

February 19, 2025

## Services

[Business, Corporate & Securities](#)

### Corporate Transparency Act: It's Back!

As indicated in our January 24, 2025 [client alert](#), notwithstanding the United States Supreme Court's stay of the preliminary injunction issued in *Texas Top Cop Shop, Inc. v. McHenry* ("Top Cop"), enforcement of the Corporate Transparency Act ("CTA") has been on hold due to preliminary relief granted by the United States District Court for the Eastern District of Texas in *Smith et al v. United States Department of the Treasury, et al.* ("Smith").

On February 17, 2025, citing the Supreme Court's decision in *Top Cop*, the District Court in *Smith* issued an [order](#) staying the preliminary relief it previously granted. As a result, the United States Department of the Treasury's Financial Crimes Enforcement Network ("FinCEN") may once again begin to enforce the CTA.

In seeking a stay of the preliminary relief granted in *Smith* (and as referenced in our February 7, 2025 [client alert](#)), FinCEN indicated that, if a stay was granted, it would extend the reporting compliance deadline under the CTA for 30 days. However, it was unclear what that extension would mean for companies for which the compliance deadline passed more than 30 days prior to the issuance of the stay.

On February 18, 2025, FinCEN issued a [notice](#) clarifying the new filing deadlines. In particular:

- For most companies, the new filing deadline is **March 21, 2025**.
- FinCEN indicated that, during this 30-day extension period, it will evaluate options to further modify these deadlines in order to reduce regulatory burdens while continuing to prioritize reporting for companies that pose a significant risk to national security. FinCEN committed to provide updates before March 21, 2025, if there are further changes to the deadlines.
- Companies with a reporting deadline after March 21, 2025, will remain subject to their original, later reporting deadline.
- Enforcement of the CTA remains enjoined for the parties to *National Small Business United v. Yellen*, including the members of the National Small Business Association as of March 1, 2024.

Additionally, FinCEN advised that it intends to engage in a process this year to revise the reporting rules to further reduce the burdens on what it deems to be low-risk entities, including certain small businesses.

In addition to the extension granted by FinCEN, there has been legislative action regarding the CTA as well, including proposals to repeal the CTA in its entirety or to extend the filing deadline for entities formed before January 1, 2024. Notably, the U.S. House of Representatives unanimously passed [H.R. 736](#), which would extend to January 1, 2026, the filing deadline for entities formed before January 1, 2024. However, such bill remains in committee in the United States Senate.

## CTA Client Service Team

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Kutak Rock will continue to provide updates regarding the CTA. 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](#).

