

## Memorandum

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### Revised HSR Act Thresholds and Increased Filing Fees

January 20, 2026

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The Federal Trade Commission (“FTC”) has announced revised monetary thresholds for the Hart-Scott-Rodino Antitrust Improvement Act of 1976 (“HSR Act”), as well as adjustments to the HSR filing fees. The revised thresholds were published in the Federal Register on January 16, 2026 and will be effective on February 17, 2026, applying to all transactions that close on or after that date. The new HSR filing fees will also go into effect on the same date.

#### HSR Notification Thresholds

The primary revisions to the thresholds are increases to the “size-of-transaction” and “size-of-person” tests for filing under the HSR Act. Most notably, transactions valued at \$133.9 million or less will not be reportable under the HSR Act. The thresholds are tied to GNP, and this is an increase from last year’s threshold (\$126.4 million). With respect to the size-of-person thresholds, acquisitions valued above \$133.9 million but less than \$535.5 million generally will be reportable if one party has annual net sales or total assets of at least \$267.8 million and the other has annual net sales or total assets of at least \$26.8 million. Acquisitions valued at or above \$535.5 million will be reportable without regard to the sales or assets of the parties.

The revisions will also increase the notification thresholds for acquisitions of additional voting securities from the same party (*i.e.*, when an investor increases its shareholding in a company). Notifications will be required at each of the following thresholds: \$133.9 million; \$267.8 million; \$1.339 billion; 25% of the shares if the value of shares to be held is above \$2.678 billion; and 50% of the shares if their value is above \$133.9 million.

Finally, the dollar amounts used for determining the applicability of certain exemptions to filing have also been adjusted to reflect the new thresholds, where indicated by the term “as adjusted” in the HSR rules.

#### HSR Filing Fees

In addition to annual changes in the thresholds, under the Merger Filing Modernization Act of 2022, the filing fees for reportable transactions also adjust annually to reflect changes in the gross national product and in the consumer price index.

The adjusted filing fee schedule will be as follows:

Transaction Value Greater Than or Equal to	New Fee
> \$133.9 million	\$35,000
\$189.6 million	\$110,000
\$586.9 million	\$275,000
\$1.174 billion	\$440,000
\$2.347 billion	\$875,000
\$5.869 billion	\$2,460,000

For further information regarding the issues raised above or any other aspects of the HSR Act and rules, please contact:

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