

Annual HSR Threshold Adjustments Announced for 2023

FTC adjusts the Hart-Scott-Rodino Act size thresholds, raising the minimum size for reportable acquisitions to \$111.4 million.¹

On January 23, 2023, the Federal Trade Commission (FTC) announced new jurisdictional thresholds for the Hart-Scott-Rodino Act (HSR). The FTC is required to adjust the thresholds annually based on the change in gross national product. The FTC also announced the new HSR filing fees enacted as part of the 2023 Consolidated Appropriations Act.² In future years, the new filing fee amounts will increase based on the consumer price index. The increased HSR thresholds apply to transactions closing on or after February 27, 2023, and the new filing fees apply to HSR filings submitted on or after February 27, 2023.

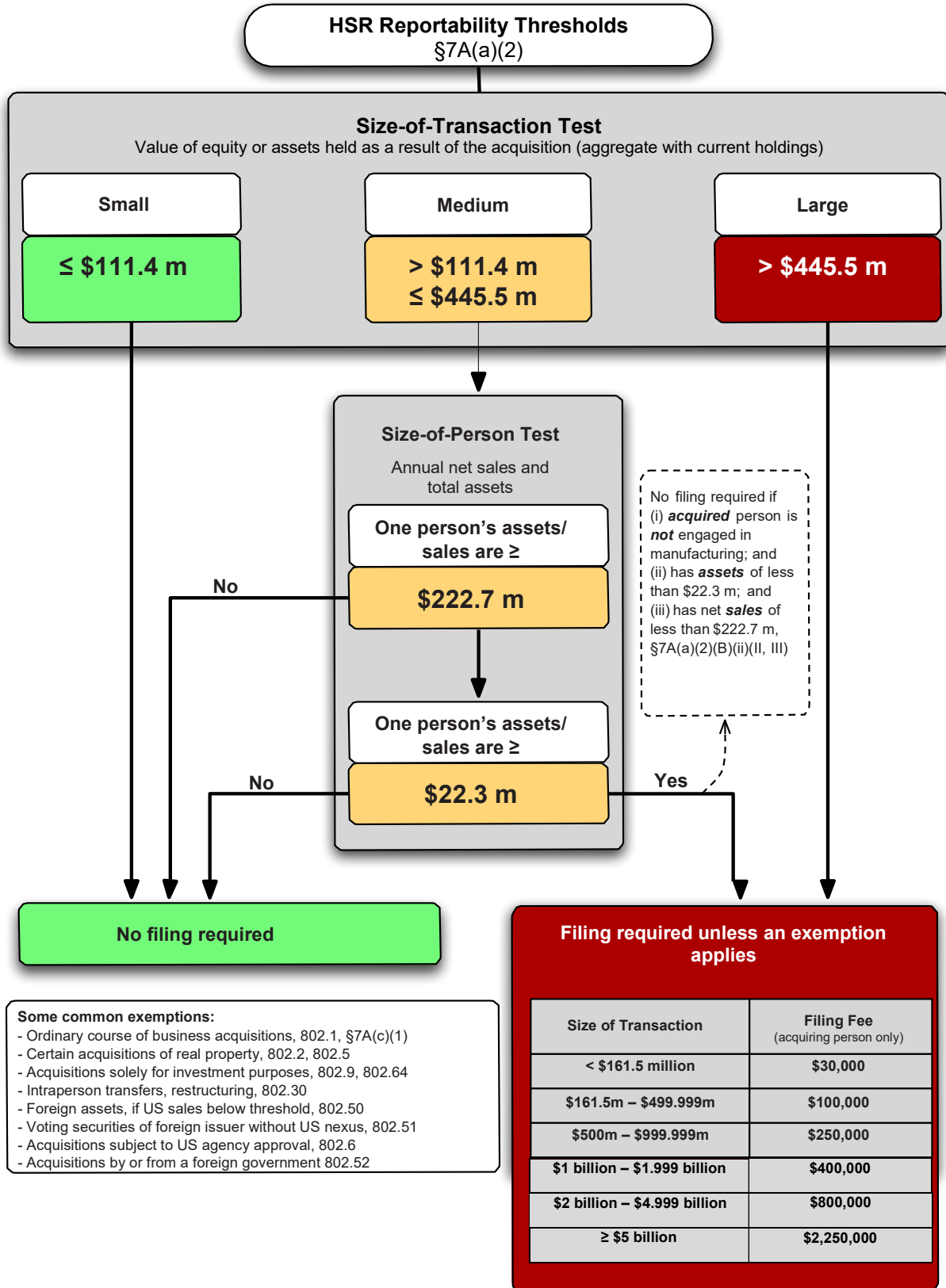
The new thresholds will:

- Increase the minimum size-of-transaction test to \$111.4 million. Therefore, acquisitions of \$111.4 million or less will not be reportable.
- Increase the transaction size to which the size-of-persons test applies to \$445.5 million. Acquisitions of more than \$445.5 million will be reportable regardless of the size of the parties unless an exemption applies.
- Increase the size-of-persons test to \$22.3 million and \$222.7 million. Acquisitions of \$445.5 million or less are not reportable unless one person has assets or annual net sales of \$22.3 million or more and the other person has assets or annual net sales of \$222.7 million or more. The size-of-person test for an acquired person not engaged in manufacturing is sales of \$222.7 million or assets of \$22.3 million.

The new thresholds for 2023 are below. The chart on the next page illustrates how the HSR thresholds will apply and lists the new filing fee amounts.

	Original Threshold	New Threshold
Size-of-transaction	\$50 million	\$111.4 million
Size-of-persons	\$10 million and \$100 million	\$22.3 million and \$222.7 million
Transaction size above which size-of-persons test does not apply	\$200 million	\$445.5 million
Notification thresholds	\$50 million \$100 million \$500 million 25% of stock worth \$1 billion	\$111.4 million \$222.7 million \$1.1137 billion \$2.2274 billion

2023 Adjusted Thresholds



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Endnotes

¹ All values are in US\$.

² See Latham’s [Client Alert 3046 - US Legislation Implements New Filing Fees, Adds Foreign Subsidy Disclosure Requirements to HSR Rules](#).