

FTC Sets New HSR Deal Reporting Thresholds for 2024

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On January 22, 2024, the Federal Trade Commission (FTC) announced its annual adjustments to the filing thresholds and fees for M&A deals under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act).

The FTC adjusts the HSR thresholds annually based on the change in gross national product. The new thresholds and filing fees will take effect 30 days after they are published in the Federal Register (likely in February) and will apply to transactions that close on or after that date.

Size-of-Transaction Threshold

The size-of-transaction threshold for reporting M&A deals under Section 7A of the Clayton Act will increase from \$111.4 million in 2023 to \$119.5 million for 2024 - an increase of \$8.1 million.

Size-of-Person Thresholds

The size-of-person thresholds will also increase. For transactions valued at more than \$119.5 million but less than \$478 million, the parties will need to consider the "size of person" test. The "size-of-person" threshold is met if one "person" to the transaction has annual net sales or total assets of \$239 million or more and the other "person" has (a) annual net sales or total assets of \$23.9 million or more (if it is a manufacturer) or, (b) total assets of \$23.9 million or annual net sales of \$239 million (if it is not engaged in manufacturing).

The new reporting thresholds and filing fees will be:

If you have questions on the new reporting thresholds, please reach out to partner [Dan Desmond](#) or any member of the [Barley Snyder Business Practice Group](#).

WRITTEN BY:



Daniel T. Desmond

Partner

Tel: (717) 399-1536

Email: ddesmond@barley.com