

Annual HSR Threshold Adjustments Announced for 2022

FTC adjusts the Hart-Scott-Rodino Act size thresholds, raising the minimum size for reportable acquisitions to \$101 million.¹

On January 21, 2022, the Federal Trade Commission (FTC) announced new jurisdictional thresholds for the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR). The FTC is required to adjust the thresholds annually, based on the change in gross national product. These increases were published in the Federal Register and are effective for all transactions closing on or after February 23, 2022.

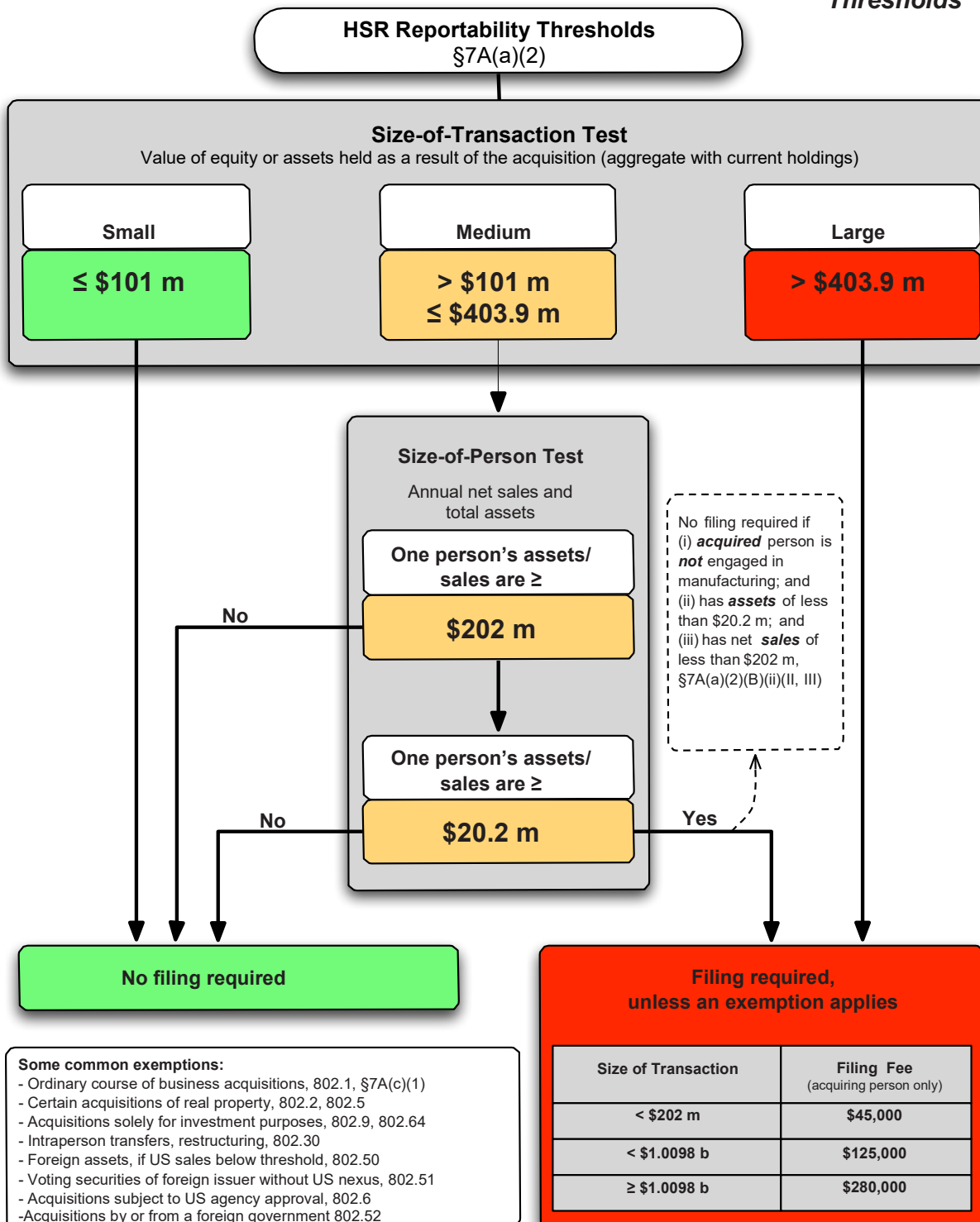
The new thresholds will:

