional thresholds for interlocking directorates under Section 8 of the Clayton Act are \$48,559,000 (originally \$10 million) and \$4,855,900 (originally \$1 million). See *Revised 2024 jurisdictional thresholds for interlocking directorates*, Davis Polk & Wardwell LLP (January 17, 2024) <https://www.davispolk.com/insights/client-update/revised-2024-jurisdictional-thresholds-interlocking-directorates>.

Overall, any reference to HSR transaction thresholds has been adjusted as follows:

Original threshold	2024 adjusted threshold
\$10 million	\$23.9 million
\$50 million	\$119.5 million
\$100 million	\$239 million
\$110 million	\$262.9 million
\$200 million	\$478 million
\$500 million	\$1.195 billion
\$1 billion	\$2.39 billion

<sup>2</sup> *U.S. antitrust agencies propose extensive overhaul of HSR filing requirements*, Davis Polk & Wardwell LLP (June 28, 2023), <https://www.davispolk.com/insights/client-update/us-antitrust-agencies-propose-extensive-overhaul-hsr-filing-requirements>.