

PUBLICATION

CTA Deadlines Are Back

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Overview

Our previous client alerts have addressed the ongoing legal challenges and delays related to the Corporate Transparency Act (CTA). The CTA is a federal law that requires certain U.S. companies to report their beneficial ownership information (BOI) to the Financial Crimes Enforcement Network (FinCEN), a bureau of the Department of the Treasury. The CTA aims to prevent the misuse of U.S. companies for money laundering, terrorism financing, tax evasion, and other illicit activities by enhancing the transparency and accountability of the U.S. corporate system.

The most recent development is the February 17, 2025, decision by the U.S. District Court for the Eastern District of Texas in *Smith et al. v. U.S. Department of the Treasury et al.*, 6:24-cv-00336 (E.D. Tex.), which lifted a nationwide injunction that had temporarily blocked the BOI reporting requirements. As a result, the BOI reporting requirements are once again back in effect, but with some modifications and extensions.

New Deadlines

FinCEN is generally extending the deadline by 30 calendar days from February 19, 2025, for most reporting companies to file their initial, updated, and/or corrected BOI reports. The new deadline for most reporting companies is now **March 21, 2025**. However, FinCEN may further modify this deadline, depending on its assessment of the national security risks posed by different types of entities. FinCEN also plans to revise the BOI reporting rule later this year to "reduce the burden for lower-risk entities, including many U.S. small businesses." <https://boiefiling.fincen.gov/>

Some reporting companies may have a deadline different from the March 21, 2025, deadline, depending on their specific circumstances. For example, reporting companies that were previously given a later deadline due to certain disaster relief extensions should follow their original deadline, not the March deadline. Additionally, all reporting companies formed after February 19, 2025, will now have an initial filing deadline that is 30 days from the date of their formation.

Congress In Motion

While the Department of the Treasury is working to implement the CTA, Congress has shown strong bipartisan support for amending the law to extend the deadline and provide more time and flexibility for reporting companies. The House of Representatives passed H.R. 736, *Protect Small Businesses from Excessive Paperwork Act of 2025* on February 10, 2025, without a single dissenting vote (408-0), which would extend the reporting deadline to January 1, 2026, for all reporting companies formed prior to 2024. A companion Senate bill was introduced on February 11, 2025. Notably, this law, if passed, would **not** affect the reporting deadlines for companies formed **on or after January 1, 2024**.

Action Items

Reporting companies should immediately begin making a plan to comply with these new deadlines, by analyzing their obligations, collecting relevant information from their owners, and preparing BOI reports.

Additionally, companies should continue to monitor the ongoing developments of the CTA and the BOI reporting requirements and consult with their legal and tax advisors to ensure compliance.

If you have questions or concerns regarding this alert, please reach out to [Jake Farrar](#), [Lucas Lopez](#), or any member of Baker Donelson's [Business and Corporate](#) team.