- Increase the minimum size-of-transaction test to \$101 million; this means acquisitions of \$101 million or less will not be reportable
- Increase the transaction size to which the size-of-persons test applies to \$403.9 million; this means acquisitions of more than \$403.9 million will be reportable regardless of the size of the parties unless an exemption applies
- Increase the size-of-persons test to \$20.2 million and \$202 million; this means that acquisitions of \$403.9 million or less are not reportable unless one person has assets or annual net sales of \$20.2 million or more and the other person has assets or annual net sales of \$202 million or more. The size-of-person test for an acquired person that is not engaged in manufacturing is sales of \$202 million or assets of \$20.2 million.

The new thresholds for 2022 are set out below. The chart on the next page illustrates the application of the HSR thresholds and lists the filing fee amounts, which remain unchanged.

| Original Threshold | New Threshold |
|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| <i>Size-of-transaction</i> \$50 million | \$101 million |
| <i>Size-of-persons</i> \$10 million and \$100 million | \$20.2 million and \$202 million |
| <i>Transaction size above which size-of-persons test is inapplicable</i> \$200 million | \$403.9 million |
| <i>Notification thresholds</i> \$50 million \$100 million \$500 million 25% of stock worth \$1 billion | \$101 million \$202 million \$1.0098 billion \$2.0196 billion |
| <i>Filing fee thresholds</i> \$50 million \$100 million \$500 million | \$101 million \$202 million \$1.0098 billion |

**2022 Adjusted
Thresholds**



Sources: HSR Act (§7A Clayton Act, 15 USC §18a), Coverage Rules and Exemption Rules (16 CFR Parts 801 and 802)

If you have any questions about this *Client Alert*, please contact one of the authors listed below or the Latham lawyer with whom you normally consult:

Lindsey S. Champlin

lindsey.champlin@lw.com
+1.202.637.2122
Washington, D.C.

Alan J. Devlin

alan.devlin@lw.com
+1.202.637.1071
Washington, D.C.

Joshua N. Holian

joshua.holian@lw.com
+1.415.646.8343
San Francisco

Amanda P. Reeves

amanda.reeves@lw.com
+1.202.637.2183
Washington, D.C.

Britton Dale Davis

britton.davis@lw.com
+1.202.654.7103
Washington, D.C.

Peter M. Todaro

peter.todaro@lw.com
+1.202.637.2380
Washington, D.C.

Ian R. Conner

ian.conner@lw.com
+1.202.637.1042
Washington, D.C.

Michael G. Egge

michael.egge@lw.com
+1.202.637.2285
Washington, D.C.

Hanno F. Kaiser

hanno.kaiser@lw.com
+1.858.509.8458
+1.415.391.0600
San Diego / San Francisco

E. Marcellus Williamson

marc.williamson@lw.com
+1.202.637.2200
Washington, D.C.

Patrick C. English

patrick.english@lw.com
+1.202.637.1030
Washington, D.C.

Jason D. Cruise

jason.cruise@lw.com
+1.202.637.1033
Washington, D.C.

Kelly Smith Fayne

kelly.fayne@lw.com
+1.415.646.7897
San Francisco

Farrell J. Malone

farrell.malone@lw.com
+1.202.637.1024
Washington, D.C.

Jason L. Daniels

jason.daniels@lw.com
+1.415.646.7857
San Francisco

Joseph A. Simei

joseph.simei@lw.com
+1.202.637.2147
Washington, D.C.

You Might Also Be Interested In

[Biden Executive Order and Policy Shifts Herald Era of Expanded Antitrust Enforcement](#)

[US Senate Bill Would Reshape Antitrust Enforcement and Litigation](#)

[DOJ's First Criminal Charges for Wage-Fixing and No-Poach Labor Agreements: 6 Key Takeaways](#)

Client Alert is published by Latham & Watkins as a news reporting service to clients and other friends. The information contained in this publication should not be construed as legal advice. Should further analysis or explanation of the subject matter be required, please contact the lawyer with whom you normally consult. The invitation to contact is not a solicitation for legal work under the laws of any jurisdiction in which Latham lawyers are not authorized to practice. A complete list of Latham's *Client Alerts* can be found at www.lw.com. If you wish to update your contact details or customize the information you receive from Latham, [visit our subscriber page](#).

Endnotes

¹ All values are in US\$.