

January 26, 2017

FTC Announces Increased HSR Thresholds

The Federal Trade Commission has announced revised jurisdictional and filing fee thresholds under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (“the Act”), as amended. The new thresholds under the Act represent an approximately 3% increase from last year, when the thresholds were increased over 2015 thresholds based on changes in the gross national product.

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Transactions closing on or after **February 27, 2017** will be subject to the following revised thresholds:

- **Size-of-Transaction Test:** The \$50 million (as adjusted) threshold used in the size-of-transaction test will increase from \$78.2 million to \$80.8 million.
- **Size-of-Persons Test:** The \$10 million (as adjusted) and \$100 million (as adjusted) sales and assets thresholds used in the size-of-persons test will increase from \$15.6 million to \$16.2 million and from \$156.3 million to \$161.5 million, respectively. The \$200 million (as adjusted) threshold, below which the size-of-persons test applies, will increase from \$312.6 million to \$323 million.
- **Filing Fees:** The filing fees under the Act are not revised under these changes, but the filing thresholds based upon the value of assets or voting securities that trigger each fee will be revised as follows:

Value of Transaction	Filing Fee
In excess of \$80.8 million but less than \$161.5 million (previously \$78.2 million but less than \$156.3 million)	\$45,000
\$161.5 million or greater but less than \$807.5 million (previously \$156.3 million but less than \$781.5 million)	\$125,000
\$807.5 million or more (previously \$781.5 million or more)	\$280,000

Other value limitations contained in the HSR coverage and exemption rules have also been adjusted. The FTC has also increased the civil penalties for noncompliance with the HSR Act to \$40,654 (previously \$40,000) for each day during which a person is in violation of the Act.

The revised jurisdictional thresholds will remain in effect until the next adjustment issued by the FTC, which is expected in the first quarter of 2018.

For additional information regarding HSR jurisdictional thresholds and reporting requirements, please feel free to contact any member of Ropes & Gray’s [Antitrust](#) Practice Group.