

# KIRKLAND & ELLIS

Kirkland Alert

## Revised Hart-Scott-Rodino Act Thresholds & Civil Penalty Amounts Announced

05 February 2021

The Federal Trade Commission (“FTC”) announced revisions to the Hart-Scott-Rodino (“HSR”) Act filing thresholds on February 2, 2021. The new thresholds are effective for any transactions closing on or after March 4, 2021. The HSR Act requires annual adjustment of the thresholds based on the change in the U.S. gross national product. This year, all thresholds will **decrease to \$92 million** from the prior year’s threshold of \$94 million.

Under the new thresholds, and subject to certain exemptions, HSR forms must be filed when, as a result of an acquisition, the buyer will hold assets, voting securities, and/or non-corporate interests valued in excess of \$92.0 million and the transaction involves parties with annual net sales or total assets valued at \$18.4 million or more and \$184.0 million or more, respectively. If the value of the assets, voting securities and/or non-corporate interests to be held after the acquisition will exceed \$368.0 million, then – again, subject to certain exemptions – HSR forms must be submitted regardless of the size of the parties.

The chart below summarizes the original thresholds set forth in the HSR Act and regulations, as well as last year’s and the new thresholds.

	Original Thresholds	2020 Thresholds	New 2021 Thresholds
Size-of-Transaction	\$50 million	\$94.0 million	\$92.0 million
	\$200 million	\$376.0 million	\$368.0 million
Size-of-Person	\$10 million	\$18.8 million	\$18.4 million
	\$100 million	\$188.0 million	\$184.0 million

Filing fees have not changed and apply to the new thresholds as follows:

Transaction Value	Filing Fee
Greater than \$92.0 million but less than \$184.0 million	\$45,000
Greater than or equal to \$184.0 million but less than \$919.9 million	\$125,000
\$919.9 million or more	\$280,000

The FTC also has announced an increase in the maximum civil penalty amounts for HSR violations from \$43,280 per day to \$43,792 per day, effective January 11, 2021. The FTC is required by law to adjust the HSR penalty amounts and various other civil penalty amounts annually for inflation based on the percentage change in the Consumer Price Index.

Note there is *no change* in dollar values with respect to either (i) the \$500 million exemption in connection with the acquisition of reserves of oil, natural gas, shale or tar sands, or rights to reserves of oil, natural gas, shale or tar sands and associated exploration or production assets or (ii) the \$200 million exemption in connection with the acquisition of reserves of coal, or rights to reserves of coal and associated exploration or production assets.

Prior to the publication of the adjusted HSR Act thresholds, the period for public comments on proposed changes to the HSR Rules closed on February 1, 2021. For additional information describing the proposed, please see [our summary here](#).

Application of the HSR thresholds to a transaction involves detailed knowledge of the HSR Act and its implementing regulations. If you have any questions regarding the HSR Act, the new thresholds or whether a transaction is subject to HSR reporting, please contact the authors listed below or your usual Kirkland contact.

## Related Professionals

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## Related Services

### Practices

- Antitrust & Competition
- Transactional

## Suggested Reading

- 19 January 2021 Kirkland Alert 2021 EU Antitrust Update
- 19 January 2021 Kirkland Alert Commerce Department Issues Interim Rule to Restrict Information and Communications Technology and Services Supply Chain Transactions with “Foreign Adversaries”
- 13 January 2021 Kirkland Alert Trump Administration Comes to a Close Amidst a Flurry of Export Controls and Associated Regulatory Developments, Primarily Targeting China

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