

# BOI Reporting Rules Back On

## Cross References

- FIN-2025-CTA1, February 18, 2025

The latest FinCEN update from their website reads as follows.

With the February 18, 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.), beneficial ownership information (BOI) reporting requirements under the Corporate Transparency Act (CTA) are once again back in effect. However, because the Department of the Treasury (Treasury) recognizes that reporting companies may need additional time to comply with their BOI reporting obligations, FinCEN is generally extending the deadline 30 calendar days from February 19, 2025, for most companies.

Notably, in keeping with Treasury's commitment to reducing regulatory burden on businesses, during this 30-day period FinCEN will assess its options to further modify deadlines, while prioritizing reporting for those entities that pose the most significant national security risks. FinCEN also intends to initiate a process this year to revise the BOI reporting rule to reduce burden for lower-risk entities, including many U.S. small businesses.

## Updated Deadlines

- For the vast majority of reporting companies, the new deadline to file an initial, updated, and/or corrected BOI report is now March 21, 2025. FinCEN will provide an update before then of any further modification of this deadline, recognizing that reporting companies may need additional time to comply with their BOI reporting obligations once this update is provided.
- Reporting companies that were previously given a reporting deadline later than the March 21, 2025 deadline must file their initial BOI report by that later deadline. For example, if a company's reporting deadline is in April 2025 because it qualifies for certain disaster relief extensions, it should follow the April deadline, not the March deadline.
- As indicated in the alert titled "Notice Regarding National Small Business United v. Yellen, No. 5:22-cv-01448 (N.D. Ala.)," Plaintiffs in *National Small Business United v. Yellen*, No. 5:22-cv 01448 (N.D. Ala.)—namely, Isaac Winkles, reporting companies for which Isaac Winkles is the beneficial owner or applicant, the National Small Business Association, and members of the National Small Business Association (as of March 1, 2024)—are not currently required to report their beneficial ownership information to FinCEN at this time.

Reporting companies can report their beneficial ownership information directly to FinCEN, free of charge, using FinCEN's e-filing system available at <https://boiefiling.fincen.gov>. More information is available at [fincen.gov/boi](https://fincen.gov/boi).

**Background.** On January 7, 2025, the U.S. District Court for the Eastern District of Texas issued an order staying FinCEN's regulations implementing the BOI reporting requirements, precluding FinCEN from requiring BOI reporting or otherwise enforcing the CTA's

requirements. On February 5, 2025, the U.S. Department of Justice—on behalf of Treasury—filed a notice of appeal of the district court’s order and, in parallel, requested a stay of the order during the appeal.

On February 18, 2025, the court agreed to stay its January 7, 2025, order until the appeal is completed. Given this decision, FinCEN’s regulations implementing the BOI reporting requirements of the CTA are no longer stayed. Thus, subject to any applicable court orders, BOI reporting is now mandatory, but FinCEN is providing additional time for companies to report.