

Locke Lord QuickStudy: 2024 HSR Thresholds Announced by FTC

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The FTC has **increased** the HSR filing thresholds for transactions that will **close on or after a date in the last week of February, to be determined**. The new 2024 thresholds are as follows:

Size-of-parties thresholds: **\$23.9M** and **\$239.0M** (up from **\$22.3M** and **\$222.7M** in 2023)

Smaller size-of-transaction threshold (which requires size-of-parties thresholds to be met in order to trigger the filing requirement): **\$119.5M** (up from **\$111.4M** in 2023)

Larger size-of-transaction threshold (which triggers a filing requirement regardless of the size-of-parties): **\$478M** (up from **\$445.5M** in 2023)

The HSR filing fee thresholds have also changed. Fees range from \$30,000 for the smallest transactions (down from the prior fee of \$45,000) up to \$2.25 million for transactions valued at \$5.365 billion or more (up from the previous high of \$280,000), with fees escalating as deal size increases. The fee required for a particular transaction will be determined based on the below chart. Other HSR-related thresholds were adjusted by the FTC as well.

| FILING FEE | SIZE OF TRANSACTION AS DETERMINED UNDER SECTION 7A(a)(2) OF THE ACT |
|------------|---|
| \$30,000 | less than \$173.3 million |
| \$100,000 | not less than \$173.3 million but less than |

\$536.5 million

| | |
|----------------|--|
| \$250,000 | not less than \$536.5 million but less than \$1.073 billion |
| \$400,000 | not less than \$1.073 billion but less than \$2.146 billion |
| \$800,000 | not less than \$2.146 billion but less than \$5.365 billion |
| \$2.25 million | \$5.365 billion or more |

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