

February 28, 2025

## Services

[Business, Corporate & Securities](#)

### Corporate Transparency Act: Now They Are Just Messing With Us

Late on February 27, 2025, the United States Department of the Treasury's Financial Crimes Enforcement Network ("FinCEN") issued a new statement regarding the Corporate Transparency Act ("CTA"). This new statement can be found [here](#). In summary, FinCEN indicated that it will not enforce the CTA reporting requirements and will not issue any fines or penalties based on the current deadlines, and that new deadlines will be set forth in an interim final rule to be issued no later than March 21, 2025. This date may seem familiar because it is the date last communicated by FinCEN as the deadline for most existing entities to comply with the CTA.

So, what does this mean for the CTA and the filing deadlines? To be honest, we don't know. However, this much seems clear:

- For now, FinCEN is not going to impose fines or other penalties for CTA violations.
- FinCEN appears to be contemplating at least some new deadlines; however, we do not know for sure if there will be new deadlines or, if there are, what those new deadlines will be or to whom they will apply.
- Until we know more, it is advisable to be prepared for a March 21 filing deadline.

Why is this all so confusing? In large part, it is due to the ambiguous nature of the statement FinCEN issued. There are at least three different ways to interpret the statement:

**Option 1:** This is an indication of FinCEN's intent to further extend the CTA deadlines. While some commentators are adopting this interpretation, others have not. One concern with this view is that, if FinCEN wanted to say this, it could have clearly said something to the effect of, "March 21 is no longer the deadline. We will set a new deadline in our upcoming interim final rule, and until that time, we do not intend to enforce the Act." Also, if FinCEN meant that March 21 is no longer the deadline, why does it link that date to the timing of issuing its new interim final rule? Interestingly, despite issuing this statement on February 27, on the morning of February 28, FinCEN's CTA website home page still had the March 21 deadline posted (see <https://www.fincen.gov/boj>).

**Option 2:** This is just a procedural statement. The original deadlines were set forth in a duly adopted regulation (see 31 CFR §1010.380(a)). Can FinCEN change those deadlines by declaration? Assuming not, this could simply be an acknowledgement that there will need to be a duly adopted interim final rule to officially change the deadlines (which FinCEN plans to do before its declared deadline of March 21), and that, until that time, it will not enforce the "current" deadlines (which may be referencing the official deadlines in the regulations, rather than the March 21 deadline) or issue any fines or penalties. Non-enforcement seems to be within FinCEN's powers even if declaring a new deadline is not.

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**Option 3:** This is a hybrid of 1 and 2 above, meaning that an interim final rule will need to be adopted to officially change the deadlines, and when that is done, the deadlines set forth in the new rule may be March 21 or, more likely, something else. Nobody knows. This seems like a reasonable interpretation, particularly if it is not procedurally possible for an interim final rule to become effective by March 21. However, it is no help to companies who just want to know their deadline for compliance.

We wish we could provide you more clarity as to the current deadlines for CTA compliance. Unfortunately, however, this most recent statement from FinCEN has made the deadlines less, not more, clear. Kutak Rock will continue to monitor this issue and will provide updates as soon as they are available. In the meantime, if you have questions about the CTA or this client alert, please contact your Kutak Rock attorney, or any member of the [CTA Client Service Team](#).

